RENAISSANCE JEWELLERY LTD.

Ref. No.: RJL/S&L/2018/08

January 24, 2018

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

Dear Sir,

Sub: Notice of NCLT convened Meeting of Equity Shareholders and Notice of e-Voting/Postal Ballot thereof

Dear Sir/ Madam,

Notice is hereby given that pursuant to order dated 19th day of January 2018, of National Company Law Tribunal, Mumbai Bench, a meeting of equity shareholders of the Company will be held on **Tuesday, 27th day of February 2018** at 12.30 p.m. at Yuvraj Hall, Supremo Activity Centre, Matoshree Arts & Sports Trust, Jogeshwari-Vikhroli Link Road, Andheri (East), Mumbai–400 093.

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations 2015), we are enclosing herewith the Notice of above mentioned NCLT convened Meeting seeking approval of the members for the special resolution contained in the said notice.:

The Notice of the NCLT convened meeting is sent to all the members of the Company, whose names appear in the Register of Member / Register of beneficial owners, as on January 19, 2018.

The Company has engaged the services Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its Members. The e-voting will commence on Saturday, January 27, 2018 at 9.00 a.m. and ends on Monday, February 26, 2018 at 5.00 p.m.
The result of e-voting and Postal Ballot Voting along with scrutinizer's report will be declared on or before Thursday, March 01, 2018 and will be posted on the Company's website www.renjewellery.com and website of CDSL www.evotingindia.com and on websites of Stock Exchanges www.bseindia.com and www.nseindia.com.

Kindly take the same on your records.

Thank You

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

G. M. Walavalkar
G. M. – Legal & Company Secretary
Encl.: Notice of NCLT convened Meeting and postal ballot form

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

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF RENAISSANCE JEWELLERY LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

Day	Tuesday
Date	27th February, 2018
Time	12.30 p.m.
Venue	Yuvraj Hall, Supremo Activity Centre, Matoshree Arts & Sports Trust, Jogeshwari-Vikhroli Link Road, Andheri (East), Mumbai–400 093

POSTAL BALLOT AND E-VOTING	
Commencing on:	Saturday, January 27, 2018 (IST 9.00 am)
Ending on:	Monday, February 26, 2018 (IST 5.00 pm)

Sr. No.	Contents	Page No.
1.	Notice Convening Meeting of the Equity Shareholders of Renaissance Jewellery Limited ('the Company') as per the directions of National Company Law Tribunal (NCLT).	2-8
2.	Explanatory Statement under Section 230 (3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 102 and other applicable provisions of the Companies Act, 2013.	9-22
3.	Scheme of Amalgamation ('Scheme') of House Full International Limited ("HFIL" or "Transferor Company 1") and N.Kumar Diamond Exports Limited ("NKDEL" or "Transferor Company 2") with Renaissance Jewellery Limited ("RJL" or "the Transferee Company" or "the Applicant Company") and their respective Shareholders read with other applicable provisions of the Companies Act, 2013 (to the extent applicable).	23-34
4.	Copy of the acknowledgement issued by BSE and NSE upon filing of Scheme of Amalgamation as required in compliance to the provisions of Regulation 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	35-39
5.	Report adopted by the directors of the Transferor Companies and the Transferee Company explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders.	40-42
6.	Unaudited Financial Statements of the Applicant Company as on September 30, 2017.	43-58
	Unaudited Financial Statements the Transferor Company 1 as on September 30, 2017.	59-68
	Unaudited Financial Statements of Transferor Company 2 as on September 30, 2017.	69-75
7.	Form of Proxy.	77
8.	Attendance Slip	79
9.	Postal Ballot form with instructions and Business Reply Envelope (BRE).	Loose Leaf insertion

Form CAA 2 [Pursuant to Section 230(3) and Rule 6 of Companies (Compromises, Arrangements & Amalgamations) Rules]

COMPANY SCHEME APPLICATION NO. 1043 OF 2017

RENAISSANCE JEWELLERY LIMITED ……. APPLICANT COMPANY

NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS OF THE APPLICANT COMPANY

To**,**
The Equity Shareholders

Notice is hereby given that by an order dated the 19th day of January 2018, the Mumbai Bench of the National Company Law Tribunal has directed a meeting to be held of Equity Shareholders of the said Company for the purpose of considering, and, if thought fit, approving, with or without modification, the Scheme of Amalgamation / Merger by Absorption of House Full International Limited and N.Kumar Diamond Exports Limited with Renaissance Jewellery Limited and their Respective Shareholders.

In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of equity shareholders of the said Company will be held at Yuvraj Hall, Supremo Activity Centre, Matoshree Arts & Sports Trust, Jogeshwari-Vikhroli Link Road, Andheri (East), Mumbai–400 093 on Tuesday, 27th day of February 2018 at 12.30 p.m. at which time and place the said equity shareholders are requested to attend to transact the following business:

To consider and, if thought fit, approve with or without modification(s), the following resolution under Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company for approval of the Merger by Absorption embodied in the Scheme of Amalgamation of **House Full International Limited** ("HFIL" or "the Transferor Company 1") **and N.Kumar Diamond Exports Limited** ("NKDEL" or "the Transferor Company 2") **with Renaissance Jewellery Limited** ("RJL" or "the Transferee Company" or "the Applicant Company") **and their Respective Shareholders** ("Scheme" or "the Scheme")**.**

"**RESOLVED THAT** pursuant to the provision of Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the amalgamation embodied in the Scheme of Amalgamation of House Full International Limited **("HFIL" or " the Transferor Company 1")** and N.Kumar Diamond Exports Limited **("NKDEL" or "the Transferor Company 2")** with Renaissance Jewellery Limited **("RJL" or "the Transferee Company" or "the Applicant Company")** and their Respective Shareholders **("Scheme" or "the Scheme")** be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the National Company Law Tribunal while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

Explanatory Statement under Section 230 read with Section 102 of the Companies Act, 2013, along with copy of the Scheme and other annexures including Proxy Form, Attendance Slip and Postal Ballot Form are enclosed herewith. Copies of the said Scheme of Amalgamation and the statement under Section 230 are annexed to this Notice and can be obtained free of charge at the Registered Office of the Applicant Company. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form, duly signed or authorized by the said person, are deposited at the Registered Office of the Company at Plot No 36A & 37 SEEPZ, Andheri (East), Mumbai 400 096 not later than 48 hours before the meeting.

Form of proxy is also annexed to this Notice and can be obtained from the Registered Office of the Company.

The Tribunal has appointed Mr. Niranjan A. Shah, Executive Chairman of the Applicant Company, failing him Mr. Sumit N. Shah, Vice Chairman of the Applicant Company, failing him Mr. Hitesh M. Shah, Managing Director of the Applicant Company as Chairman of the said meeting. The above mentioned Scheme of Amalgamation, if approved at the meeting, will be subject to the subsequent approval of the Tribunal.

Sd/-
Niranjan Shah
Chairman appointed for the Meeting
DIN:00036439

Date: 20th Day of January, 2018
Place: Mumbai
Registered Office:
Plot No 36A & 37 SEEPZ, Andheri (East),
Mumbai 400 096.

Notes:

1. A registered equity shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a member. The instrument appointing a proxy should however be deposited at the registered office of the Applicant Company not less than 48 hours before the commencement of the meeting.

2. A person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Applicant Company carrying voting rights. A Member holding more than 10% of the total share capital of the Applicant Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting. All alterations made in the form of proxy should be initialled.

3. The equity shareholders of the Applicant Company whose names appearing in the records of the Company as on 19th day of January, 2018 shall be eligible to attend and vote at the meeting of the equity shareholders of the Applicant Company either in person or by proxies or cast their votes either through postal ballot or by using remote e-voting facility.

4. Only registered Equity Shareholders of the Applicant Company may attend and vote (either in person or by proxy or by authorized representative under applicable provisions of the Companies Act) at the Equity shareholders' meeting. The authorized representative of a body corporate which is a registered equity shareholder of the Applicant Company may attend and vote at the meeting provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing such representative to attend at the meeting is deposited at the registered office of the Applicant Company not later than 48 hours before the schedule time of the commencement of meeting.

5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending the conclusion of the meeting, a shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Applicant Company, provided that not less than 3 (three) days of notice in writing is given to the Applicant Company.

6. The Notice convening the meeting will be published through advertisement in The Free Press Journal in the English language and translation thereof in Navshakti in the Marathi language (both Mumbai Editions).

7. A Member or his/her Proxy is requested to bring the copy of the notice to the Meeting and produce the attendance slip, duly completed and signed, at the entrance of the Meeting venue.

8. Registered equity shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID details for easy identification of the attendance at the meeting.

9. The notice is being sent to all equity shareholders, whose name appeared in the register of members/ beneficial owners as on 19th Day of January, 2018. This notice of the meeting of the equity shareholders of the Applicant Company is also displayed / posted on the website of the Applicant Company www.renjewellery.com and on the website of CDSL at www.evotingindia.com .

10. Foreign Portfolio Investors (FPIs), if any, who are registered equity shareholder(s) of the Company would be required to deposit certified copies of Custodial resolutions/Power of Attorney (POA), as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the registered office of the Company not later than 48 hours before the meeting.

11. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the

Companies (Management and Administration) Rules 2014 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS – 2), the Company is providing to its Members remote e-voting facility through CDSL. Please note that e-voting is optional.

The instructions to e-voting explain the process and manner for generating/receiving the password, and for casting of vote(s) in a secure manner.

12. Members can opt only for one mode of voting. If a Member has opted for remote e-voting, then he/she should not vote by postal ballot and vice-versa. However, in case Members cast their vote both through postal ballot and remote e-voting, then voting through remote e-voting shall prevail and voting done by postal ballot shall be treated as invalid.

13. It is clarified that votes may be cast by shareholders either by postal ballot or e-voting and casting of votes by postal ballot or e-voting does not disentitle them from attending the meeting. Shareholder after exercising his right to vote through postal ballot or e-voting shall not be allowed to vote again at the meeting.

14. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of Members on the cut off date i.e. 19th Day of January, 2018.

15. The voting period for postal ballot and remote e-voting shall commence on and from Saturday, January 27, 2018 at 9:00 a.m. and end on Monday, February 26, 2018 at 5:00 p.m.

16. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Members are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed with assent (for) or dissent (against), in the attached Business Reply Envelope, so as to reach the Scrutinizer on or before Monday, February 26, 2018 at 5:00 p.m.

17. Members who have received the Notice by e-mail and who wish to vote through postal ballot can download the postal ballot form from the Company's website www.renjewellery.com . In case a Member is desirous of obtaining a printed duplicate postal ballot form, he or she may send an e-mail to investors@renjewellery.com.

18. No other form or photocopy of the postal ballot form is permitted.

19. Once the vote on a resolution is cast by a shareholder through remote e-voting, he/she/it shall not be allowed to change it subsequently.

20. The Company is also offering facility for voting by way of ballot papers at the meeting for the Members attending the meeting who has not cast their vote by remote e-voting/ postal ballot form.

21. A Member may attend the meeting even after exercising his right to vote either through postal ballot or through remote e-voting, but cannot vote again at the meeting.

22. The Company has appointed M/s V. V. Chakradeo & Co, Practicing Company Secretary (C.O.P No 1705) as the Scrutinizer to scrutinize the votes cast either electronically or on postal ballot or by way of ballot papers at the meeting and submit the report on votes cast to the Chairman of the Meeting within 48 hours from the conclusion of the Meeting.

23. The Scrutinizer shall, immediately after the conclusion of meeting, count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the meeting to the

Chairman or a person authorised by him. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.

24. The resolution will be deemed to be passed on the meeting date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company's website www.renjewellery.com and on CDSL website www.evotingindia.com, immediately after the result is declared by the Chairman.

25. All the documents referred to in the Explanatory Statement are open for inspection by the Members at the registered office of the Company between 10:00 a.m. to 12.00 noon on all working days (except Saturdays, Sundays and public holidays) up to the date of the meeting. The said documents shall also be available for inspection at the venue of the meeting.

26. The proposed Scheme, if assented by majority of shareholders representing three-fourth of the value, by way of postal ballot, remote e-voting and by way of ballot papers at the meeting shall be considered as passed on the date of the meeting i.e. 27 February, 2018.

VOTING THROUGH ELECTRONIC MEANS

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

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

(a) Date and time of commencement of e-voting: Saturday, January 27, 2018 at 9:00 a.m.

(b) Date and time of end of e-voting, beyond which voting will not be allowed: Monday, February 26, 2018 at 5:00 p.m. **The e-voting module shall be disabled by CDSL for voting, thereafter.**

(c) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date **Friday, January 19, 2018** may cast their vote electronically, irrespective of mode of receipt of this notice by the shareholder.

(d) Details of Website for e-voting: **www.evotingindia.com**

(e) Details of Scrutinizer: Mr. V. V. Chakradeo Practicing Company Secretary. (COP No. 1705), E-mail: **vvchakra@gmail.com**

(f) 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 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 10-digit sequence number printed in BOLD at TOP RIGHT SIDE of the address sticker affixed on this NOTICE.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records, for the said demat account or folio, in dd/mm/yyyy format.
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 Electronic Voting Sequence Number (EVSN) of **"Renaissance Jewellery Ltd."**. This will take you to the voting page.

(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 Corporates.
- 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.**

Before the National Company Law Tribunal Bench, at Mumbai

COMPANY SCHEME APPLICATION NO. 1043 OF 2017

In the matter of the Companies Act, 2013

And

In the matter of Scheme of Merger by Absorption of

HOUSE FULL INTERNATIONAL LIMITED

('the Transferor Company 1')

And

N.Kumar DIAMOND EXPORTS LIMITED

('the Transferor Company 2')

With

RENAISSANCE JEWELLERY LIMITED

('the Transferee Company')

And

Their Respective Shareholders

And

In the matter of Sections 230 read with Section 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013

RENAISSANCE JEWELLERY LIMITED ... The Transferee Company / Company / Applicant

STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 READ WITH SECTION 102 OF THE COMPANIES ACT 2013 FOR THE MEETING OF EQUITY SHAREHOLDERS OF RENAISSANCE JEWELLERY LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL

In this statement, House Full International Limited is hereinafter referred to as 'HFIL' or 'the Transferor Company 1' and N.Kumar Diamond Exports Limited is hereinafter referred to as 'NKDEL' or 'the Transferor Company 2' and Renaissance Jewellery Limited is hereinafter referred to as 'RJL' or 'the Transferee Company' or 'the Company' or 'the Applicant Company'. The other definitions contained in the Scheme will apply to this Explanatory Statement also. The following statement as required under Section 230(3) of the Companies Act, 2013 read with Section 102 of the Companies Act, 2013 sets forth the details of the proposed Scheme, its effects and, in particular any material interests of the Directors in their capacity as members.

1. Pursuant to the Order dated 19th January 2018 passed by the Mumbai Bench of the National Company Law Tribunal, in the Company Application referred to herein above, meeting of the Equity Shareholders of the Applicant Company, is being convened and held for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of Merger by Absorption (herein after referred to as Scheme of Amalgamation or Scheme) of House Full International Limited and N.Kumar Diamond Exports Limited with Renaissance Jewellery Limited and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment or amendment thereof) read with the rules issued thereunder and provisions of the Companies Act, 1956 as may be applicable.

2. The draft Scheme of Amalgamation was placed before the Audit Committee and Board of Directors of the Applicant Company at their respective meetings held on 29th August, 2017. In accordance with the provisions of SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30th November, 2015, the Audit Committee of the Transferee Companies vide a resolution passed on 29th August, 2017 recommended the Scheme to the Board of Directors of the respective Company

a) Based upon the recommendations of the Audit Committee and on the basis of the evaluations, the Board of Directors of the Applicant Company has come to the conclusion that the Scheme is in the best interest of the Company and its shareholders.

b) A copy of the Scheme as approved by the Board of Directors of the respective companies is enclosed herewith.

3. Background of **Renaissance Jewellery Limited** ("the Transferee Company" or " the Applicant Company") is as under

I. Renaissance Jewellery Limited was originally incorporated on 4th December, 1989 under the Companies Act, 1956 as Mayur Gem and Jewellery Export Private Limited. Subsequently pursuant to section 23(1) of the Companies Act, 1956 the name was changed to Rinaissance Gem & Jewellery Export Private Limited vide certificate issued by Registrar of Companies dated 16th April 1997. Thereafter pursuant to section 23(1) of the Companies Act, 1956 the name was changed to Renaissance Jewellery Private Limited vide certificate issued by Registrar of Companies dated 5th April 2002. Further again pursuant to Section 23 of the Companies Act, 1956 and the Special Resolution passed by the Company at its Extra-Ordinary General Meeting held on 3rd December,2005 the name was changed to Renaissance Jewellery Limited vide certificate issued by Registrar of Companies, dated 20th December, 2005.The Corporate Identity Number (CIN) of Applicant Company is L36911MH1989PLC054498.

II. Registered office of the Applicant Company is situated at Plot No 36A & 37 SEEPZ, Andheri (East), Mumbai 400096.

III. The Authorised, Issued, Subscribed and paid-up Share Capital of the Applicant Company as on 31st March, 2017 is as under:

Particulars	**Amt in ₹**
Authorised Share Capital:	
27,000,000 Equity Shares of ₹10/- each	27,00,00,000
Total	27,00,00,000
Issued, Subscribed and Paid –Up:	
19,079,440 Equity Shares of ₹10/- each	19,07,94,400
Total	19,07,94,400

There is no change in the share capital of the Applicant Company till date. Applicant Company's shares are listed on BSE and NSE. Subsequent to the approval of the Scheme by the Board of Directors due to Buy Back of Shares by the Applicant Company 2,00,000 Equity Shares were bought back in compliance of Securities and Exchange Board of India (Buy -back of Securities) Regulations,1998. The Present Issued , Subscribed and Paid Up Capital of the Applicant Company is ₹ 18,87,94,400 divided into 1,88,79,440 Equity Shares of ₹ 10/- each.

IV. The main objects specified in the Memorandum of Association of the Applicant Company is briefly as follows:

To carry on the business of Jewellery, ornamentalists, and to manufacture, buy, sell, import export or otherwise trade and deal in, jewellery, ornament, artifacts, china, curious, antiques, idols and other objects of every type whatsoever made from or composed either wholly or in part of gold, silver, platinum, brass, copper diamonds and other precious, non-precious semi-precious metals and stones.

V. The Applicant Company is presently engaged primarily in business of manufacturing and export of diamond studded gold, silver and platinum Jewellery and also trading in cut & polished diamonds.

4. Background of **House Full International Limited** ("the Transferor Company 1") is as under:

I. House Full International Limited was incorporated on 22nd December 2005 under the Companies Act, 1956, in the State of Maharashtra. The Corporate Identity Number (CIN) of the Transferor Company 1 is U45401MH2005PLC158277. The entire paid-up share capital of Transferor Company 1 is held by Transferor Company 2 and the Applicant Company.

II. The Registered office of the Transferor Company 1 is situated at Unit No.: C-3, Plot No. 15, Western Industrial Co-Operative Estate Ltd., MIDC, Andheri (East), Mumbai 400096.

III. The Authorised, Issued, Subscribed and paid-up Share Capital of the Transferor Company 1 as on 31st March, 2017 is as under:

Particulars	Amt in ₹
Authorised Share Capital	
552,000,000 Equity Shares of ₹10/- each	552,000,000
10,000,000 0% Optionally Convertible Redeemable Preference Shares of ₹10/- each	100,000,000
TOTAL	**652,000,000**
Issued, Subscribed and Paid up:	
45,000,000 Equity Shares of ₹10/- each fully paid up.	450,000,000
10,000,000 0% Optionally Convertible Redeemable Preference Shares of ₹10/- each	100,000,000
TOTAL	**550,000,000**

There is no change in the share capital of the Transferor Company 1 till date. The Transferor Company 2 holds 30,000,000 Equity Shares and the Applicant Company holds 15,000,000 Equity Shares and 10,000,000 0% Optionally Convertible Redeemable Preference Shares. Accordingly, the Transferor Company is indirectly wholly subsidiary of the Applicant Company.

IV. The main object of the Transferor Company 1 is set out in the Memorandum of Association as under:

a. To promote run conduct and manage retail stores, department stores, dealing and trading in all sorts of Home decor, Home Organisation, Home improvements, building materials, furniture, flooring, sanitary ware, Plumbing, Doors and Windows, Furniture, Cabinets, lumber, Paint, home textiles, electricals, Lighting, Hardware, Safety & security, Cleaning supplies, tools and power tools and Appliances including their components, decorative objects of arts and crafts.

V. The Transferor Company 1 is presently engaged primarily in business of dealings in retail trade of furniture.

5. Background of **N.Kumar Diamond Exports Limited** ("the Transferor Company 2") is as under:

I. N.Kumar Diamond Exports Limited was incorporated on 6th March, 1995 under the Companies Act, 1956, in the State of Maharashtra. The Corporate Identity Number (CIN) of Transferor Company 2 is U36910MH1995PLC086106. The entire paid-up share capital of the Transferor Company 2 is held by the Applicant Company and its nominees.

II. The Registered office of the Transferor Company 2 is situated at CC-9081, 9th Floor, C Tower, Bharat Diamond Bourse, Bandra. Kurla Complex. Bandra (East), Mumbai 400 051

III. The Share Capital of the Transferor Company 2 as on the Latest Audited Balance Sheet date i.e. 31st March, 2017, is as under:

Particulars	Amt in ₹
Authorised Share Capital	
6,500,000 Equity Shares of ₹10/- each.	6,50,00,000
TOTAL	**6,50,00,000**
Issued, Subscribed and Paid up:	
6,500,000 Equity Shares of ₹10/- each fully paid up.	6,50,00,000
TOTAL	**6,50,00,000**

There is no change in the Share Capital of the Transferor Company 2 till date. As on date, Applicant Company holds 6,500,000 Equity Shares of the total paid-up share capital in the Transferor Company 2. Accordingly, the Transferor Company 2 is a wholly owned subsidiary of the Applicant Company.

IV. The main object of the Transferor Company 2 is set out in the Memorandum of Association as under:

To commence, establish, set up, carry on, conduct, manage and administer the business of buying, selling, importing, exporting, indenting, refining, boiling, processing, cutting, Manufacturing, assorting, cleaning, polishing, preparing, kerfing, cleaving, sawing, chiselling, clifting, blocking, acquiring, disposing off, supplying, distribution, ordering, regulation controlling, classifying, allocation, trading and dealing cut and/or uncut, coarse and/or polished gems, diamonds including, industrial, diamonds and boart and whether rough or coarse or polished, precious, semi-precious and synthetic stones including uncut pearls, whether real or cultured rubies, emeralds, sapphires, corals, all kinds of precious and semi-precious metal including gold, sliver, platinum and in bullion form also jewellery and ornaments of all kinds including of metal and or studded with diamonds and pearls, including cultured pearls and/or precious, semiprecious and synthetic stones.

V. The Transferor Company 2 is presently engaged primarily in business of manufacturing and export of diamonds.

6. Rationale and Silent Features of the scheme:

A. Rationale of the Scheme of Amalgamation

a) The Transferor Companies are directly or indirectly wholly-owned subsidiaries of the Transferee Company. In order to consolidate and effectively manage the Transferor Companies and the Transferee Company in a single entity, which will provide several benefits including synergy, economies of scale, attain efficiencies and cost competitiveness, it is intended that the Transferor Companies be amalgamated with Transferee Company.

b) The amalgamation will lead to greater efficiency in overall combined business including economies of scale, efficiency of operations, cash flow management and unfettered access to cash flow generated by the combined business which can be deployed more efficiently for the purpose of development of businesses of the combined entity and their growth opportunities, eliminate inter corporate dependencies, minimize the administrative compliances and to maximize shareholders value.

c) The amalgamation will provide for more productive and optimum utilization of various resources by pooling of the managerial, technical and financial resources of the Transferor Companies and the Transferee Company which will fuel the growth of the business and help effectively address the ever growing competition.

d) The amalgamation will result in economy of scales, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources by elimination of unnecessary duplication of activities and related costs.

e) The amalgamation will result in a reduction in the multiplicity of legal and regulatory compliances required at present to be separately carried out by the Transferor Companies and the Transferee Company.

f) The amalgamation would motivate employees of the Transferor Companies by providing better opportunities to scale up their performance with a larger corporate entity having large revenue base, resources, asset base etc. which will boost employee morale and provide impetus to better corporate performance ultimately enhancing overall shareholder value.

g) The Transferor Companies and Transferee Company intend to/can achieve larger product portfolio, economies of scale, efficiency, optimisation of logistic and distribution network and other related economies by consolidating the business operations being managed by different management teams.

h) Integration of operations;

i) Economies of scale

j) The amalgamation will provide for more productive and optimum utilization of various resources by pooling of the managerial, technical and financial resources of the Transferor Companies and the Transferee Company which will fuel the growth of the business and help effectively address the ever-growing competition.

B. Salient features of the Scheme

a) "Appointed Date" means 1st April, 2017 or such other date as may be fixed by the Tribunal.

b) "Effective Date" means the date on which certified copies of the Tribunal order sanctioning this Scheme is filed with the Registrar of Companies, Mumbai.

c) The whole of the Undertaking of the Transferor Companies comprising of all assets and properties and all other assets and liabilities of whatsoever nature and whosesoever situated, shall, without any further act or deed be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become as from the Appointed Date the assets and liabilities of the Transferee Companies and to vest in the Transferee Company all the rights, title, interest or obligations of the Transferor Companies therein.

d) All debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of the Transferor Companies shall, without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company so as to become as from the Appointed Date the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company.

e) All contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature to which the Transferor Companies is a party or to the benefit of which the Transferor Companies may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favour of, as the case may be, the Transferee Company enforced as fully and effectively as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary thereto.

f) If any suit, writ petition, appeal, revision or other proceedings of whatever nature by or against the Transferor Companies be pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertakings of the Transferor Companies or of anything contained in the Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made.

g) All the Employees of the Transferor Companies, in service on the Effective Date shall become employees of the Transferee Company on such date without any break or interruption in service and on terms and conditions as to remuneration not less favourable than those subsisting with reference to the Transferor Companies as on the said date.

h) Since the Transferor Companies are directly and indirectly wholly owned subsidiary of the Transferee Company upon the scheme becoming effective all the Equity Shares held by the Transferor Company 2 and the Transferee Company in the Transferor Company 1 and 0% Optionally Convertible or Redeemable Preference Shares held by the Transferee Company in the Transferor Company 1 and all the Equity Shares of the Transferor Company 2 held by the Transferee Company shall be cancelled and shall be deemed to have been cancelled without any further act or deed. Accordingly, there will be no issue and allotment of Shares of the Transferee Company to the shareholders of the Transferor Companies.

i) On Effective Date, the Transferor Companies shall be dissolved without winding up on an order made by the Tribunal under Section 232 of the Companies Act, 2013.

j) None of the Directors of the Applicant Company are interested in the Scheme otherwise than as shareholders in general or as directors of the Applicant Company and there will be no change in rights and interest of Directors due to this Scheme of Amalgamation.

This Scheme is conditional upon and subject to the following:

(a) The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, including Stock Exchange(s) and/or Securities and Exchange Board of India, which by law may be necessary for the implementation of this Scheme;

(b) The Scheme being approved by the respective requisite majorities of the members and / or creditors of Transferor Companies and Transferee Company as may be directed by the Tribunal and/or any other competent authority and it being sanctioned by the Tribunal and/or any other competent authority, as may be applicable;

(c) The certified copies of the order of Tribunal under Sections 230 to 232 of the Act sanctioning the Scheme are filed with the Registrar of Companies, Mumbai, Maharashtra;

THE FEATURES SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME OF AMALGAMATION, THE EQUITY SHAREHOLDERS OF THE APPLICANT COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF AMALGAMATION TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.

7. Disclosures With Stock Exchanges

Pursuant to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Regulation 37 of the SEBI Listing Regulations, scheme which provide for merger of a Whollyowned Subsidiaries (WoS) with the parent company shall not be required to be filed with SEBI. Such schemes shall be filed with stock exchanges for the limited purpose of disclosures only. Pursuant to said circular, the Applicant Company had filed draft Scheme with BSE and NSE. A copy of the acknowledgement issued by BSE and NSE upon filing of Scheme of Amalgamation are enclosed herewith.

8. Board Meeting

The Proposed Scheme was placed before the Board of Directors of the Applicant Company on 29th August 2017.

9. Submissions, Approvals and Other Information

The Applicant Company and Transferor Companies have made separate applications before the Mumbai Bench of the National Company Law Tribunal for the sanction of the Scheme under Sections 230 to 232 of the Companies Act, 2013 and the corresponding Sections 391 to 394 of the Companies Act, 1956, to the extent applicable.

10. Directors, Promoters and Key Managerial Personnel

a. The directors of the Transferor Companies and the Applicant Company and relatives of the aforementioned persons may be deemed to be concerned and / or interested in the Scheme only to the extent of their shareholding directly in the respective companies that are the subject of the Scheme, or to the extent the said persons are interested or involved in any of the companies that are the subject of the Scheme or any entity that directly holds shares in any of the companies.

b. Key Managerial Personnel (KMPs) other than Directors and their relatives may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding directly in the respective companies that are the subject of the Scheme.

c. Save as aforesaid, none of the Directors of the Transferor Companies and the Applicant Company and their relatives have any material concern or interest, financial and / or otherwise in the Scheme.

d. The details of the present Directors and their relatives of Transferor Companies and Applicant Company and their relatives and respective shareholdings in Transferor Companies and Applicant Company are as follows:

Extent of shareholding of Directors and KMPs of Renaissance Jewellery Limited (Transferee/ Applicant Company) and their respective holding in the Transferor Companies as on 31st December 2017 are as follows: (Considering first holder).

Sr. No.	Name of Director	Position	Address	No. of Equity Shares held in the Applicant Company	No. of Equity Shares held in Transferor Company 1	No. of 0% Optionally Convertible Redeemable Preference Shares held in Transferor Company 1	No. of Equity Shares held in Transferor Company 2
1	Hitesh Mahendra Shah	Managing Director	202, Jyoti Darshan Co-Op. Hsg. Soc. 68, Runghta Lane Mumbai -400006	1413976	1	0	1
2	Sumit Niranjan Shah	Director	A-1101-06, Quantum Park, Near Union Park Gulab Nagar, Khar (West) Mumbai - 400052	4128037	0	0	0
3	Niranjan Amratlal Shah	Whole time Director	71, Vijay Deep 31, Ridge Road Mumbai -400006	2832340	1	0	0
4	Neville Rustom Tata	Whole time Director	401, Eken Heights , 21 Cross Road Pali Naka, Bandra West Mumbai -400050	0	0	0	0
5.	Vishwas Vasudev Mehendale	Director	B-103, Makwana Building, 260, P.M.Road, Vile Parle-East, Mumbai- 400057	0	0	0	0
6.	Veerkumar Shah	Director	603 Hamilton C.H.S.L, 9, Laburnum Road, Gamdevi Mumbai-400007	64	0	0	0
7.	Anil Kumar Chopra	Director	Flat 5 B, Somerset Place Sophia Collage Road, Mumbai -400026	0	0	0	0
8.	Arun Purushottam Sathe	Director	5, Ashirvad, 16th Cross Road Khar (West) Mumbai-400052	0	0	0	0
9.	Madhavi Sanjeev Pethe	Director	301, Sukhjyot, Tejpal Scheme Road No.1 Vile Parle (East) Mumbai -400057	0	0	0	0

Sr. No.	Name of KMP	No. of Equity Shares held in the Applicant Company	No. of Equity Shares held in Transferor Company 1	No. of 0% Optionally Convertible Redeemable Preference Shares held in Transferor Company 1	No. of Equity Shares held in Transferor Company 2
1	Dilip Bhogilal Joshi	0	0	0	0
2.	Ghanashyam Madhav Walavalkar	0	0	0	0

Extent of shareholding of Directors of House Full International Limited (Transferor Company 1) and their respective holding in the Transferor Company 2 and Applicant Company as on 31st December 2017 are as follows: (Considering first holder).

Sr. No.	Name of Director	Position	Address	No. of Equity Shares held in the Applicant Company	No. of Equity Shares held in Transferor Company 1	No. of 0% Optionally Convertible Redeemable Preference Shares held in transferor Company 1	No. of Equity Shares held in Transferor Company 2
1	Hitesh Shah Mahendra	Director	202, Jyoti Darshan Co-Op Hsg. Soc. 68, Runghta Lane Mumbai -400006	1413976	1	0	1
2	Niranjan Amratlal Shah	Managing Director	71, Vijay Deep 31, Ridge Road Mumbai -400006	2832340	1	0	0
3	Vishwas Vasudev Mehendale	Director	B-103, Makwana Building, 260, P.M.Road, Vile Parle-East, Mumbai -400057	0	0	0	0
4.	Veerkumar Shah	Director	603 Hamilton C.H.S.L, 9, Laburnum Road, Gamdevi Mumbai - 400007	64	0	0	0

Extent of shareholding of Directors of N. Kumar Diamond Exports Limited (Transferor Company 2) and their respective holding in the Transferor Company 1 and Applicant Company as on 31st December 2017 are as follows: (Considering first holder).

Sr. No.	Name of Director	Position	Address	No. of Equity Shares held in the Applicant Company	No. of Equity Shares held in Transferor Company 1	No. of 0% Optionally Convertible Redeemable Preference Shares held in Transferor Company 1	No. of Equity Shares held in Transferor Company 2
1	Hitesh Shah Mahendra	Director	202, Jyoti Darshan Co-Op Hsg. Soc. 68, Runghta Lane Mumbai -400006	1413976	1	0	1
2	Niranjan Amratlal Shah	Director	71, Vijay Deep 31, Ridge Road Mumbai - 400006	2832340	1	0	0
3	Bhupen Chandrakant Shah	Director	Navdaryamahal Co-Op Soc, Flat No 48 8th Floor Mumbai -400006	708086	0	0	1

e. Extent of holding of Promoters in the Applicant Company and Transferor Companies is same as mentioned in point 'd' above.

f. Capital Structure of the Applicant Company and Transferor Companies- Pre and Post Scheme (Expected)

I. Pre-Scheme capital structure of the Transferor Companies is mentioned in point 4 & 5 of this Explanatory Statement.

II. Pre and Post Scheme capital structure of the Applicant Company is as follows

Description	Pre-Scheme		Description	Post- Scheme	
Authorized Share Capital	**No. of Shares**	**Amount ₹**	**Authorized Share Capital**	**No. of Shares**	**Amount ₹**
Equity Shares of ₹10/- each	27,000,000	27,00,00,000	Equity Shares of ₹10/- each	8,87,00,000	88,70,00,000
			0% Optionally Convertible or Redeemable Non-cumulative Preference Share of ₹10/-	1,00,00,000	10,00,00,000
Issued Share Capital:	**No. of Shares**	**Amount Rs.**	**Issued Share Capital:**	**No. of Shares**	**Amount Rs.**
Equity Shares of ₹10/- each	18,879,440	188,794,400	Equity Shares of ₹10/- each	18,879,440	188,794,400

11. Statement disclosing details of Amalgamation as per sub-section 3 of Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

No.	Particulars			
(i)		**Applicant Company / Transferee Company**	**HFIL - Transferor Company 1**	**NKDEL - Transferor Company 2**
	Details of the order of the NCLT directing the calling, convening and conducting of the meeting			
a.	Date of Order	19th January 2018	19th January 2018	19th January 2018
b.	Date, time and venue of the meeting	27th February, 2018 12.30 p.m. Yuvraj Hall, Supremo Activity Centre, Matoshree Arts & Sports Trust, Jogeshwari-Vikhroli Link Road, Andheri (E), Mumbai–400 093	27th February, 2018 11.00 a.m. Yuvraj Hall, Supremo Activity Centre, Matoshree Arts & Sports Trust, Jogeshwari-Vikhroli Link Road, Andheri (E), Mumbai–400 093	27th February, 2018 12.00 noon. Yuvraj Hall, Supremo Activity Centre, Matoshree Arts & Sports Trust, Jogeshwari-Vikhroli Link Road, Andheri (E), Mumbai–400 093
c.	Date, time and venue of 0% Optionally Convertible or Redeemable Preference Share holder meeting.	N.A	27th February,2018 11.30 a.m. Yuvraj Hall, Supremo Activity Centre, Matoshree Arts & Sports Trust, Jogeshwari-Vikhroli Link Road, Andheri (East), Mumbai–400 093	N.A
(ii)	Details of the Companies including			
A	Corporate Identification Number (CIN)	L36911MH1989-PLC054498	U45401MH2005-PLC158277	U36910MH1995-PLC086106
B	Permanent Account Number (PAN)	AACCR2148B	AADCR1930N	AAACN3449B
C	Name of Company	Renaissance Jewellery Limited	House Full International Limited	N.Kumar Diamond Exports Limited

D	Date of Incorporation	04/12/1989	22/12/2005	06/03/1995
E	Type of Company	Company limited by Shares	Company limited by Shares	Company limited by Shares
F	Registered Office address	Plot No 36A & 37 SEEPZ, Andheri (East), Mumbai - 400096	Unit No.: C-3, Plot No. 15, Western Industrial Co-Operative Estate Ltd., MICD Andheri (E), Mumbai - 400096	Cc-9081, 9th Floor, "C" Tower, Bharat Diamond Bourse, B.K.C, Bandra (East) Mumbai - 400051
	E-mail address	investors@renjewellery.com	sumit@verigold.com	taper@rediffmail.com
G	Summary of main object as per the memorandum of association; and main business carried on by the Company	To carry on the business of Jewellery, ornamentalists, and to manufacture, buy, sell, import export or otherwise trade and deal in, jewellery, ornament, artifacts, china, curious, antiques, idols and other objects of every type whatsoever made from or composed either wholly or in part of gold, silver, platinum, brass, copper diamonds and other precious, non-precious semi-precious metals and stones.	To promote run conduct and manage retail stores, department stores, dealing and trading in all sorts of Home decor, Home Organisation, Home improvements, building materials, furniture, flooring, sanitary ware, Plumbing, Doors and Windows, Furniture, Cabinets, lumber, Paint, home textiles, electricals, Lighting, Hardware, Safety & security, Cleaning supplies, tools and power tools and Appliances including their components, decorative objects of arts and crafts	To commence, establish, set up, carry on, conduct, manage and administer the business of buying, selling, importing, exporting, indenting, refining, boiling, processing, cutting, Manufacturing, assorting, cleaning, polishing, preparing, kerfing, cleaving, sawing, chiselling, clifting, blocking, acquiring, disposing off, supplying, distribution, ordering ,regulation controlling, classifying, allocation, trading and dealing cut and/or uncut, coarse and/or polished gems, diamonds including, industrial, diamonds and boart and whether rough or coarse or polished, precious, semi-precious and synthetic stones including uncut pearls, whether real or cultured rubies, emeralds, sapphires, corals, all kinds of precious and semi-precious metal including gold, sliver, platinum and in bullion form also jewellery and ornaments of all kinds including of metal and or studded with diamonds and pearls, including cultured pearls and/or precious, semiprecious and synthetic stones.
H	Details of change of name, Registered Office and objects of the Company during the last five years	1. Originally incorporated on 4th December, 1989 2. Name changed to Rinaissance Gem & Jewellery Export Private Limited 3.Name changed to Renaissance Jewellery Private Limited. 4. Name changed to Renaissance Jewellery Limited	1. Originally incorporated on 22nd December, 2005 2.Name changed to House Full International Private Limited 3.Name changed to House Full International Limited.	N.A.
I	Name of stock exchange(s) where securities of the Company are listed, if applicable	Bombay Stock Exchange National Stock Exchange	Unlisted	Unlisted
J	Details of capital structure Authorized, Issued, subscribed and paid-up share capital	As per Point 3 of the Explanatory Statement	As per Point 4 of the Explanatory Statement	As per Point 5 of the Explanatory Statement
K	Names of the promoters and directors along with their addresses	As per Para 10 (d) of the Explanatory Statement.	As per Para 10 (d) of the Explanatory Statement.	As per Para 10 (d) of the Explanatory Statement.

(iii)	If the scheme of Amalgamation relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of Amalgamation, including holding, subsidiary or associate companies	The Transferor Companies are directly or indirectly wholly-owned subsidiaries of the Applicant Company.	The Transferor Companies are directly or indirectly wholly-owned subsidiaries of the Transferee Company.	The Transferor Companies are directly or indirectly wholly-owned subsidiaries of the Transferee Company.
(iv)	The date of board meeting at which the scheme was approved by the board of directors including the name of directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution	29 August 2017 The meeting was attended by majority of Directors and the resolution was passed with requisite majority	29 August 2017 The meeting was attended by majority of Directors and the resolution was passed with requisite majority	29 August 2017 The meeting was attended by majority of Directors and the resolution was passed with requisite majority
(v)	Explanatory Statement disclosing details of the scheme of Amalgamation including: -			
A	Parties involved in Such Amalgamation	RENAISSANCE JEWELLERY LIMITED (Transferee Company) HOUSE FULL INTERNATIONAL LIMITED (Transferor Company 1) N.Kumar DIAMOND EXPORTS LIMITED ((Transferor Company 2)		
	In case of Amalgamation, appointed Date			
	Appointed Date	1st April, 2017		
	Effective Date	The date on which certified copies of the NCLT order sanctioning this Scheme is filed with the Registrar of Companies, Mumbai.		
B	Share Exchange Ratio and other considerations, if any	NIL	NIL	NIL
C	Details of capital or debt restructuring, if any	NIL		
D	Rationale for the Amalgamation	refer Para 6 (a) of the Explanatory Statement.		
E	Benefits of the Amalgamation as perceived by the Board of directors to the company, members, creditors and others (as applicable)	As provided in the rationale for Amalgamation as stated in Para 6 (a) of the Explanatory Statement.		
F	Amount (₹ In lacs) due to unsecured Creditors as of 30 September 2017	26,124.86 Lakh	632.22 Lakh	1024.73 Lakh
G	Amount (₹) due to Secured Creditors as of 30 September 2017	23,631.89 Lakh	_____	___
(vi)	Disclosure about effect of the Amalgamation on			
A	Key Managerial personnel (KMP) (other than Directors)	No Effect	N.A.	N.A.
B	Directors	No Effect	Shall ceased to be Directors	Shall ceased to be Directors
C	Depositors	No Effect as none of the Companies have accepted any deposits		

D	Creditors	No Effect .	Creditors, if any, shall become the creditors of the Transferee Company and paid off in the ordinary course of business. Inter-company creditors would get cancelled	Creditors, if any, shall become the creditors of the Transferee Company and paid off in the ordinary course of business. Inter-company creditors would get cancelled
E	Debenture holders	No Effect as none of the Companies have issued any debentures.		
F	Deposit trustee & Debenture trustee	No Effect as none of the Companies have any Deposit or Debenture trustees.		
G	Employees of the company	No Effect	No Effect as employees, if any, will become employees of the Transferee Company	No Effect as employees, if any, will become employees of the Transferee Company
(vii)	Disclosure about effect of Amalgamation on material interest of Directors			
	Directors	No material effect of Amalgamation.		
	Key Managerial personnel	No material effect of Amalgamation.		
	Debenture Trustee	Not Applicable as none of the Companies have any debenture trustees.		
(viii)	investigation or proceedings, if any, pending against the company under the Act	no investigation is pending against either of these companies under Section 210, Section 214 to Section 217, Section 219, Section 220, Section 223 to Section 225 of the Companies Act, 2013, to the extent notified or the like are pending.		
(ix)	details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or inspection by the members and creditors, namely:			
A	Contracts or Agreements material to the Amalgamation	There were no contracts or agreements material to the Scheme of Amalgamation.		
B	Such other information or documents as the Board or Management believes necessary and relevant for making decision things for or against the scheme	Refer point no. 10 of explanatory statement		

12. Shareholding Pattern

Since the Transferor Companies are directly and indirectly wholly owned subsidiary of the Transferee Company upon the scheme becoming effective all the Equity Shares held by the Transferor Company 2 and the Transferee Company in the Transferor Company 1 and 0% Optionally Convertible or Redeemable Preference Shares held by the Transferee Company in the Transferor Company 1 and all the Equity Shares of the Transferor Company 2 held by the Transferee Company shall be cancelled and shall be deemed to have been cancelled without any further act or deed. Accordingly, there will be no issue and allotment of Shares of the Transferee Company to the shareholders of the Transferor Companies. Consequently, there would be no change in the shareholding pattern of the Transferee Company arising out of the Scheme.

13. General

a) The rights and interests of the Secured & Unsecured Creditors of Applicant Company will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all called from them nor their rights sought to be modified in any manner.

b) In relation to the meeting of the Applicant Company, equity shareholders of the Applicant Company whose names are appearing in the records of the Company as on 19th January, 2018 shall be eligible to attend and vote at the meeting of the equity shareholders of the Transferee Company convened at the direction of the Tribunal or cast their votes using remote e-voting facility.

c) The following additional documents will be open for inspection to the equity shareholders of the Applicant Company at its Registered Office between 11:00 a.m. to 01:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays, upto 1 (one) day prior to the date of the meeting:

(i) Audited Financial Statement of Accounts for the year ended on 31st March, 2017 of the Applicant Company and the Transferor Companies.

(ii) Copy of the Order dated 19th January, 2018 of the Mumbai Bench of the National Company Law Tribunal in the said Company Application directing the convening and holding of the meetings of the Equity shareholders of the Applicant Company;

(iii) Memorandum of Association and Articles of Association of the Applicant Company.

(iv) Register of Directors and Shareholders of the Applicant Company.

(v) Certificate issued by auditors of the Applicant Company stating accounting treatment in conformity with the accounting standards.

(vi) Copies of the resolutions passed by the respective Board of Directors of Applicant Company and the Transferor Companies dated 29th August 2017 approving the Scheme.

(vii) Scheme of Amalgamation.

d) A copy of the Scheme, Explanatory Statement and Form of Proxy may be obtained free of charge on any working day (except Saturdays, Sundays and Public Holidays) from the Registered Office of Transferee Company at Plot No 36A & 37 SEEPZ, Andheri (East), Mumbai 400096.

e) This statement may be treated as an Explanatory Statement under Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 102 and other applicable provisions of the Companies Act, 2013 and corresponding Section 393 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956.

Sd/-
Niranjan Shah
Chairman appointed for the Meeting

Date: 20th day of January, 2018
Place: Mumbai
Registered Office:
Plot No 36A & 37 SEEPZ,
Andheri (East), Mumbai 400096.

SCHEME OF AMALGAMATION
OF
HOUSE FULL INTERNATIONAL LIMITED
AND
N.Kumar DIAMOND EXPORTS LIMITED
WITH
RENAISSANCE JEWELLERY LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS

This Scheme of Amalgamation of House Full International Limited and N.Kumar Diamond Exports Limited with Renaissance Jewellery Limited and their respective shareholders is presented under Section 230 to to 232 of the Companies Act,2013 and other applicable provisions of the Companies Act, 2013, if any for:

(a) Amalgamation of House Full International Limited with Renaissance Jewellery Limited.

(b) Amalgamation of N.Kumar Diamond Exports Limited with Renaissance Jewellery Limited.

This Scheme is divided into the following parts –

Part	Particulars
I	Background, Rationale, Definitions and Share Capital.
II	Amalgamation of House Full International Limited and N.Kumar Diamond Exports Limited with Renaissance Jewellery Limited.
III	General Terms and Conditions.

PART I

1. BACKGROUND

House Full International Limited

House Full International Limited was incorporated on 22nd December, 2005 under the Companies Act, 1956, in the State of Maharashtra. The Corporate Identity Number (CIN) House Full International Limited is U45401MH2005PLC158277. The entire paid-up share capital of the Transferor Company 1 is held by the Transferor Company 2 and the Transferee Company.

N.Kumar Diamond Exports Limited:

N.Kumar Diamond Exports Limited was incorporated on 6th March, 1995 under the Companies Act, 1956, in the State of Maharashtra. The Corporate Identity Number (CIN) of N.Kumar Diamond Exports Limited is U36910MH1995PLC086106. The entire paid-up share capital of the Transferor Company 2 is held by the Transferee Company and its nominees.

Renaissance Jewellery Limited:

Renaissance Jewellery Limited was incorporated on 4th December, 1989 under the Companies Act, 1956, in the State of Maharashtra. The Corporate Identity Number (CIN) of Renaissance Jewellery Limited is L36911MH1989PLC054498.

2. RATIONALE OF THE SCHEME

The Transferor Companies are directly or indirectly wholly-owned subsidiaries of the Transferee Company.

In order to consolidate and effectively manage the Transferor Companies and the Transferee Company in a single entity, which will provide several benefits including synergy, economies of scale, attain efficiencies and cost competitiveness, it is intended that the Transferor Companies be amalgamated with Transferee Company. The amalgamation of Transferor Companies with Transferee Company would *inter alia* have the following benefits:

(a) The amalgamation will lead to greater efficiency in overall combined business including economies of scale, efficiency of operations, cash flow management and unfettered access to cash flow generated by the combined business which can be deployed more efficiently for the purpose of development of businesses of the combined entity and their growth opportunities, eliminate inter corporate dependencies, minimize the administrative compliances and to maximize shareholders value.

(b) The amalgamation will provide for more productive and optimum utilization of various resources by pooling of the managerial, technical and financial resources of the Transferor Companies and the Transferee Company which will fuel the growth of the business and help effectively address the ever growing competition.

(c) The amalgamation will result in economy of scales, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources by elimination of unnecessary duplication of activities and related costs.

(d) The amalgamation will result in a reduction in the multiplicity of legal and regulatory compliances required at present to be separately carried out by the Transferor Companies and the Transferee Company.

(e) The amalgamation would motivate employees of the Transferor Companies by providing better opportunities to scale up their performance with a larger corporate entity having large revenue base, resources, asset base etc. which will boost employee morale and provide impetus to better corporate performance ultimately enhancing overall shareholder value.

(f) The Transferor Companies and Transferee Company intend to / can achieve larger product portfolio, economies of scale, efficiency, optimisation of logistic and distribution network and other related economies by consolidating the business operations being managed by different management teams.

3. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expression shall have the following meaning: -

3.1. **HFIL" or "the Transferor Company 1"** means **'House Full International Limited'** a company incorporated under the Companies Act, 1956 and having its Registered office at Unit No.: C-3, Plot No. 15, Western Industrial Co-Operative Estate Ltd., MIDC, Andheri (East), Mumbai 400096.

3.2. **"NKDEL" or** "**the Transferor Company 2"** means '**N.Kumar Diamond Exports Limited'** a company incorporated under the Companies Act, 1956 and having its Registered office CC-9081, 9th Floor, C Tower, Bharat Diamond Bourse, Bandra. Kurla Complex. Bandra (East), Mumbai 400 051

3.3. **"The Transferor Companies"** means collectively **HFIL and NKDEL**, and **"the Transferor Company"** means individually each of them.

3.4. **"RJL" or "the Transferee Company"** means '**Renaissance Jewellery Limited'** a company incorporated under the Companies Act, 1956 and having its registered office at Plot No 36A & 37 SEEPZ, Andheri (East), Mumbai 400096.

3.5. **"Act"** means the Companies Act, 2013, including any rules, regulations, orders and notifications made thereunder or any statutory modification thereto or re-enactment thereof for the time being in force.

3.6. "**Tribunal**" shall mean the National Company Law Tribunal (hereinafter referred to as **"the Tribunal"**) being constituted by the Central Government by a Notification in the Official Gazette and the proceedings initiated under Section 230 to 232 of the Companies Act, 2013.

3.7. **"Appointed Date"** shall mean 1st April,2017 or such other date as may be fixed by the Tribunal.

3.8. **"Effective Date"** means the date on which certified copies of the NCLT order sanctioning this Scheme is filed with the Registrar of Companies, Mumbai.

3.9. **"Undertaking"** means and include (without limitation):

3.9.1. All the properties whether movable or immovable, tangible and intangible, corporeal or incorporeal, intellectual property whether in possession or reversion, present or contingent, fixed assets, debtors, current assets, investments, loans and advances, powers, licenses, tenancy rights, tenancy licenses, registrations, contracts, engagements, arrangements, rights, titles, interests, benefits and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, and all other interests belonging to or in the ownership, power or possession or in the control of or vested in or granted in favour of or enjoyed by the Transferor Companies (hereinafter referred to as "the said **Assets"**.)

3.9.2. All the debts, liabilities, duties, obligations and guarantees of the Transferor Companies (hereinafter referred to as "**the said Liabilities**");

3.9.3. Without prejudice to the generality of sub-clauses 3.9.1 and 3.9.2 above, the Undertaking of the Transferor Companies all assets including investments, claims, powers, consents, registrations, contracts, enactments, arrangements, rights, titles, interest, benefits, advantages, lease-hold rights and, systems of any kind whatsoever, and benefits of all agreements and other interests including rights and benefits under various schemes of different taxation laws as may belong to or be available to the Transferor Companies, rights and powers of every kind, nature and description of whatsoever probabilities, liberties, easements, advantages, and approval of, whatsoever nature and wheresoever situated, belonging to or in ownership, power or possession or control or entitlement of the Transferor Companies.

1.10. "Scheme of Amalgamation" or "the Scheme" or "this Scheme" means this Scheme of Amalgamation in its present form as submitted to the Hon'ble Tribunal or this Scheme with such modification(s), if any, including those as approved, imposed or directed by the Hon'ble Tribunal and accepted by the Parties hereto.

1.11. Any references in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" shall mean the Effective Date.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and other applicable laws, rules, regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

4. **<u>SHARE CAPITAL</u>**

(i) The Share Capital of HFIL as on the Latest Audited Balance Sheet date i.e. 31st March, 2017, is as under:

Particulars	Amt in ₹
Authorised Share Capital	
552,000,000 Equity Shares of ₹10/- each	552,000,000
10,000,000 0% Optionally Convertible Redeemable Preference Shares of ₹10/- each	100,000,000
TOTAL	**652,000,000**
Issued, Subscribed and Paid up:	
45,000,000 Equity Shares of ₹10/- each fully paid up.	450,000,000
10,000,000 0% Optionally Convertible Redeemable Preference Shares of ₹10/- each	100,000,000
TOTAL	**550,000,000**

There is no change in the share capital of HFIL till date. NKDEL holds 30,000,000 Equity Shares and RJL holds 15,000,000 Equity Shares and 10,000,000 0% Optionally Convertible Redeemable Preference Shares. Accordingly, the Transferor Company 1 is indirectly wholly subsidiary of Transferee Company.

(ii) The Share Capital of NKDEL as on the Latest Audited Balance Sheet date i.e. 31st March, 2017, is as under:

Particulars	Amt in ₹
Authorised Share Capital	
6,500,000 Equity Shares of ₹10/- each.	6,50,00,000
TOTAL	6,50,00,000
Issued, Subscribed and Paid up:	
6,500,000 Equity Shares of ₹10/- each fully paid up.	6,50,00,000
TOTAL	6,50,00,000

There is no change in the Share Capital of NKDEL till date. As on date, RJL holds 6,500,000 Equity Shares of the total paid-up share capital in NKDEL. Accordingly, the Transferor Company 2 is a wholly owned subsidiary of the Transferee Company.

(iii) The Share Capital of RJL as on the Latest Audited Balance Sheet date i.e. 31st March,2017, is as under:

Particulars	**Amt in ₹**
Authorised Share Capital:	
27,000,000 Equity Shares of ₹10/- each	27,00,00,000
Total	**27,00,00,000**
Issued, Subscribed and Paid –Up:	
19,079,440 Equity Shares of ₹10/- each	19,07,94,400
Total	**19,07,94,400**

There is no change in the share capital of RJL till date. RJL share are listed on BSE and NSE.

PART II

5. AMALGAMATION OF HOUSE FULL INTERNATIONAL LIMITED AND N. KUMAR DIAMOND EXPORTS LIMITED WITH RENAISSANCE JEWELLERY LIMITED TRANSFER AND VESTING OF THE UNDERTAKING.

The Undertaking of the Transferor Companies shall be transferred to and vested in or be deemed to be transferred to and vested in the Transferee Companies in the following manner:

5.1. With effect from the Appointed Date, the whole of the Undertaking of the Transferor Companies comprising of all assets and properties (whether movable or immovable) and all other assets and liabilities of whatsoever nature and wheresoever situated, shall, under the provisions of Section 230 to Section 232 and all other applicable provisions, if any, of the Act, without any further act or deed (save as provided in clauses 5.2 and 5.3 below) be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become as the assets and liabilities of the Transferee Company from the Appointed Date and to vest in the Transferee Company all the rights, title, interest or obligations of the Transferor Companies therein.

5.2. All the movable assets including cash in hand, if any, of the Transferor Companies, capable of passing by manual delivery or by endorsement and delivery, shall be so delivered or endorsed and delivered, as the case may be, to the Transferee Company. Such delivery shall be made on a date mutually agreed upon between the Board of Directors of the Transferor Companies and the Board of Directors of the Transferee Company within thirty days from the Effective Date.

5.3. In respect of movables other than those specified in sub-clause 5.2 above, including sundry debtors, outstanding loans and advances, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, Semi-Government, local and other authorities and bodies, and other persons, the following modus operandi for intimating to third parties shall to the extent possible be followed:

5.3.1. The Transferee Company shall give notice in such form as it may deem fit and proper, to each person, debtor or depositee as the case may be, that pursuant to the Tribunal having sanctioned the Scheme of the Transferor Companies and the Transferee Company, the said debt, loan advance or deposit be paid or made good or held on account of the Transferee Company as the person entitled thereto to and that appropriate entry should be passed in its books to record the aforesaid change;

5.3.2. Transferor Companies shall also give notice in such form as they may deem fit and proper to each person, debtor or depositee that pursuant to the Tribunal having sanctioned the Scheme of Amalgamation of the Transferor Companies with the Transferee Company, the said debt, loan, advance or deposit be paid or made good or held on account of the Transferee Company and that the right of the Transferor Companies to recover or realise the same stands extinguished.

5.4. With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of the Transferor Companies shall also under the provisions of Section 230-232 of the Act read with rules made thereunder, without any further act or deed, be transferred to or be deemed to be transferred to Transferee Company so as to become as from the Appointed Date the debts, liabilities, contingent liabilities, duties and obligations of Transferee Company and it shall not be necessary to obtain the consent of any third party or another person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent

liabilities, duties and obligations have arisen, in order to give effect to the provisions of this Sub-clause.

5.5. All assets of the Transferor Companies deemed to be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the assets of the Transferee Company as from the Appointed Date, upon Scheme becoming effective both the companies will follow the necessary procedure to transfer them in the name of Transferee Company. The registrations in the name of the Transferor Companies shall be deemed to be transferred in the name of the Transferee Company from the Appointed Date.

5.6. In a case of registrations in the name of the Transferor Companies, other than the registrations mentioned above, the Transferee Company may make a fresh application to the appropriate authorities to procure the same, by complying with the requisite laws or regulations.

5.7. It is clarified that the Scheme shall not in any manner affect the rights and interest of the creditors of the Transferor Companies or be deemed to be prejudicial to their interests.

5.8. For avoidance of doubt and without prejudice to the generality of any applicable provisions of this Scheme, it is clarified that with effect from the Effective Date until such times the name of the bank accounts of the Transferor Companies would be replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Companies in the name of the Transferor Companies in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company. The Transferee Company shall be allowed to maintain banks accounts in the name of Transferor Companies for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Transferor Companies. It is hereby expressly clarified that any legal proceedings by or against the Transferor Companies in relation to cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Companies shall be instituted, or as the case may be, continued by or against the Transferee Company after the coming into effect of the Scheme The Transferee Company shall under the provisions of the Scheme be deemed from appointed date, to be authorized to execute any such writings on behalf of the Transferor Companies, to implement and carry out all formalities and compliances, if required, referred to above.

5.9. The amalgamation of the Transferor Companies with the Transferee Company, pursuant to and in accordance with this Scheme, shall take place with effect from the Appointed Date and shall be in accordance with Section 2(1B) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income Tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income Tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income Tax Act, 1961. Such modification will however not affect the other parts of the Scheme.

6. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which the Transferor Companies, is a party or to the benefit of which the Transferor Companies may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favour of, as the case may be, the Transferee Company enforced as fully and effectively as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary thereto. The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into a tripartite arrangement, confirmation or novation to which the Transferor Companies will, if necessary, also be a party in order to give formal effect to this Clause if so required or become necessary.

7. LEGAL PROCEEDINGS

7.1. If any suit, writ petition, appeal, revision or other proceedings of whatever nature (hereinafter called **"the Proceedings"**) by or against the Transferor Companies be pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertakings of the Transferor Companies or of anything contained in the Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made.

7.2. On and from the Effective Date, the Transferee Company shall be entitled to initiate any legal proceeding for and on behalf of the Transferor Companies for any actions taken by or against the Transferor Companies or any other person, as the case may be, notwithstanding the fact the Transferor Companies stands dissolved without winding up from the Effective Date.

8. EMPLOYEES

All the Employees of the Transferor Companies, in service on the Effective Date, shall become employees of the Transferee Company on such date without any break or interruption in service and on terms and conditions as to remuneration not less favourable than those subsisting with reference to the Transferor Companies as on the said date. The services of such employees shall not be treated as having been broken or interrupted for the purpose of provident fund or gratuity or superannuation or statutory purposes or otherwise and for all purposes will be reckoned from the date of appointment with the Transferor Companies.

9. ISSUE OF SHARES

Since the Transferor Companies are directly and indirectly wholly owned subsidiary of the Transferee Company upon the scheme becoming effective all the Equity Shares held by the Transferor Company 2 and the Transferee Company in the Transferor Company 1 and 0% Optionally Convertible Redeemable Preference Shares held by the Transferee Company in the Transferor Company 1 and all the Equity Shares of the Transferor Company 2 held by the Transferee Company shall be cancelled and shall be deemed to have been cancelled without any further act or deed. Accordingly, there will be no issue and allotment of Shares of the Transferee Company to the shareholders of the Transferor Companies.

10. ACCOUNTING TREATMENT

10.1. Upon the Scheme coming into effect, Transferee Company shall account for the amalgamation in its books of account as prescribed under Indian Accounting Standard 103 "Business Combinations"

under common control notified under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other applicable accounting standards prescribed under the Act.

10.2. As stated in Clause 9 above, no new shares will be issued or allotted by the Transferee Company pursuant to this Scheme and the investments in the shares (equity as well as preference) of the Transferor Companies appearing inter alia, in the books of account of the Transferee Company shall stand cancelled. The difference between the amount of investment in the shares (equity as well as preference) of the Transferor Companies appearing in the books of account of the Transferee Company and the amount of issued, subscribed and paid-up share capital (equity as well as preference) standing credited in the books of account of the Transferor Companies shall be adjusted in the Reserve and Surplus account in the books of account of the Transferee Company.

10.3. In case there is any difference in the accounting policies adopted by the Transferor Companies and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference will be quantified and adjusted in the Reserves to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

10.4. If there are any loans, advances or other obligations (including but not limited to any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form) that are due between the Transferor Companies and the Transferee Company or between any of the Transferor Companies inter-se, if any, shall, ipso facto, stand discharged and come to end and the same shall be eliminated by giving appropriate elimination effect in the books of account and records of the Transferee Company.

10.5. In addition, the Transferee Company shall pass such accounting entries, as may be necessary, in connection with this Scheme, to comply with any of the applicable accounting standards and generally accepted accounting principles adopted in India.

11. OPERATIVE DATE OF THE SCHEME

The Scheme set out herein in its present form or with any modification(s) as approved or imposed or directed by the Hon'ble Tribunal shall be effective from the Appointed Date but shall become operative from the Effective Date.

12. CONDUCT OF ACTIVITIES BY TRANSFEROR COMPANIES TILL EFFECTIVE DATE

With effect from the opening of the business as on the appointed date of the Scheme and up to and including the Effective Date:

12.1. The Transferor Companies shall carry on or deemed to have carried on all their respective activities and shall be deemed to have held or stood possessed of and shall hold and stand possessed of all the said Assets for and on account of and in trust for the Transferee Company.

12.2. All the profits or income accruing or arising to the Transferor Companies or expenditure or losses arising or incurred by the Transferor Companies shall for all purposes be treated and be deemed to be and accrued as the profits and income or expenditure or losses of the Transferee Company, as the case may be.

12.3. The Transferor Companies shall carry on its respective activities with reasonable diligence, business prudence and shall not alienate, charge, mortgage, encumber or otherwise deal with the said assets or any part thereof except in the ordinary course or pursuant to any pre-existing obligation undertaken

by the Transferor Companies prior to the Appointed Date or except with prior written consent of the Transferee Company.

12.4. The Transferor Companies shall not, without prior written consent of the Transferee Company, undertake any new activities.

12.5. The Transferor Companies shall not, without prior written consent of the Transferee Company, take any major policy decisions in respect of management and activity of the Company and shall not change its present capital structure.

12.6. The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Central/State Government, and all other agencies, departments and authorities concerned as are necessary under any law or rules, for such consents, approvals and sanctions, which the Transferee Company may require pursuant to this Scheme

13. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the Undertaking under Clause 5 above, and the continuation of proceedings by or against the Transferee Company under Clause 7 above shall not affect any transaction or proceedings already concluded by the Transferor Companies on or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in regard thereto, as if done and executed by the Transferee Company on its behalf.

14. TAXES AND DUTIES

14.1. All tax liabilities / refunds / credits / claims relating thereto under the Income-tax Act, Customs Act, Central Excise Act, Goods and services Tax, State sales tax laws, Central Sales Tax Act, Service tax, Goods and services tax, or other applicable laws / regulations dealing with taxes / duties / levies [hereinafter in this Clause referred to as "Tax Laws"] the Transferor Companies to the extent not provided for or covered by tax provision in the financial statements made as on the date immediately preceding the Appointed Date shall be treated as liabilities / refunds / credits / claims of the Transferee Company and shall be transferred to the Transferee Company. Any surplus in the provision for taxation/ duties/ levies account including advance tax and TDS, credit for minimum alternate tax/ service tax as on the date immediately preceding the Appointed Date will also be transferred to and become the advance tax/other tax of the Transferee Company.

14.2. The refund under the Tax Laws due to the Transferor Companies consequent to the assessments made on the Transferor Companies whether before or after the appointed date and for which whether credit is taken or not in the financial statements as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

14.3. Without prejudice to the generality of the above, all benefits, credits, refunds, exemptions, incentives or concessions and carried forward of losses under Tax Laws as may be applicable to which the Transferor Companies are entitled to in terms of the applicable Tax Laws of the Union and State Governments in India, shall be available to and vest in the Transferee Company.

14.4. The Transferee Company shall be entitled to file / revise its income tax returns, service tax returns, Value Added Tax returns, Central Sales Tax returns, tax deducted at source certificates, tax deducted at source returns and other statutory returns and filings, if required under the Tax Laws, and shall have the right to claim or adjust refunds, advance tax credits, credit for minimum alternate tax/tax deducted at source / foreign taxes withheld/ paid, input tax credits etc. of the Transferor

Companies if any, as may be required consequent to implementation of this Scheme.

15. DIVIDENDS, PROFIT AND BONUS/RIGHTS SHARES

15.1. The Transferor Companies shall not without the prior written consent of the Transferee Company declare any dividends, whether interim or final, for the financial year ending on or after the Appointed Date and subsequent financial years.

15.2. Subject to the provisions of this Scheme, the profits of the Transferor Companies for the period beginning from Appointed Date shall belong to and be the profits of the Transferee Company and will be available to the Transferee Company for being disposed of in any manner as it thinks fit.

16. DISSOLUTION OF TRANSFEROR COMPANIES

On Effective Date, the Transferor Companies shall be dissolved without winding up on an order made by the Tribunal under Section 232 of the Companies Act, 2013.

PART III

GENERAL TERMS AND CONDITIONS

17. COMBINATION AND RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE TRANSFEREE COMPANY

17.1. Upon the Scheme becoming effective, the Authorized Share Capital of the Transferee Company shall automatically stand increased without any further act on the part of the Transferee Company including payment of stamp duty and registration fees payable to the Registrar of Companies, by clubbing the Authorized Share Capital of Transferor Company 1 which is ₹ 65,20,00,000 (Rupees Sixty-Five Crores and Twenty Lakhs only) divided into 5,52,00,000 Equity shares of ₹ 10/- each and 1,00,00,000 Eight years 0% optionally convertible or Redeemable Preference Shares of ₹10/- each and by clubbing the Authorized Share Capital of Transferor Company 2 which is ₹6,50,00,000 (Rupees Sixty Crore Fifty Lakhs only) divided into 65,00,000 Equity shares of ₹ 10/- each

17.2. Consequent to the clubbing of the Authorized Share Capital of the Transferor Companies with the Transferee Company, the Authorized Share Capital of the Transferee Company shall be increased to ₹98,70,00,000 (Rupees Ninety-eight Crores -Seventy Lakhs only). Further, such incremental authorized share capital of the Transferee Company amounting to ₹ 98,70,00,000 (Rupees Ninety-eight Crores Seventy Lakhs only) shall be classified as 8,87,00,000 Equity shares of ₹10/-, and 1,00,00,000 Eight years 0% optionally convertible or Redeemable Non-Cumulative Preference Share of ₹10/- each.

17.3. The consent/resolution approving the Scheme shall be deemed to be the approval of increase and reclassification in the Authorized Share Capital of the Transferee Companies under Section 13, 14, 61 and other applicable provisions of the Companies Act, 2013 Clause IV of the Memorandum of Association and Clause 4 of Article of Association of the Transferee Company relating to the Authorized Share Capital, shall without any further act, instrument be and stand reclassified, altered, modified and amended pursuant to Sections 13, 14 and 61of the Companies Act, 2013 and the Companies (Share Capital and Debenture) Rules, 2014 and other applicable provisions of the Act, as the case may be

17.3. The following clause in the Memorandum of Association of RJL shall stand amended to read as under:

Clause IV of the Memorandum of Association

"The Authorised Share Capital of the Company is ₹ 98,70,00,000 (Rupees Ninety-eight Crores Seventy Lakhs only) divided into 8,87,00,000 Equity shares of ₹10/, and 1,00,00,000 Eight years 0% optionally convertible or Redeemable Non-Cumulative Preference Share of ₹10/- each"

(a) Any shares of the original or increased capital may from time to time be issued with such terms, conditions restrictions and guarantees or any rights 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 and compared with any shares previously issued or subject to any provisions or conditions and with any special rights or limited rights or without any rights of voting and generally on such terms as the Company may from time to time determine subject to provisions of the Companies Act, 2013.

16

(b) The rights of the holders of any class of shares for the time being forming part of the capital of the Company may be modified, effected, varied, extended or surrendered either with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a Special Resolution, passed at separate meeting of the holders of those shares.

17.4. The following Article in the Articles of Association of RJL shall stand amended to read as under:

Article 4 of the Articles of Association

"The Authorised Share Capital of the Company is ₹ 98,70,00,000 (Rupees Ninety-eight Crores Seventy Lakhs only) divided into 8,87,00,000 Equity shares of ₹10/-, and 1,00,00,000 Eight years 0% optionally convertible or Redeemable Non-Cumulative Preference Share of ₹10/- each with power to increase and reduce the capital for the time being into several classes and attach thereto respectively preferential deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

18. APPLICATION TO TRIBUNAL OR SUCH OTHER COMPETENT AUTHORITY

RJL, NKDEL and HFIL shall make applications / petitions under Sections 230-232 read with other applicable provisions of the Act to the Tribunal, Mumbai Bench or such other appropriate authority in respect of RJL, NKDEL and HFIL for sanction of this Scheme.

19. MODIFICATION OR AMENDMENTS TO THE SCHEME

RJL, NKDEL and HFIL by their respective Directors so nominated in that behalf, may assent to any modification or amendment to this Scheme which the Tribunal and/ or any other authority may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/ or carrying out the Scheme in the best interest of all stakeholders. All amendment/modification pursuant to this clause shall be subject to the approval of Tribunal. RJL, NKDEL and HFIL by their respective Directors so nominated in that behalf be and are hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions whether by reason of any orders of the Tribunal or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/ or any matters concerning or connected therewith. For the removal of doubt, it is hereby clarified that withdrawal by any one of the Companies from the Scheme

shall not prejudicially affect the implementation of the Scheme between the remaining parties. In such a circumstance, the Scheme shall remain in full force and effect and be implemented by and between the remaining Companies as if the party withdrawing from the Scheme was never a party to the Scheme in that behalf. All amendment/modification pursuant to this clause shall be subject to the approval of Tribunal.

20. OPERATIVE DATE OF THE SCHEME

The Scheme set out herein in its present form or with any modification(s) as approved or imposed or directed by the Tribunal shall be effective from the Appointed Date but shall become operative from the Effective Date.

21. SCHEME CONDITIONAL ON APPROVAL/ SANCTIONS

The Scheme is conditional upon and subject to the following:

21.1. The approval by the requisite majorities of the classes of persons of RJL, NKDEL and HFIL as may be directed by the Hon'ble Tribunal under Section 230 to 232 of the Act.

21.2. The sanction of the Hon'ble Tribunal at Mumbai being obtained under Sections 230 to 232 and other relevant provisions of the Act, as required on behalf of the RJL, NKDEL and HFIL from the Hon'ble Tribunal.

21.3. The requisite consents, approvals or permissions if any of the Government Authority or any other Statutory Agencies which by law may be necessary for the implementation of this Scheme.

21.4. In terms of SEBI Circular dated 4th February 2013 bearing No. CIR/CFD/DIL/05/2013 and further Circular dated 21st May 2013 bearing No. CIR/CFD/DIL/8/2013 approval of shareholders of RJL shall be obtained through postal ballot and e-voting after disclosure of all material facts in the explanatory statement in relation to such resolution and such resolution shall be acted upon only if the votes cast by public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.

21.5. The Certified Copies or Authenticated Copies of such orders sanctioning the Scheme being filed with the Registrar of Companies, Mumbai.

21.6. All other sanctions and approvals as may be required under any law with regard to this Scheme are obtained.

22. EFFECT OF NON-RECEIPT OF APPROVALS

In the event of any of the said sanctions and approvals referred to in the preceding Clause 21 not being obtained and / or the Scheme not being sanctioned by the any of the Hon'ble Tribunal or such other competent authority and / or the order or orders not being passed as aforesaid, or for any other reason, the Scheme cannot be implemented, the Scheme shall become null and void, and RJL shall bear the entire cos, charges and expenses in connection with the Scheme unless otherwise mutually, agreed.

23. COSTS, CHARGES & EXPENSES

All cost, charges and expenses in relation to or in connection with this Scheme and of carrying out and completing the terms and provisions of this Scheme and/or incidental to the completion of Amalgamation of the Transferor Companies in pursuance of the Scheme shall be borne and paid by the Transferee Company only. Similarly, the Transferee Company shall alone bear any duties or taxes leviable including stamp duty in pursuance to or as a consequence of this Scheme of Amalgamation.

***

NOC under Regulation 37

Company Name : Date : Listed at : All Submit

You are viewing page 1 of 30

Company Name	Date of Uploading	Draft Scheme / NOC Document	Complaint Report	Observation Letter of Exchange	Remarks
RENAISSANCE JEWELLERY LIMITED	30/10/2017		-	-	Scheme of Amalgamation of House full International Ltd and N kumar Diamonds Exports Limited (WOS's) with Renaissance Jewellary Ltd.
TRANSWARRANTY FINANCE LTD.	26/10/2017		-	-	Scheme of Amalgamation of Transwarranty Consultants Private Limited (the Wholly owned Subsidiary) with TRANSWARRANTY FINANCE LTD.
MindTree Limited	18/10/2017		-	-	Scheme of Amalgamation of Magnet 360 LLC (the Wholly owned Subsidiary) with Mindtree Limited
SWORD & SHIELD PHARMA LTD.	18/10/2017		-	-	Scheme of Arrangement in the nature Amalgamation of Sword & Shield Pharma Limited and Praveg Communications Limited.
ZEE ENTERTAINMENT ENTERPRISES LTD	12/10/2017		-	-	Scheme of Arrangement & Amalgamation between Zee Digital Convergence Limited ('ZDCL'), India Webportal Private Limited ('IWPL'), Zee Unimedia Limited ('ZUL'), Sarthak Entertainment Private Limited ('SEPL') and Zee Entertainment Enterprises Limited ('ZEEL')
PG INDUSTRY LTD.	11/10/2017		-	-	Scheme of the Amalgamation of Priceless Overseas Limited (the Amalgamating Company) with P G Industry Limited (the Amalgamated Company)
TECHNO ELECTRIC AND ENGINEERING CO. LTD.	11/10/2017		-	-	Proposed Scheme of Amalgamation of Techno Electric & Engineering Company Limited (Transferor Company) with its wholly owned subsidiary company Simran Wind Project Limited (Transferee Company).
R Systems International Limited	11/10/2017		-	-	SCHEME OF AMALGAMATION BETWEEN GM SOLUTIONS PRIVATE LIMITED AND R SYSTEMS INTERNATIONAL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.
ADANI ENTERPRISES LTD.	11/10/2017		-	-	The Scheme of Arrangement among Adani Enterprises Limited ('AEL') and Adani Green Energy Limited ('AGEL') and their respective shareholders and creditors ('scheme') under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for demerger of the Renewable Power Undertaking (as defined in the scheme) of AEL and transfer of the same to AGEL.
GAMMON INDIA LTD.	09/10/2017		-	-	Scheme of Arrangement between Gammon India Limited and Gammon Transmission Limited and their respective shareholders and creditors.
NELCO LTD.	05/10/2017		-	-	Scheme of Arrangement and Amalgamation of Nelco with its two subsidiaries (NNPL) and (TNSL)
TEXMACO RAIL & ENGINEERING LTD.	03/10/2017		-	-	Scheme of Amalgamation between Texmaco Rail & Engineering Limited Texmaco Hi-tech Private Limited and Bright Power Projects (India) Private Limited
Sangal Papers Ltd.	21/09/2017		-	-	Scheme of Amalgamation of Shree Ganesh Credits Private Limited & Prema Chits Private Limited with Sangal Papers Ltd.
HT MEDIA LTD.	19/09/2017			-	Scheme of Arrangement between HT Media Limited (Demerged Company) and HT Digital Ventures Limited (Resulting company)
FORTUNE FINANCIAL SERVICES (INDIA) LTD.	14/09/2017		-	-	The Scheme of Amalgamation of Fortune Integrated Assets Finance Limited ("FIAFL") with Fortune Financial Services(India) Limited("FFSIL").
Prakash Industries Limited	14/09/2017			-	Scheme of Demerger of the PVC Pipes Undertaking of Prakash Industries Limited into Prakash Pipes Limited
Schaeffler India Ltd	13/09/2017		-	-	Scheme Of Amalgamation between Schaeffler India Limited, INA Bearings India Private Limited and LuK India Private Limited
SBEC SUGAR LTD.	12/09/2017		-	-	Scheme of Amalgamation of SBEC Bioenergy Limited (Subsidiary of SBEC Sugar Limited) with SBEC Sugar Limited.
Ortin Laboratories Ltd	07/09/2017			-	The Demerged Company(Ortin Laboratories Ltd) has presently 2 (two) Divisions namely Formulations Division and API Intermediates Division. The Company is demerging its API intermediates division to M/s Vineet laboratories Limited, the resulting company.
IGARASHI	07/09/2017			-	Scheme of Arrangement that facilitate the amalgamation of Agile

Vishal Dhokar

From:	Vishal Dhokar [vishal.dhokar@renjewellery.com]
Sent:	Thursday, October 26, 2017 5:58 PM
To:	'bse.schemes@bseindia.com'
Cc:	'shyam.walavalkar@renjewellery.com'
Subject:	Submission of Draft Scheme of Amalgamation of WOS with its holding company
Attachments:	Submission of Draft Scheme of Amalgamation to BSE.pdf

Sir/Madam,

As required under note no. 3 of BSE check list for submission of documents under Regn. 37 of the SEBI (LODR) Regulations, 2015, please find enclosed herewith the followings:

1. Coving letter of the Company;
2. Copy of Draft Scheme of Amalgamation of NKDEL and HFIL with RJL;
3. Copy of Board Resolutions dated August 29, 2017 of NKDEL, HFIL and RJL and
4. Details of processing fee paid through NEFT

Request you to take the same on record.

Regards,

CS VISHAL DHOKAR

RENAISSANCE JEWELLERY LIMITED

CIN: L36911MH1989PLC054498

Plot # 36A & 37, SEEPZ, Andheri (E), Mumbai – 400096. | Tel ☎: **(D) 022- 4055 1222** | Fax 🖷: **022-2829 2146** |

Website: www.renjewellery.com

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Please consider the environment before printing this e-mail

RENAISSANCE JEWELLERY LTD.

Ref. No.: RJL/S&L/2017/115

October 25, 2017

Bombay Stock Exchange Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai – 400 001

Subject: Submission of Draft Scheme of Amalgamation of House Full International and N Kumar Diamonds Exports Ltd. with Renaissance Jewellery Ltd. and respective shareholders, in compliance with Regn. 37(6) of SEBI (Lis Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

Dear Sir/Madam,

FACTS OF THE CASE

- Renaissance Jewellery Limited (RJL) is a public limited company listed on BSE and NSE
- N. Kumar Diamond Exports Limited (NKDEL), a wholly owned subsidiary (WOS) of RJ an unlisted public limited company.
- House Full International Limited (HFIL) is a subsidiary company of N. Kumar Dian Exports Limited, wherein N. Kumar Diamond Exports Limited holds 30,000,000 e shares of the total paid-up share capital (i.e. 55% approximately) and Renaiss Jewellery Limited holds 15,000,000 equity shares and 10,000,000 preference shares o total paid-up share capital (i.e. 45 % approximately).
- N. Kumar Diamond Exports Limited and House Full International Limited are desirou merging with Renaissance Jewellery Limited.

Since the said scheme solely provides for amalgamation of NKDEL and HFIL with RJL wholly owned subsidiary Merger, it should comply with Regn. 37(6) of SEBI LODR.

The processing fee has been paid through NEFT, as per details given in enclosure number

Therefore, please acknowledge this along with enclosures as a compliance of Regn. 37(SEBI LODR.

Thanking you,

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

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

NSE

Market Tracker

Enter Symbol / Company Go

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Listed Corporates

Listing Directory

- Equity
- Preference Shares
- Warrants
- Indian Depository Receipts (IDRs)
- Listed Bonds
- Legend for series

Corporate Information

Shareholding Structure

Shareholding Information

What's New

Name Changes

Offer Documents and Information Memorandums

Home Page | Corporate Announcements - Equities

Corporate Announcements - Equities

By Company

Company: RJL

Subject: Enter/Select Subject

Announcement Period: Last 15 Days

Note : The Search Parameter of Subject is applicable only for Announcements post May 1, 2010.

Page

Symbol
RJL
RJL

Corporate Announcement

Symbol	RJL
Company	Renaissance Jewellery Limited
Industry	Gems Jewellery And Watches

Broadcast Date/Time	26-Oct-2017 18:01
Subject	Updates
Announcement	Renaissance Jewellery Limited has informed the Exchange regarding 'Submission of Draft Scheme of Amalgamation of House Full International Ltd. and N Kumar Diamonds Exports Ltd. with Renaissance Jewellery Ltd. and their respective shareholders, in compliance with Regn. 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR'.
Attachment	Click here

DISCLAIMER

The information displayed herein is uploaded by the concerned Company. The said uploaded information is

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50 Stock of the nation

Date of Download 26-Oct-2017

NSE Acknowledgement

Symbol:-	RJL
Name of the Company: -	Renaissance Jewellery Limited,
Submission Type:-	Announcement
Short Description:-	Updates
Date of Submission:-	26-Oct-2017 18:01:00
NEAPS App. No:-	2017/Oct/3310/3387

Disclaimer : We hereby acknowledge receipt of your submission through NEAPS. Please note that the content and information provided is pending to be verified by NSEIL.

RENAISSANCE JEWELLERY LTD.

Ref. No.: RJL/S&L/2017/115A

October 25, 2017

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1,
G Block, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Subject: Submission of Draft Scheme of Amalgamation of House Full International Ltd. and N Kumar Diamonds Exports Ltd. with Renaissance Jewellery Ltd. and their respective shareholders, in compliance with Regn. 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

Dear Sir/Madam,

FACTS OF THE CASE

- Renaissance Jewellery Limited (RJL) is a public limited company listed on BSE and NSE.
- N. Kumar Diamond Exports Limited (NKDEL), a wholly owned subsidiary (WOS) of RJL, is an unlisted public limited company.
- House Full International Limited (HFIL) is a subsidiary company of N. Kumar Diamond Exports Limited, wherein N. Kumar Diamond Exports Limited holds 30,000,000 equity shares of the total paid-up share capital (i.e. 55% approximately) and Renaissance Jewellery Limited holds 15,000,000 equity shares and 10,000,000 preference shares of the total paid-up share capital (i.e. 45 % approximately).
- N. Kumar Diamond Exports Limited and House Full International Limited are desirous of merging with Renaissance Jewellery Limited.

Since the said scheme solely provides for amalgamation of NKDEL and HFIL with RJL i.e. wholly owned subsidiary Merger, it should comply with Regulation 37(6) of SEBI LODR.

Therefore, please acknowledge this along with enclosures as a compliance of Regn. 37(6) of SEBI LODR.

Thanking you,

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

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

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF HOUSE FULL INTERNATIONAL LIMITED AT ITS MEETING HELD ON 29TH AUGUST 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT UNIT NO.: C-3, PLOT NO. 15, WESTERN INDUSTRIAL CO-OPERATIVE ESTATE LTD., MICD ANDHERI (E), MUMBAI - 400096 EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS, NON-PROMOTER SHAREHOLDERS.

The amalgamation of House Full International Limited ('the Company' or 'HFIL') and N.Kumar Diamond Exports Limited (NKDEL), collectively termed as "Transferor Companies", with Renaissance Jewellery Limited ("Transferee Company" or 'RJL'), being both Wholly Owned Subsidiaries of RJL, through a Scheme of Amalgamation ('the Scheme') was approved by the Board of Directors vide its board resolutions dated 29th August 2017. The provisions of Section 230 to 232 of the Companies Act, 2013 inter-alia governing amalgamation of companies have become operative with effect from December 15, 2016.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors explaining effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, is required to be circulated to the shareholders along with the notice convening the meeting.

Having regard to the aforesaid new provision, following was discussed by the Board of Directors:

1. For the Scheme, the Valuation Report was not required to be obtained from Chartered Accountants under the circular CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by Securities and Exchange Board of India stating that Valuation Report from an Independent Chartered Accountant is not required in cases where there is no change in the shareholding pattern of the amalgamated company. Since, HFIL is a wholly owned subsidiary of RJL, no shares will be issued and allotted by RJL pursuant to amalgamation and the shares of HFIL held by RJL and/or its wholly owned subsidiaries shall stand cancelled. Thereby, the shareholders of RJL will continue to remain beneficial owners of RJL in the same proportion in which they held shares in RJL prior to amalgamation. Thus, there will be no change in the shareholding pattern of RJL.

2. As far as the shareholders of the Company are concerned, RJL and its wholly owned subsidiaries are the shareholders of the Company. Pursuant to the amalgamation of HFIL with RJL, the company would cease to exist and RJL would hold the assets, liabilities and the business of HFIL directly. Thus, there would be no dilution of control of HFIL in the hands of its shareholders pursuant to the Scheme and their interest shall remain unaffected.

3. Further, pursuant to the Scheme becoming effective, the company shall cease to exist and thus the question of any change in the KMP of the Company does not arise.

For House Full International Limited
Sd/-
Niranjan Shah
Director
DIN: 00036439

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF N.Kumar DIAMOND EXPORTS LIMITED AT ITS MEETING HELD ON 29TH AUGUST 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT CC-9081, 9TH FLOOR, "C" TOWER, BHARAT DIAMOND BOURSE, B.K.C, BANDRA (EAST) MUMBAI – 400051 EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS, NON-PROMOTER SHAREHOLDERS.

The amalgamation of House Full International Limited ('HFIL') and N.Kumar Diamond Exports Limited ("The Company" or "NKDEL"), collectively termed as "Transferor Companies", with Renaissance Jewellery Limited ("Transferee Company" or 'RJL'), being both Wholly Owned Subsidiaries of RJL, through a Scheme of Amalgamation ('the Scheme') was approved by the Board of Directors vide its. board resolutions dated 29th August 2017. The provisions of Section 230 to 232 of the Companies Act, 2013 inter-alia governing amalgamation of companies have become operative with effect from December 15, 2016.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors explaining effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, is required to be circulated to the shareholders along with the notice convening the meeting.

Having regard to the aforesaid new provision, following was discussed by the Board of Directors:

1. For the Scheme, the Valuation Report was not required to be obtained from Chartered Accountants under the circular CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by Securities and Exchange Board of India stating that Valuation Report from an Independent Chartered Accountant is not required in cases where there is no change in the shareholding pattern of the amalgamated company. Since, NKDEL is a wholly owned subsidiary of RJL, no shares will be issued and allotted by RJL pursuant to amalgamation and the shares of NKDEL held by RJL and /or its wholly owned subsidiaries shall stand cancelled. Thereby, the shareholders of RJL will continue to remain beneficial owners of RJL in the same proportion in which they held shares in RJL prior to amalgamation. Thus, there will be no change in the shareholding pattern of RJL.

2. As far as the shareholders of the Company are concerned, RJL is the majority shareholders of the Company. Pursuant to the amalgamation of NKDEL with RJL, the company would cease to exist and RJL would hold the assets, liabilities and the business of NKDEL directly. Thus, there would be no dilution of control of NKDEL in the hands of its shareholders pursuant to the Scheme and their interest shall remain unaffected.

3. Further, pursuant to the Scheme becoming effective, the company shall cease to exist and thus the question of any change in the KMP of the Company does not arise.

For N.Kumar Diamond Exports Limited
Sd/-
Niranjan Shah
Director
DIN: 0036439

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF RENAISSANCE JEWELLERY LIMITED AT ITS MEETING HELD ON 29TH AUGUST 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO 36A & 37 SEEPZ, ANDHERI (EAST), MUMBAI - 400096 EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS, NON-PROMOTER SHAREHOLDERS.

The amalgamation of House Full International Limited ('HFIL') and N.Kumar Diamond Exports Limited (NKDEL), collectively termed as "Transferor Companies", with Renaissance Jewellery Limited ('the Company' or 'RJL'), being both Wholly Owned Subsidiaries of RJL, through a Scheme of Amalgamation ('the Scheme') was approved by the Board of Directors vide its board resolutions dated 29th August 2017. The provisions of Section 230 to 232 of the Companies Act, 2013 inter-alia governing amalgamation of companies have become operative with effect from December 15, 2016.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors explaining effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter, is required to be circulated to the shareholders along with the notice convening the meeting.

Having regard to the aforesaid provision, the Board of Directors have taken into consideration the report prepared by Company Management in relation to the Scheme, which inter-alia includes the following:

1. For the Scheme, the Valuation Report was not required to be obtained from Chartered Accountants under the circular CIR/CFD/CMD/16/20 IS issued by Securities and Exchange Board of India dated November 30, 2015 stating that Valuation Report from an Independent Chartered Accountant is not required in cases where there is no change in the shareholding pattern of the amalgamated company. Since HFIL and NKDEL are wholly owned subsidiaries of RJL, no shares will be issued and allotted by RJL pursuant to amalgamation and the shares o f HFIL and NKDEL held by RJL and/or its wholly owned subsidiaries shall stand cancelled. Thereby, the shareholders of RJL will continue to remain beneficial owners of RJL in the same proportion in which they held shares in RJL prior to amalgamation. Thus, there will be no change in the shareholding pattern of RJL.

2. As far as the shareholders of the Company are concerned (promoter shareholders as well as non-promoter shareholders), there would not be any dilution in their shareholding in the Company as there would be no issuance of shares pursuant to the Scheme.

3. Further, no change in the KMP of the Company is expected pursuant to the Scheme becoming effective.

For **Renaissance Jewellery Ltd.**
Sd/-
G. M. Walavalkar
G. M. – Legal & Company Secretary

Renaissance Jewellery Limited (Standalone)

Balance Sheet as at Sept 30, 2017

	Notes	Sept 30, 2017 ₹ In Lakhs	Mar 31, 2017 ₹ In Lakhs
Assets			
Non-current assets			
(a) Property, plant and equipment	1	3,270.96	3,343.29
(b) Capital work-in-progress		84.61	23.45
(c) Other Intangible assets	1	33.68	41.83
(d) Financials assets			
(i) Investments	2	10,435.17	10,266.50
(ii) Loans	3	818.06	762.76
(iii) Other financial assets	4	157.29	149.99
(e) Deferred Tax assets (Net)	5	1,251.50	944.32
(f) Other non-current assets	6	52.73	63.85
TOTAL non current assets		**16,104.00**	**15,595.99**
Current assets			
(a) Inventories	7	30,094.27	18,252.42
(b) Financials assets			
(i) Investments	8	4,858.22	4,384.22
(ii) Trade receivables	9	36,470.18	32,694.91
(iii) Cash and cash equivalents	10	1,888.77	5,006.04
(iv) Bank balances other than (iii) above	11	258.13	379.36
(v) Loans	12	1,232.63	66.97
(vi) Other financial assets	13	1,092.21	2,236.70
(c) Current Tax assets (Net)	14	150.38	149.87
(d) Other current assets	15	2,041.18	1,088.88
TOTAL current assets		**78,085.98**	**64,259.37**
Total Assets		**94,189.97**	**79,855.36**
EQUITY AND LIABLITIES			
Equity			
(a) Equity Share capital	16	1,887.94	1,907.94
(b) Other Equity	17	42,172.41	41,845.57
Total Equity		**44,060.35**	**43,753.51**
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	157.67	187.16
(b) Provisions	19	173.41	133.09
TOTAL non current liabilities		**331.08**	**320.25**
Current liabilities			
(a) Financials liabilities			
(i) Borrowings	20	24,147.44	19,697.57
(ii) Trade payables	21	24,685.94	15,447.53
(iii) Others	22	476.73	376.47
(b) Other current liabilities	23	38.54	85.91
(c) Current Tax liabilities (Net)	24	263.51	18.36
(d) Provisions	25	186.39	155.76
TOTAL current liabilities		**49,798.55**	**35,781.60**
TOTAL Equity and Liabilities		**94,189.97**	**79,855.36**

For and on behalf of the board of directors of
Renaissance Jewellery Limited

Sd/- Sd/-

Niranjan A. Shah — Hitesh M. Shah
Executive Chairman — Managing Director

Place: Mumbai
Date : December 14, 2017

Renaissance Jewellery Limited (Standalone)

Statement of profit and loss for the period ended Sept 30, 2017

	Notes	Sept 30, 2017 ₹ in Lakhs	Mar 31, 2017 ₹ in Lakhs
Income			
Revenue from operations	26	44,109.67	110,043.15
Other income	27	1,632.15	1,718.02
Total revenue		**45,741.82**	**111,761.17**
Expenses			
Cost of materials consumed	28	44,628.27	88,036.71
(Increase)/decrease in inventories	29	(9,699.83)	3,273.14
Employee benefit expense	30	1,789.28	3,462.35
Finance costs	31	421.82	792.69
Depreciation and amortization expense	32	367.28	813.92
Other expenses	33	6,266.59	11,425.51
Total expenses		**43,773.41**	**107,804.32**
Profit before tax		**1,968.41**	**3,956.85**
Tax expenses			
Current tax		517.90	857.00
Less: MAT credit entitlement		-	-
Net current tax expenses		517.90	857.00
Deferred tax		(16.35)	6.33
Short/(Excess) Provision of tax relating to earlier years		-	26.78
Total Tax Expense		**501.55**	**890.11**
Profit after tax for the year / period		**1,466.86**	**3,066.74**
Other Comprehensive Income			
Items that will not be reclassified to profit and loss			
a) Re-measurement gains (losses) on defined benefit plans		(6.00)	(12.00)
b) Equity instruments through other comprehensive income		126.52	194.01
c) Mutual fund equity instruments through other comprehensive income		7.29	9.40
d) Income tax effect on above		(21.08)	(31.05)
Items that will be reclassified to profit and loss			
a) Fair value changes on derivatives designated as cash flow hedges		(1,172.49)	1,398.86
b) Mutual fund debts instruments through other comprehensive income		-	1.34
c) Income tax effect on above		405.77	(484.34)
Total Other Comprehensive income		**(659.98)**	**1,076.22**
Total Comprehensive income for the year / period		**806.88**	**4,142.96**
(Comparising profit and other comprehensive income for the year)			
Earning per equity share [nominal value of share ₹ 10] (March 31, 2017 ₹ 10/-)			
Basic		₹ 8.01	₹ 16.64
Diluted		₹ 8.01	₹ 16.64

For and on behalf of the board of directors of
Renaissance Jewellery Limited

Sd/- Sd/-

Niranjan A. Shah — Executive Chairman

Hitesh M. Shah — Managing Director

Place: Mumbai
Date : December 14, 2017

Renaissance Jewellery Limited (Standalone)

Notes to the Financial Statements

	Sept 30, 2017 ₹ in Lakhs	Mar 31, 2017 ₹ in Lakhs
2. Financial Assets - Non Current Investments		
Non-current investments		
(Valued at cost unless stated otherwise)		
In Equity Shares (Unquoted-Trade)		
Direct Subsidiaries Companies :		
i) Equity Shares without par value of Renaissance Jewelry N.Y Inc	5,082.74	5,082.74
ii) Equity Shares of GBP 1/- each of Verigold Jewellery (UK) Ltd	309.72	309.72
iii) Equity Shares of ₹ 10/- each of N.Kumar Diamond Exports Pvt Ltd	1,235.00	1,235.00
iv) Equity Shares of Tk. 100/- each of Renaissance Jewellery Bangladesh Pvt. Ltd.	1,371.87	1,371.87
v) Equity Shares of AED 1000/- each of Verigold Jewellery DMCC	51.04	51.04
Indirect Subsidiaries Companies :		
i) Equity Shares of ₹ 10/- each of House Full International Ltd	2,057.57	2,032.57
In Preference Shares (Unquoted-Trade)		
i) SBI PSU Fund (Growth Plan) of ₹ 10/- each	12.16	11.64
ii) Principal Smart Equity Fund (Growth Plan) of ₹ 10/- each	-	58.01
iii) Principal Low Duration Fund (Growth Plan) of ₹ 10/- each	-	100.20
iv) Reliance Pharma Fund - Direct Plan Growth Plan of ₹ 10/- each	216.32	-
Application Money in Mutual Fund		
i) Reliance Pharma Fund - Direct Plan Growth Plan of ₹ 10/- each	90.00	-
In Limited Liability Partnership		
i) Aurelle Jewellery LLP	8.75	13.71
	10,435.17	**10,266.50**
3. Non Current Financial Assets - Loans		
Preference Shares in HFL - (debt Portion)	818.06	762.76
	818.06	**762.76**
4. Non Current Financial Assets - Others		
Deposits with original maturity for more than 12 months	22.85	22.85
Security Deposits	125.80	117.82
Interest accrued on fixed deposits	8.64	9.32
	157.29	**149.99**
5. Deferred Tax Assets/(Liabilities) (Net)		
Deferred tax liability:		
Fair Valuation of Equity Shares and Mutual Fund	55.96	33.94
Fair Valuation of Forward Contracts	362.67	768.44
	418.63	**802.38**
Deferred tax assets:		
Depreciation	186.25	160.89
Provision for leave salary and gratuity	85.61	75.89
Provision for Expected Credit Loss	4.26	1.77
On investment portion of Preferece Shares	62.96	82.10
MAT credit entitlement	1,331.05	1,426.05
	1,670.13	**1,746.70**
Deferred tax assets (net)	**1,251.50**	**944.32**
6. Other Non Current Assets		
Unsecured considered good		
Capital Advances	50.98	58.05
Prepaid Expenses	1.75	5.80
	52.73	**63.85**
7. Current Assets - Inventories		
Raw Materials		
Gems and diamonds	7,939.07	5,767.25
Gold, Silver and others	247.76	252.92
Manufactured Jewellery (Finished Goods)	1,535.28	603.33
Work-In-progress	19,892.31	11,124.43
Consumable,tools and spares	479.85	504.49
	30,094.27	**18,252.42**

Renaissance Jewellery Limited (Standalone)

Notes to the Financial Statements

	Sept 30, 2017 ₹ In Lakhs	Mar 31, 2017 ₹ In Lakhs
8. Current Financial Assets - Investment		
In Equity Shares (Quoted - Non Trade)		
Others		
Persistent Systems Limited of ₹ 10 each	566.95	458.02
Sun Pharmaceuticals Industries Limited of ₹ 1 each	400.45	563.86
Aditya Birla Fashion & Retail Limited of ₹ 10 each	218.13	274.51
Development Bank Limited of ₹ 10 each	520.06	317.85
Nestle India Limited of ₹ 10 each	-	207.23
Mindtree Limited of ₹ 10 each	-	215.95
V-Mart Retail Limited of ₹ 10 each	418.84	227.65
Themis Medicare Limited of ₹ 10 each	130.50	166.87
Indian Terrian Fashions Limited of ₹ 2 each	289.45	195.31
Repco Home Finance Limited of ₹ 10 each	521.86	367.19
Bajaj Corp Limited of ₹ 1 each	398.15	138.17
Prabhat Dairy Limited of ₹ 10 each	-	99.73
Housing Development Finance Corp Limited of ₹ 2 each	174.22	150.21
GNA Axles Limited of ₹ 10 each	-	89.19
Shemaroo Entertainment Limited of ₹ 10 each	297.19	151.66
SRG Housing Finance Limited of ₹ 10 each	91.28	-
India Home Loan Limited of ₹ 10 each	100.31	-
Dr. Lal Path Labs Limited of ₹ 10 each	95.56	-
Multi Commodity Exchange of India Limited of ₹ 10 each	292.21	-
Avenue Supermarts Limited of ₹ 10 each	16.43	-
Bajaj Finance Limited of ₹ 2 each	120.19	-
Cera Sanitaryware Limited of ₹ 5 each	36.96	-
Maruti Suzuki India Limited of ₹ 5 each	80.13	-
Share Appication Money		
Pratap Snack Limited IPO of ₹ 5 each	89.34	-
In Mutual Funds (Unquoted-Non Trade)		
i) HDFC Liquid Fund - Direct Plan - Daily Dividend	0.01	760.82
	4,858.22	**4,384.22**
9. Current Financial Assets - Trade Receivables		
(Unsecured, considered good unless otherwise stated)		
Outstanding for a period exceeding six months from the date they are due for payment	13.95	13.95
Other receivables	36,468.53	32,686.08
Less: Expected credit loss provision	12.30	5.12
	36,470.18	**32,694.91**
10. Current Financial Assets - Cash And Cash Equivalents		
Balances with banks	1,330.72	3,028.56
Fixed Deposits with maturity of less than 12 months	546.85	1,958.81
Cash on hand	11.20	18.67
	1,888.77	**5,006.04**
11. Current Financial Assets - Other bank balances		
Unclaimed dividend accounts	4.00	4.82
Fixed Deposits with maturity of more than 3 months and less than 12 months	225.03	339.44
Margin Money Deposit with banks against gold loan	29.10	35.10
	258.13	**379.36**
12. Current Financial Assets - Loans		
Loan to employees	45.13	66.97
Inter Corporate Deposit to related parties	1,187.50	-
	1,232.63	**66.97**
13. Current Financial Assets - Others		
Unsecured considered good		
Forward contract receivable	1,047.92	2,220.41
Interest accrued on fixed deposits	44.29	16.29
	1,092.21	**2,236.70**
14. Current Tax Assets (Net)		
Taxes paid	3,972.81	4,341.33
Less: Provision for taxes	3,822.43	4,191.46
	150.38	**149.87**

	Sept 30, 2017 ₹ in Lakhs	Mar 31, 2017 ₹ in Lakhs
15. Other Current Assets		
Unsecured considered good		
Prepaid Expenses	244.45	193.66
Other advances	693.24	261.88
Balance with statutory/government authorities	1,103.49	633.34
	2,041.18	**1,088.88**
16. Equity Share Capital		
Authorized		
27,000,000 (March 31, 2017 : 27,000,000) equity shares of ₹ 10/- each	2,700.00	2,700.00
Issued, subscribed and fully paid-up		
18,879,440 (March 31, 2017 : 19,079,440) equity shares of ₹ 10/- each	1,887.94	1,907.94
	1,887.94	**1,907.94**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year.

	Sept 30, 2017		Mar 31, 2017	
Equity shares	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
At the beginning of the year	19,079,440	1,907.94	19,079,440	1,907.94
Issued during the year	-	-	-	-
Buyback during the year	(200,000)	(20.00)	-	-
Outstanding at the end of the year	**18,879,440**	**1,887.94**	**19,079,440**	**1,907.94**

b. Terms/rights attached to equity shares

The company has only one class of issued shares having par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share and carries identical right as to dividend. These shares are not subject to any restrictions.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distrubution of all preferential amounts. The distribution will be in proportion to the numbers of equity share held by the shareholders.

c. Details of shareholders holding more than 5% shares in the company.

	Sept 30, 2017		Mar 31, 2017	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Equity Shares of ₹10/- each fully paid up				
Mr. Sumit N. Shah	4,128,037	21.87	4,171,120	21.86
Mr. Niranjan A. Shah	2,832,340	15.00	2,861,900	15.00
Mr. Hitesh M. Shah	1,416,171	7.50	1,430,950	7.50
Ms. Pinky D. Shah	1,132,936	6.00	1,144,760	6.00
Niranjan Family Private Trust	2,580,112	13.67	2,607,040	13.66

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

17. Other Equity		
Capital Reserve		
Money received against equity share warrants forfeited, option not exercised by warrants holders	380.00	380.00
	380.00	**380.00**
Capital Redemption Reserve		
Add: Transferred from General Reserve on Buyback of shares	20.00	-
	20.00	**-**
Securities Premium Reserve		
Balance as per the last financial statements	7,129.54	7,129.54
	7,129.54	**7,129.54**
General reserve		
Balance as per the last financial statements	754.00	754.00
Less: Buyback of shares	(480.00)	-
Less: Transferred to Capital Redemption on Buyback of shares	(20.00)	-
	254.00	**754.00**
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	32,160.32	29,093.58
Add : Profit for the year	1,466.86	3,066.74
Net surplus in the statement of profit and loss	**33,627.18**	**32,160.32**

Renaissance Jewellery Limited (Standalone)

Notes to the Financial Statements	Sept 30, 2017 ₹ in Lakhs	Mar 31, 2017 ₹ in Lakhs
Items of Other Comprehensive Income (OCI)		
Hedging Reserve		
Hedging reserve account	685.26	1,451.97
	685.26	**1,451.97**
Remeasurement of Acturial Gain or Loss		
Opening Balance	(7.85)	-
Add: Remeasurement of Acturial Gain or Loss	(6.00)	(12.00)
Less: Deferred tax on remeasurement of Acturial Gain or Loss	2.08	4.15
	(11.77)	**(7.85)**
Equity Instruments through OCI		
Opening Balance	292.64	132.20
Add : Fair valuation of Current Investment in Equity Shares	126.52	194.01
Less : Deferred Tax Liability on above adjustment	(21.89)	(33.57)
	397.27	**292.64**
Mutual Funds Equity Instruments through OCI		
Opening Balance	6.38	(1.39)
Add : Fair valuation of Current Investment in equity mutual funds	6.03	7.77
	12.42	**6.38**
Mutual Funds Debts Instruments through OCI		
Opening Balance	1.76	0.65
Addd :Fair valuation of Current Investment in debts mutual funds	-	1.11
	1.76	**1.76**
Own Shares held by ESPS Trust		
Opening Balance	(323.19)	(323.19)
	(323.19)	**(323.19)**
	42,172.41	**41,845.57**
18. Non Current Financial Liabilities - Borrowings		
Vehicle Loan from Bank (secured)	157.67	187.16
	157.67	**187.16**
19. Non Current Liabilities - Provisions		
Provision for Employee Benefits		
Gratuity	100.61	86.38
Leave salary	72.80	46.71
	173.41	**133.09**
20. Current Financial Liabilities - Borrowings		
Working Capital Finance from banks denominated in Foreign Currency (secured)	21,831.31	19,451.22
Working Capital Finance from banks denominated in Indian Currency (secured)	1,585.29	85.73
Loan from related parties (unsecured)		
from Directors repayable on demand (Interest Free)	528.02	56.22
Inter Corporate Deposit	202.82	104.40
	24,147.44	**19,697.57**
21. Current Financial Liabilities - Trade Payables		
Payable to Micro, Small and Medium Enterprises	0.12	0.14
Payable to Others	24,685.82	15,447.39
	24,685.94	**15,447.53**
22. Current Financial Liabilities - Others		
Current maturities of Long term debt Vehicle loan from bank (secured)	57.62	54.96
Interest accrued on ICD (Related party)	8.02	23.42
Interest accrued but not due on gold loan	2.13	2.18
Unclaimed dividend	4.00	4.82
Other payables	404.96	291.09
	476.73	**376.47**
23. Other Current Liabilities		
Advance from customers	-	8.99
Statutory dues payable	38.54	76.92
	38.54	**85.91**
24. Current Tax Liabilities (net)		
Provision for taxes	1,569.53	1,050.50
Less: Taxes paid	1,306.02	1,032.14
	263.51	**18.36**

Renaissance Jewellery Limited (Standalone)
Notes to the Financial Statements

	Sept 30, 2017 ₹ In Lakhs	Mar 31, 2017 ₹ In Lakhs
25. Current Liabilities - Provisions		
Provision for Employee Benefits		
Gratuity	166.62	143.07
Leave salary	19.77	12.69
	186.39	**155.76**
26. Revenue from operations		
Revenue from operations		
Sale of products		
Jewellery	41,901.39	105,351.20
Gems and Diamonds	2,203.16	4,633.50
Service Income		
Jewellery making charges	5.12	-
Other operating revenues		
Sale of Dust	-	2.00
Inventory lost / Loss Due to Robbery - Insurance Claimed	-	56.45
	44,109.67	**110,043.15**
Revenue from operations		
27. Other income		
Interest income on		
Bank deposits	31.06	69.38
Deposits to Associate	-	0.26
Deposits to Subsidiary	35.29	22.79
Others	4.41	-
Exchange Difference (net)	1,445.88	1,366.54
Rent Income	6.06	6.25
Miscellaneous income	5.44	12.22
Dividend income on current investment	23.39	31.72
Profit on sale of assets (net)	-	6.00
Excess provision for Expected Credit Loss (Ind-AS)	-	55.62
Interest Income on debt portion of Preference Shares (Ind-AS)	55.30	96.59
Financial Guarantee Commission (Fair value) (Ind-AS)	25.00	50.00
Unwinding of discount on Secutiy Deposits (Ind-AS)	0.32	0.65
	1,632.15	**1,718.02**
28. Cost of materials consumed		
Material consumed		
Inventory at the beginning of the year	6,020.17	6,496.79
Add : Purchases	47,727.39	89,383.18
Less : Sale of raw materials	932.46	1,823.09
	52,815.10	**94,056.88**
Less : Inventory at the end of the year	8,186.83	6,020.17
Total materials consumed	**44,628.27**	**88,036.71**
Details of materials consumed		
Colour Stone	1,101.31	2,484.99
Diamond	34,397.60	66,216.09
Gold	5,728.15	13,247.79
Silver	1,482.23	2,181.31
Others	1,918.98	3,906.53
	44,628.27	**88,036.71**
Details of inventory		
Colour Stone	702.23	667.50
Diamond	7,236.84	5,099.76
Gold	69.05	79.62
Silver	9.59	9.50
Others	169.12	163.79
	8,186.83	**6,020.17**

Renaissance Jewellery Limited (Standalone)
Notes to the Financial Statements

	Sept 30, 2017 ₹ In Lakhs	Mar 31, 2017 ₹ In Lakhs
29. (Increase)/decrease in inventories		
Inventories at the end of the year		
Work-In-progress	19,892.31	11,124.43
Finished goods	1,535.28	603.33
	21,427.59	**11,727.76**
Inventories at the beginning of the year		
Work-In-progress	11,124.43	14,527.16
Finished goods	603.33	473.74
	11,727.76	**15,000.90**
	(9,699.83)	**3,273.14**
Details of inventory		
Work-in-progress		
Jewellery	19,892.31	11,124.43
	19,892.31	**11,124.43**
Finished Goods		
Jewellery	1,535.28	603.33
	1,535.28	**603.33**
30. Employee benefit expense		
Salaries, wages and bonus	1,473.42	2,872.46
Contribution to provident and other funds	89.73	187.52
Gratuity expense	31.80	63.60
Leave salary	37.56	24.73
Staff welfare expenses	156.77	314.04
	1,789.28	**3,462.35**
31. Finance costs		
Interest	421.82	792.69
	421.82	**792.69**
32. Depreciation and amortization expense		
Depreciation of tangible assets	359.05	792.53
Amortization of intangible assets	8.23	21.39
	367.28	**813.92**
33. Other expenses		
Consumption of stores and spare parts	652.55	1,113.70
Power and fuel	359.09	671.99
Water charges	33.43	58.40
Jewellery making charges	3,790.63	6,446.47
Freight and forwarding charges	103.68	268.42
Rent	98.28	197.70
Rates and Taxes	12.05	43.38
Director Sitting fees	5.55	10.70
Insurance	76.37	173.64
Repairs and maintenance		
Buildings	15.05	17.58
Machinery	17.51	52.42
Others	103.22	210.55
CSR Contribution / Expenditure	29.50	82.90
Donation	2.52	2.42
Share of loss in LLP	4.96	0.49
Miscellanueous expenses	942.40	2,040.16
	6,266.59	**11,425.51**

For and on behalf of the board of directors of
Renaissance Jewellery Limited

Sd/- Sd/-

Niranjan A. Shah
Executive Chairman

Hitesh M. Shah
Managing Director

Place: Mumbai
Date : December 14, 2017

Renaissance Jewellery Limited (Consolidated)

Balance Sheet as at Sept 30, 2017

	Notes	Sept 30, 2017 ₹ In Lakhs	Mar 31, 2017 ₹ In Lakhs
Assets			
Non-current assets			
(a) Property, plant and equipment	1	5,350.97	5,544.99
(b) Capital work-in-progress		84.61	23.45
(c) Goodwill on consolidation		943.05	943.05
(d) Other Intangible assets	1	659.28	738.40
(e) Financials assets			
(i) Investments	2	838.48	689.85
(ii) Loans	3	(0.00)	(0.00)
(iii) Other financial assets	4	484.10	488.75
(f) Deferred Tax assets (Net)	5	1,933.84	1,616.81
(g) Other non-current assets	6	52.73	63.85
TOTAL non current assets		**10,347.06**	**10,109.15**
Current assets			
(a) Inventories	7	67,876.43	55,872.38
(b) Financials assets			
(i) Investments	8	6,909.90	8,015.88
(ii) Trade receivables	9	29,538.88	21,348.80
(iii) Cash and cash equivalents	10	4,408.72	7,643.83
(iv) Bank balances other than (iii) above	11	345.84	457.85
(iii) Loans	12	45.13	67.52
(iv) Others	13	3,678.78	4,756.30
(c) Current Tax assets (Net)	14	159.32	182.35
(d) Other current assets	15	2,656.15	1,893.71
TOTAL current assets		**115,619.15**	**100,238.62**
Total Assets		**125,966.21**	**110,347.77**
EQUITY AND LIABLITIES			
Equity			
(a) Equity Share capital	16	1,887.94	1,907.94
(b) Other Equity	17	51,513.69	49,321.34
Equity attributable to shareholders of the company		**53,401.63**	**51,229.28**
Non Controlling interest		(83.17)	(134.65)
Total Equity		**53,318.46**	**51,094.63**
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
Borrowings	18	13,221.67	11,852.96
(b) Provisions	19	183.95	150.55
TOTAL non current liabilities		**13,405.62**	**12,003.51**
Current liabilities			
(a) Financials liabilities			
(i) Borrowings	20	24,816.72	22,485.38
(ii) Trade payables	21	32,246.54	23,388.00
(iii) Others	22	1,263.55	812.43
(b) Other current liabilities	23	551.18	318.16
(c) Provisions	24	201.01	189.23
(d) Current Tax Liabilities (Net)	25	163.13	56.43
TOTAL current liabilities		**59,242.13**	**47,249.63**
TOTAL Equity and Liabilities		**125,966.21**	**110,347.77**

For and on behalf of the board of directors of
Renaissance Jewellery Limited

Sd/- Sd/-

Niranjan A. Shah
Executive Chairman

Hitesh M. Shah
Managing Director

Place: Mumbai
Date : December 14, 2017

Renaissance Jewellery Limited (Consolidated)

Statement of profit and loss for the period ended Sept 30, 2017

	Notes	Sept 30, 2017 ₹ In Lakhs	Mar 31, 2017 ₹ In Lakhs
Income			
Revenue from operations	26	76,043.16	147,344.88
Other income	27	1,650.35	1,764.15
Total		77,693.51	149,109.03
Expenses			
Cost of materials consumed		65,468.54	104,311.81
(Increase)/decrease in inventories		(8,936.05)	(3,415.11)
Cost of traded goods		4,575.67	14,882.89
Employee benefit expense	28	4,018.38	8,031.79
Depreciation and amortization expense	29	604.73	1,403.34
Finance costs	30	666.65	1,321.30
Other expenses	31	8,166.24	17,171.77
Total		74,564.16	143,707.79
Profit before tax		**3,129.35**	**5,401.24**
Tax expenses			
Current tax		572.35	1,285.65
Less: MAT credit entitlement		-	-
Net current tax expenses		572.35	1,285.65
Deferred tax		(25.36)	(163.39)
Short/(Excess) Provision of tax relating to earlier years		-	26.78
Total tax expense		546.99	1,149.04
Profit after tax for the year		2,582.35	4,252.20
Other Comprehensive Income			
Items that will not be reclassified to profit and loss			
a) Re-measurement gains (losses) on defined benefit plans		(6.00)	4.66
b) Equity instruments through other comprehensive income		129.84	538.70
c) Mutual fund equity instruments through other comprehensive income		7.29	9.40
d) Income tax effect on above		(21.08)	(42.51)
Items that will be reclassified to profit and loss			
a) Fair value changes on derivatives designated as cash flow hedges		(1,172.49)	1,398.87
b) Exchange differences on translation of foreign operations		800.83	(550.59)
c) Mutual fund debts instruments through other comprehensive income		-	1.34
d) Income tax effect on above		405.77	(484.34)
Total Other Comprehensive income		144.17	875.52
Total Comprehensive income for the year (Comparising profit and other comprehensive income for the year)		2,726.52	5,127.72
Profit or Loss for the year attributtable to:			
(i) Non - controlling Interest, and		54.15	47.24
(ii) Owners of the Parent		2,528.20	4,204.96
Comprehensive Income for the year attributtable to:			
(i) Non - controlling Interest, and		-	-
(ii) Owners of the Parent		144.17	875.52
Earning per equity share [nominal value of share ₹ 10]			
(March 31, 2017 ₹ 10)			
Basic		₹ 13.80	₹ 22.81
Diluted		₹ 13.80	₹ 22.81

For and on behalf of the board of directors of
Renaissance Jewellery Limited

Sd/- Sd/-

Niranjan A. Shah
Executive Chairman

Hitesh M. Shah
Managing Director

Place: Mumbai
Date : December 14, 2017

Renaissance Jewellery Limited (Consolidated)

Notes to the Financial Statements

	Sept 30, 2017 ₹ In Lakhs	Mar 31, 2017 ₹ In Lakhs
2. FINANCIAL ASSETS - NON CURRENT INVESTMENTS		
Non-current investments		
(Valued at cost unless stated otherwise)		
In Equity Shares (Unquoted-Trade)		
i) Equity Shares of Rs 10/- each of Saraswat Co-op Bank Ltd.	-	-
ii) Nephrocare Health Services Private Limited	520.00	520.00
Investments in Mutual Funds (Unquoted-Non Trade)		
i) SBI PSU Fund (Growth Plan) of ₹ 10/- each	12.16	11.64
ii) Principal Smart Equity Fund (Growth Plan) of ₹ 10/- each	-	58.01
iii) Principal Low Duration Fund (Growth Plan) of ₹ 10/- each	-	100.20
iv) Reliance Pharma Fund - Direct Plan Growth Plan of ₹ 10/- each	216.32	-
Application Money in Mutual Fund		
i) Reliance Pharma Fund - Direct Plan Growth Plan of ₹ 10/- each	90.00	-
	838.48	**689.85**
Aggregate amount of unquoted investment	838.48	689.85
3. Non Current Financial Assets - Loans		
Balance with RJL Employee Welfare Trust	(0.00)	(0.00)
	(0.00)	**(0.00)**
4. NON CURRENT FINANCIAL ASSETS - OTHERS		
Trade Receivables		
Unsecured Considered Doubtful	95.93	66.31
Less: Provision for Doubtful Debts	95.93	66.31
	-	-
Security Deposits	410.37	414.34
Deposits with original maturity for more than 12 months	61.65	61.65
Interest accrued on fixed deposits	12.08	12.76
	484.10	**488.75**
5. DEFERRED TAX ASSETS/(LIABILITIES) (NET)		
Deferred tax liability:		
Fair Valuation of Equity Shares and Mutual Fund	55.96	33.94
Fair valuation of Cash flow reserve Ind-AS Adjustments	358.86	768.44
	414.82	**802.38**
Deferred tax assets:		
Provision for leave salary and gratuity	85.61	75.89
Depreciation	148.53	123.48
MAT credit entitlement	1,331.05	1,426.05
Provision for Doubtful debts and advances IND-AS Adjustments	20.04	29.04
Others	763.43	764.73
Deferred tax assets (net)	**2,348.66**	**2,419.19**
	1,933.84	**1,616.81**
6. OTHER NON CURRENT ASSETS		
Unsecured considered good		
Capital Advances	50.98	58.05
Prepaid Expenses	1.75	5.80
	52.73	**63.85**
7. CURRENT ASSETS - INVENTORIES		
Raw Materials		
Gems and diamonds	7,939.07	5,767.26
Gold, Silver and others	1,385.32	1,329.74
Manufactured Jewellery (Finished Goods)	36,302.93	34,759.87
Traded goods (Furniture and accessories)	1,215.56	1,851.38
Traded goods (Gems and diamond)	3.18	3.18
Work-In-progress	20,423.42	11,522.18
Consumable,tools and spares	578.96	610.78
Promotional items	27.99	27.99
	67,876.43	**55,872.38**

Renaissance Jewellery Limited (Consolidated)

Notes to the Financial Statements

	Sept 30, 2017 ₹ In Lakhs	Mar 31, 2017 ₹ In Lakhs
8. CURRENT FINANCIAL ASSETS - INVESTMENT		
In Equity Shares (Quoted - Non Trade)		
Others		
Bajaj Corp Limited of ₹ 1 each	398.15	128.11
Housing Development Finance Corp Limited of ₹ 2 each	174.22	123.31
Persistent Systems Limited of ₹ 10 each	566.95	545.53
Prabhat Dairy Limited of ₹ 10 each	-	97.60
Repco Home Finance Limited of ₹ 10 each	521.86	365.67
Sun Pharmaceuticals Industries Limited of ₹ 1 each	400.45	584.02
Aditya Birla Fashion & Retail Limited of ₹ 10 each	218.13	235.14
V-Mart Retail Limited of ₹ 10 each	418.84	130.71
Nestle India Limited of ₹ 10 each	-	178.77
Mindtree Limited of ₹ 10 each	-	311.46
Development Bank Limited of ₹ 10 each	520.06	182.17
Indian Terrian Fashions Limited of ₹ 2 each	289.45	163.70
GNA Axles Limited of ₹ 10 each	-	82.50
Themis Medicare Limited of ₹ 10 each	130.50	154.93
Shemaroo Entertainment Limited of ₹ 10 each	297.19	151.36
India Home Loan Limited of ₹ 10 each	100.31	-
Avenue Supermarts Limited of ₹ 10 each	16.43	-
Multi Commodity Exchange of India Limited of ₹ 10 each	292.21	-
SRG Housing Finance Limited of ₹ 10 each	91.28	-
Dr. Lal Path Labs Limited of ₹ 10 each	95.56	-
Bajaj Finance Limited of ₹ 2 each	120.19	-
Cera Sanitaryware Limited of ₹ 5 each	36.96	-
Maruti Suzuki India Limited of ₹ 5 each	80.13	-
Alphabet Inc of $ 0.001 each	396.94	300.14
American Express of $ 0.20 each	264.96	171.21
Chipotle Mexcian of $ 0.01 each	-	200.13
Chipotle Equifax of	76.43	-
CVS Health Corp of $ 0.01 each	106.16	320.23
HDFC Bank - ADR	31.13	148.03
Infosys Ltd - ADR	377.51	1,000.75
Nike Inc of $ 0.01 each	-	249.65
Chipotle Equifax of	322.33	-
Visa Inc of $ 0.0001 each	341.56	379.29
Well Fargo & Co. of $ 1.67 each	134.66	683.12
	6,820.55	**6,887.53**
Share Appilcation Money		
Pratap Snack Limited IPO of ₹ 5 each	89.34	-
	89.34	**-**
Investments in Mutual Funds (Unquoted-Non Trade)		
i) HDFC Liquid Fund - Direct Plan - Daily Dividend	0.01	760.82
	0.01	**760.82**
Less: Provision for diminution in the value of investments	-	-
Fair valuation of Equity Shares - IND-AS Adjustments (Current year figures represent Ind-AS adjustment script wise and previous year figures are at cost and Ind-AS adjustment have been shown separately.	-	367.53
	6,909.90	**8,015.88**
Aggregate amount of quoted investments	6,820.55	6,887.53
Market value of quoted investments	7,255.05	3,636.37
Aggregate amount of unquoted investments	0.01	760.82
9. CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES		
(Unsecured, considered good unless otherwise stated)		
Outstanding for a period exceeding six months from the date they are due for payment	-	-
Other receivables	29,568.38	21,410.60
Less : ECL Provision IND-AS Adjustments	(29.50)	(61.80)
	29,538.88	**21,348.80**
10. CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS		
Balances with banks		
In current accounts	3,801.82	5,634.19
Deposits with original maturity of less than 3 months	552.81	1,958.81
Cash on hand	54.09	50.83
	4,408.72	**7,643.83**

Renaissance Jewellery Limited (Consolidated)

Notes to the Financial Statements

	Sept 30, 2017 ₹ in Lakhs	Mar 31, 2017 ₹ in Lakhs
11. CURRENT FINANCIAL ASSETS - OTHER BANK BALANCES		
Unclaimed dividend accounts	4.00	4.82
Fixed Deposits with maturity of more than 3 months and less than 12 months	312.74	417.93
Margin Money Deposit with banks against gold loan	29.10	35.10
	345.84	**457.85**
12. CURRENT FINANCIAL ASSETS - LOANS		
Loan to employees	45.13	67.52
	45.13	**67.52**
13. CURRENT FINANCIAL ASSETS - OTHERS		
Unsecured considered good		
Forward contract receivable	1,028.88	2,220.41
Interest accrued on fixed deposits	6.27	23.58
Other Security Deposits	2,643.63	2,512.31
	3,678.78	**4,756.30**
14. CURRENT TAX ASSETS (NET)		
Taxes paid	3,444.97	3,213.92
Less: Provision for taxes	3,285.65	3,031.57
	159.32	**182.35**
15. OTHER CURRENT ASSETS		
Unsecured considered good		
Prepaid Expenses	448.40	454.97
Other advances	912.30	514.01
Balance with statutory/government authorities	1,295.45	924.73
	2,656.15	**1,893.71**
16. EQUITY SHARE CAPITAL		
Authorized		
27,000,000 (March 31, 2017 : 27,000,000) equity shares of ₹ 10/- each	2,700.00	2,700.00
Issued, subscribed and fully paid-up		
18,879,440 (March 31, 2017 : 19,079,440) equity shares of ₹ 10/- each	1,887.94	1,907.94
	1,887.94	**1,907.94**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year.

	Sept 30, 2017		Mar 31, 2017	
Equity shares	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
At the beginning of the year	19,079,440	1,907.94	19,079,440	1,907.94
Issued during the year	-	-	-	-
Buyback during the year	(200,000)	(20.00)	-	-
Outstanding at the end of the year	**18,879,440**	**1,887.94**	**19,079,440**	**1,907.94**

b. Terms/rights attached to equity shares

The company has only one class of issued shares having par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share and carries identical right as to dividend. These shares are not subject to any restrictions.

c. Details of shareholders holding more than 5% shares in the company.

	Sept 30, 2017		Mar 31, 2017	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Equity Shares of ₹10/- each fully paid up				
Mr. Sumit N. Shah	4,128,037	21.87	4,171,120	21.86
Mr. Niranjan A. Shah	2,832,340	15.00	2,861,900	15.00
Mr. Hibesh M. Shah	1,416,171	7.50	1,430,950	7.50
Ms. Pinky D. Shah	1,132,936	6.00	1,144,760	6.00
Niranjan Family Private Trust	2,580,112	13.67	2,607,040	13.66

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Renaissance Jewellery Limited (Consolidated)

Notes to the Financial Statements

	Sept 30, 2017 ₹ In Lakhs	Mar 31, 2017 ₹ In Lakhs
17. OTHER EQUITY		
Capital Reserve		
Money received against equity share warrants forfeited, option not exercised by warrants holders	380.00	380.00
	380.00	**380.00**
Securities Premium Reserve		
Balance as per the last financial statements	7,129.54	7,129.54
Add: Addition on ESPS's excercised	-	-
	7,129.54	**7,129.54**
Capital Redemption Reserve		
Add: Transferred from General Reserve on Buyback	20.00	-
	20.00	**-**
Foreign Currency Translation Reserve		
Opening Balance	(550.59)	-
Add : Addition during the year	800.83	(550.59)
	250.24	**(550.59)**
General reserve		
Balance as per the last financial statements	754.00	754.00
Less: Buyback of shares	(480.00)	
Less: Transferred to Capital Redemption on Buyback	(20.00)	
	254.00	**754.00**
Hedging Reserve		
Opening Balance	1,451.97	537.22
Add : Addition during the year	(1,172.49)	1,398.87
Less : Deferred Tax	405.77	(484.11)
	685.26	**1,451.97**
Remeasurement of Acturial Gain or Loss		
Opening Balance	3.65	-
Add: Remeasurement of Acturial Gain or Loss	(6.00)	4.66
Less: Deferred tax on remeasurement of Acturial Gain or Loss	2.08	(1.01)
	(0.27)	**3.65**
Equity Instruments through OCI		
Opening Balance	633.64	134.82
Fair valuation of Current Investment in Equity Shares	129.84	538.70
Deferred Tax Liability on above adjustment	(21.89)	(39.88)
	741.58	**633.64**
Mutual Funds Equity Instruments through OCI		
Opening Balance	6.39	(1.39)
Fair valuation of Current Investment in Mutual funds	6.03	7.78
	12.42	**6.39**
Mutual Funds Debts Instruments through OCI		
Opening Balance	1.76	0.65
Fair valuation of Current Investment in Mutual funds	-	1.11
	1.76	**1.76**
Own Shares held by ESPS Trust		
Opening Balance	(323.19)	(323.19)
	(323.19)	**(323.19)**
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	39,834.19	35,629.23
Add : Profit for the year	2,528.20	4,204.96
Net surplus in the statement of profit and loss	42,362.39	39,834.19
	51,513.68	**49,321.34**
18. NON CURRENT FINANCIAL LIABILITIES - BORROWINGS		
Working Capital Finance from banks denominated in Foreign Currency (secured)	13,064.00	11,665.80
Vehicle Loan from Bank (secured)	157.67	187.16
	13,221.67	**11,852.96**
19. NON CURRENT LIABILITIES - PROVISIONS		
Provision for Employee Benefits		
Gratuity (Refer note)	94.65	95.89
Leave salary	89.30	54.66
	183.95	**150.55**

Renaissance Jewellery Limited (Consolidated)

Notes to the Financial Statements

	Sept 30, 2017 ₹ In Lakhs	Mar 31, 2017 ₹ In Lakhs
20. CURRENT FINANCIAL LIABILITIES - BORROWINGS		
Working Capital Finance from banks denominated in Foreign Currency (secured)	22,223.11	21,046.25
Working Capital Finance from banks denominated in Indian Currency (secured)	1,585.29	959.03
Loan from related parties (unsecured)		
from Directors repayable on demand (Interest Free)	805.50	375.70
Inter Corporate Deposit	202.82	104.40
	24,816.72	**22,485.38**
21. CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES		
Payable to Micro, Small and Medium Enterprises	0.12	25.26
Payable to Others	32,246.42	23,362.74
	32,246.54	**23,388.00**
22. CURRENT FINANCIAL LIABILITIES - OTHERS		
Current maturities of Long term debt Vehicle loan from bank (secured)	57.62	54.96
Interest accrued on ICD (Related party)	8.02	23.42
Interest accrued but not due on gold loan	2.13	2.12
Unclaimed dividend	4.00	4.82
Creditors for capital expenditure	-	7.00
Salaries, wages and other payables	1,191.78	720.11
	1,263.55	**812.43**
23. OTHER CURRENT LIABILITIES		
Advance from customers	481.49	155.13
Statutory dues payable	69.69	163.03
	551.18	**318.16**
24. CURRENT LIABILITIES - PROVISIONS		
Provision for Employee Benefits		
Gratuity	178.55	170.56
Leave salary	22.46	18.67
	201.01	**189.23**
25. CURRENT TAX LIABILITIES (NET)		
Provision for taxes	2,536.30	2,642.31
Less: Taxes paid	2,373.17	2,585.88
	163.13	**56.43**
26. Revenue from operations		
Revenue from operations		
Sale of products		
Jewellery	73,003.36	140,030.48
Gems and diamonds	1,834.70	3,736.65
Furniture and accessories	1,094.57	3,513.26
Service Income		
Jewellery making charges	5.12	-
Other operating revenues		
Sale of Dust	104.94	2.00
Sale of Scrap	0.38	1.35
Sale of Services	0.09	4.69
Inventory Lost/Damaged due to fire / Robbery - Insurance Claim	-	56.45
Revenue from operations	**76,043.16**	**147,344.88**
27. Other income		
Interest income on		
Bank deposits	34.36	85.71
Others	4.41	-
Dividend income on current investment	43.86	79.10
Profit on sale of assets (net)	(2.55)	6.00
Exchange difference (net)	1,503.28	1,340.82
Rent Income	11.25	16.24
Unwinding of discount on Secutiy Deposits (IND-AS)	1.76	75.90
Miscellaneous income	53.98	160.39
	1,650.35	**1,764.15**

Renaissance Jewellery Limited (Consolidated)

Notes to the Financial Statements

	Sept 30, 2017 ₹ In Lakhs	Mar 31, 2017 ₹ In Lakhs
28. Employee benefit expense		
Salaries, wages and bonus	3,617.56	7,252.82
Contribution to provident and other funds	118.64	289.12
Gratuity expense (Refer note)	31.80	77.32
Leave salary	58.91	28.41
Staff welfare expenses	191.47	384.12
	4,018.38	8,031.79
29. Depreciation and amortization expense		
Depreciation of tangible assets	522.25	1,232.86
Amortization of intangible assets	82.48	170.48
	604.73	1,403.34
30. Finance costs		
Interest	666.65	1,321.30
	666.65	1,321.30
31. Other expenses		
Consumption of stores and spare parts	714.76	1,219.34
Power and fuel	406.95	777.79
Water charges	33.43	61.82
Advertisement/Sales promotion expenses	26.72	491.66
Jewellery making charges	3,818.64	6,446.47
Freight and forwarding charges	191.94	503.40
Rent	379.12	1,145.37
Rates & Taxes	17.01	53.69
Director Sitting fees	6.24	11.83
Insurance	232.17	489.97
Repairs and maintenance		
Buildings	15.84	18.60
Machinery	17.51	52.42
Others	124.44	236.19
CSR Contribution/Expenditure	29.50	82.90
Donation	13.37	8.94
Payment to auditor	33.85	128.64
Impairment / Discard of assets on closure of retail segment of Home Retail Business	92.50	701.72
Miscellaneous expenses	2,012.25	4,741.02
	8,166.24	17,171.77

For and on behalf of the board of directors of
Renaissance Jewellery Limited

Sd/- Sd/-

Niranjan A. Shah
Executive Chairman

Hitesh M. Shah
Managing Director

Place: Mumbai
Date : December 14, 2017

Housefull International Limited
Balance sheet as at 30 September 2017

	Notes	30 Sept., 2017 Rs.	31 March 2017 Rs.
Equity and liabilities			
Shareholders' funds			
Share capital	3	550,000,000	550,000,000
Reserves and surplus	4	(344,977,010)	(343,891,487)
		205,022,990	206,108,513
Non-current liabilities			
Long-term provisions	5	-	1,746,235
		-	1,746,235
Current liabilities			
Short-term borrowings	6	47,500,000	87,329,881
Trade payables	7		
a) total outstanding dues of micro enterprises and small enterprises; and		2,512,298	2,512,298
b) total outstanding dues of creditors other than micro enterprises and small enterprises		10,382,139	44,249,786
Other current liabilities	7	2,827,868	9,112,100
Short-term provisions	5	864,407	1,239,372
		64,086,712	144,443,437
TOTAL		**269,109,702**	**352,298,185**
Assets			
Non-current assets			
Fixed assets			
Tangible assets	8	12,565,421	24,177,778
Intangible assets	8	16,836,769	19,969,223
Capital work in progress		-	-
Intangible assets under development		-	-
Non-current investments	9	49,366,395	49,738,183
Deferred tax assets (net)	10	-	-
Long-term loans and advances	11	4,627,795	10,215,564
Other non-current assets	12	4,404,300	4,224,301
		87,800,679	108,325,048
Current assets			
Current investments	13	-	-
Inventories	14	124,355,438	187,936,820
Trade receivables	15	19,360,851	22,857,588
Cash and bank balances	16	15,197,372	10,169,494
Short-term loans and advances	11	22,324,485	22,280,516
Other current assets	12	70,876	728,719
		181,309,023	243,973,137
TOTAL		**269,109,702**	**352,298,185**
Summary of significant accounting policies	2.1	[illegible]	[illegible]

The accompanying notes are an integral part of the financial statements.

[illegible]

For and on behalf of the board of directors of
Housefull International Limited

Sd/- Sd/-

Hitesh Shah Niranjan Shah
Director Director

[illegible]

Place: Mumbai
Date : 14.12.2017

Housefull International Limited
Statement of profit and loss for the year ended 30 September 2017

	Notes	30 Sept., 2017 Rs.	31 March 2017 Rs.
Income			
Revenue from operations	17	110,338,383	351,929,865
Other income	18	3,776,676	14,236,858
Total revenue (I)		114,115,058	366,166,723
Expenses			
Purchase of traded goods	19	1,528,108	75,444,803
(Increase)/decrease in inventories of traded goods	20	63,581,364	31,826,694
Employee benefits expense	21	9,467,098	88,996,187
Other expenses	22	21,620,056	164,745,982
Total (II)		96,196,626	361,013,666
Earnings before interest, tax, depreciation and amortization (EBITDA) (I)-(II)		17,918,432	5,153,057
Finance costs	23	4,516,763	19,154,150
Depreciation and amortization expense	24	5,236,842	21,622,799
Profit/(loss) before extraordinary items and tax		**8,164,827**	**(35,623,892)**
Extraordinary Items			
Loss on Sale/Discard of Fixed Assets (refer note no.34)		9,250,350	70,172,024
Profit/(loss) before tax		**(1,085,523)**	**(105,795,916)**
Tax expenses			
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Profit / (Loss) for the year		**(1,085,523)**	**(105,795,916)**
Earnings per equity share	26		
[nominal value of share Rs.10 (31 March 2017 Rs.10)]			
a) Profit/(Loss) before extra-ordinary item			
Basic (Rs.)		0.18	(0.13)
Diluted (Rs.)		0.15	(0.11)
b) Profit/(Loss) after extra-ordinary item			
Basic (Rs.)		(0.02)	(0.13)
Diluted (Rs.)		(0.02)	(0.11)
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

For and on behalf of the board of directors of
Housefull International Limited

Sd/- Sd/-

Hitesh Shah Niranjan Shah
Director Director

Place: Mumbai
Date : 14.12.2017

3. Share capital

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Authorized shares		
55,200,000 (31 March 2017:55,200,000) Equity Shares of Rs.10/- each	552,000,000	552,000,000
10,000,000 (31 March 2017: 10,000,000) Eight years 0% optionally convertible or redeemable preference shares of Rs.10/- each	100,000,000	100,000,000
	652,000,000	652,000,000
Issued, subscribed and fully paid-up shares		
45,000,000 (31 March 2017:45,000,000) Equity Shares of Rs.10/- each	450,000,000	450,000,000
10,000,000 (31 March 2017: 10,000,000) Eight years 0% optionally convertible or redeemable preference shares of Rs.10/- each	100,000,000	100,000,000
Total issued, subscribed and fully paid-up share capital	550,000,000	550,000,000

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares

	30 Sept., 2017		31 March 2017	
	No.	Rs.	No.	Rs.
At the beginning of the year	45,000,000	450,000,000	45,000,000	450,000,000
Outstanding at the end of the year	45,000,000	450,000,000	45,000,000	450,000,000

Preference shares

	30 Sept., 2017		31 March 2017	
	No.	Rs.	No.	Rs.
At the beginning of the year	10,000,000	100,000,000	10,000,000	100,000,000
Outstanding at the end of the year	10,000,000	100,000,000	10,000,000	100,000,000

b. Terms/rights attached to equity shares

The company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Terms of conversion / redemption of optionally convertible Preference Shares (OCPS)

During the financial year 2010-2011, the Company had issued 25,000,000 eight years 0% optionally convertible Preference Shares (OCPS) of Rs.10/- each. fully paid up. These OCPS, at the option of the holder, were convertible into fully paid equity shares of the company in one or more tranches at the rate of Rs. 100/- each. During the financial year, 15,000,000 OCPS were converted into equity shares of the company with revised terms i.e. conversion price reduced from Rs. 100/- to Rs. 10/- per share and balance holding period was relinquished, which were accepted by the shareholder. The balance 10,000,000 OCPS shall now, at the option of the holders, be convertible into fully paid equity shares of the Company in one or more tranches within a period of one month commencing from 30 March 2019 at Rs 100/- each. If the OCPS are not converted within the period mentioned, the same shall be redeemed within a month from the end of the conversion period i.e. 30 April 2019 at a premium of 40% of par value.

d. Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

	30 Sept., 2017 Rs.	31 March 2017 Rs.
N. Kumar Diamond Exports Limited, the holding company 30,000,000 (31 March 2017:30,000,000) Equity Shares of Rs.10/- each, fully paid	300,000,000	300,000,000
Renaissance Jewellery Limited, the ultimate holding company 15,000,000 (31 March 2017:15,000,000) Equity Shares of Rs.10/- each, fully paid	150,000,000	150,000,000
Renaissance Jewellery Limited, the ultimate holding company 10,000,000 (31 March 2017: 10,000,000) Eight years 0% optionally convertible preference shares of Rs.10/- each, fully paid	100,000,000	100,000,000

e. Details of shareholders holding more than 5% shares in the company

	30 Sept., 2017		31 March 2017	
	No.	% holding in the class	No.	% holding in the class
Equity Shares of Rs 10 each fully paid up				
N. Kumar Diamond Exports Limited, the holding company	30,000,000	66.67%	30,000,000	66.67%
Renaissance Jewellery Limited, the ultimate holding company	15,000,000	33.33%	15,000,000	33.33%
Eight years 0% optionally convertible Preference Shares of Rs 10 each fully paid up				
Renaissance Jewellery Limited, the ultimate holding company	10,000,000	100%	10,000,000	100%

4. Reserves and surplus

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	(343,891,487)	(238,095,571)
Profit/(loss) for the year	(1,085,523)	(105,795,916)
Net surplus/(deficit) in the statement of profit and loss	(344,977,010)	(343,891,487)
Total reserves and surplus	(344,977,010)	(343,891,487)

5. Provisions

	Long-term		Short-term	
	30 Sept., 2017 Rs.	31 March 2017 Rs.	30 Sept., 2017 Rs.	31 March 2017 Rs.
Provision for gratuity (note 27)	-	950,937	596,157	641,126
Provision for leave benefits (note 27)	-	795,298	268,250	598,246
Total	-	1,746,235	864,407	1,239,372

6. Short-term borrowings

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Cash credit from banks (secured)	-	87,329,881
Buyers credit from banks in foreign currency (secured)	-	-
Incorporate deposit from related party (unsecured) (refer note no.37)	47,500,000	-
Total	47,500,000	87,329,881

Cash credit & Buyers credit from Banks are secured by hypothecation of inventories and book debts, both present and future. Further, collaterally secured by mortgage of immovable property of Ultimate holding Company, corporate guarantees of Holding Company and Ultimate holding Company and personal guarantees of some of the Directors and a relative of a Director. Foreign currency loans carries interest rate @ LIBOR plus 125 bps and Indian currency Loans carries interest rate @ lending bank's base rate plus 6.35%

7. Other current liabilities

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Trade payables (refer note 32 for details of dues to micro, small and medium enterprises)	**12,894,437**	46,762,084
Other liabilities		
Capital Creditors	-	700,000
Interest accrued but not due	641,343	534,156
Others		
Statutory dues	1,507,695	4,102,341
Other payable	544,016	3,420,435
Advance from customers	134,815	355,169
Bank overdrawn as per books	-	-
	2,827,868	9,112,100
Total	15,722,305	55,874,184

Housefull International Limited
Notes to the financial statements for the year ended 30 September 2017

8. Tangible & intangible Assets

	Tangible								Intangible
	Airconditioner	Office Equipments	Computers	Furnitures & Fixtures	Plant & Machinery	Electrical Installations	Vehicles	Total	Software
Cost									
At 31st March 2016	24,428,590	12,485,400	26,959,062	133,302,264	173,446	59,558,381	2,130,786	259,037,930	38,652,821
Additions	1,222,176	1,517,040	191,494	10,922,285		3,980,531	278,244	18,111,770	16,374,369
Disposals	24,083,896	8,634,853	21,663,013	119,715,363	173,446	56,543,264	1,519,680	232,333,515	-
At 31st March 2017	**1,566,870**	**5,367,588**	**5,487,543**	**24,509,186**	**-**	**6,995,648**	**889,350**	**44,816,184**	**55,027,190**
Additions								-	
Disposals	1,253,066	1,030,750	-	5,893,537	-	2,395,264	381,871	10,954,488	-
At 30 Sep 2017	**313,804**	**4,336,838**	**5,487,543**	**18,615,649**	**-**	**4,600,384**	**507,479**	**33,861,696**	**55,027,190**
Depreciation									
At 1 April 2016	20,826,032	8,653,533	21,114,752	84,646,175	11,043	29,538,996	1,488,696	166,279,227	29,091,606
Charge for the year	795,139	877,216	1,804,435	8,612,680	5,490	3,461,188	100,289	15,656,438	5,966,361
Disposals	21,095,371	6,081,221	20,354,180	81,512,712	16,533	30,877,690	1,359,552	161,297,259	-
At 31 March 2017	**525,801**	**3,449,529**	**2,565,006**	**11,746,143**	**-**	**2,122,495**	**229,433**	**20,638,406**	**35,057,967**
Charge for the year	45,281	162,856	769,661	788,810	-	296,703	41,077	2,104,388	3,132,454
Disposals	272,969	213,122	-	607,062	-	246,723	106,643	1,446,519	-
At 30 Sep 2017	**298,113**	**3,399,262**	**3,334,667**	**11,927,892**	**-**	**2,172,475**	**163,867**	**21,296,275**	**38,190,421**
Net block									
At 31 March 2017	**1,041,070**	**1,918,059**	**2,922,537**	**12,763,043**	**-**	**4,873,153**	**659,917**	**24,177,778**	**19,969,223**
At 30 Sep 2017	**15,691**	**937,575**	**2,152,877**	**6,687,757**	**-**	**2,427,909**	**343,611**	**12,565,421**	**16,836,769**

9. Non-current investments

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Investment in equity instruments (Unquoted)		
Investment in Subsidiary Company		
50,000 (31 March 2017: 50,000) fully paid equity shares of face value of Rs. 10/- each of Housefull Supply Chain Management Limited	500,000	500,000
Investment in Trust		
54,133 (31 March 2017: NIL) fully paid equity shares of face value of Rs.10/- each at the premium of Rs.913.65 each in 100% beneficial interest in The Seabean Dialysis Partners India Trust	49,366,395	49,688,738
	49,866,395	50,188,738
Less: Provision for diminution in the value of investments	500,000	450,555
	49,366,395	49,738,183
Aggregate amount of unquoted investments	49,866,395	500,000
Aggregate amount of provision for diminution in investment	500,000	450,555

10. Deferred Tax Asset(net)

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Deferred tax liabilities	-	-
Gross deferred tax liability	-	-
Deferred tax assets		
Impact of expenditure charged to the statement of profit and loss in the Current year but allowed for tax purposes on payment basis	267,102	2,182,931
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	39,486,197	16,954,619
Unabsorbed business loss	20,421,656	20,421,656
Unabsorbed depreciation	15,439,069	15,439,069
Gross deferred tax assets	75,614,023	54,998,275
Net deferred tax asset/ (liability)	-	-
(Restricted to the extent of deferred tax liability)		

11. Loans and advances

		Non -current		Current	
		30 Sept., 2017 Rs.	31 March 2017 Rs.	30 Sept., 2017 Rs.	31 March 2017 Rs.
Capital Advances					
Unsecured, considered good		-	-	-	-
	(A)	-	-	-	-
Security deposits					
Unsecured, considered good		4,627,795	10,215,564	-	-
	(B)	4,627,795	10,215,564	-	-
Loan & advances to related parties (refer note 37)					
Unsecured, considered good		-	-	2,887,999	2,313,000
	(C)	-	-	2,887,999	2,313,000
Advances recoverable in cash or kind					
Unsecured, considered good		-	-	13,500	258,150
	(D)	-	-	13,500	258,150
Other loans and advances					
Advance income-tax (net of provision for taxation)		-	-	308,979	303,891
Prepaid expenses		-	-	712,551	1,847,902
Balance with statutory/government authorities		-	-	18,401,457	17,557,574
	(E)	-	-	19,422,986	19,709,366
Total (A+B+C+D+E)		**4,627,795**	**10,215,564**	**22,324,485**	**22,280,516**

12. Other assets

	Non -current		Current	
	30 Sept., 2017 Rs.	31 March 2017 Rs.	30 Sept., 2017 Rs.	31 March 2017 Rs.
Deposits with original maturity for more than 12 months (refer note 16)	4,224,300	3,880,309	-	-
	4,224,300	3,880,309	-	-
Others				
Interest accrued on fixed deposits	180,000	343,992	70,876	728,719
	180,000	343,992	70,876	728,719
Total	**4,404,300**	**4,224,301**	**70,876**	**728,719**

13. Current investments

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Non Trade investments		
Investment in equity instruments (Quoted)		
Investment in Equity Shares	-	-

14. Inventories (valued at lower of cost and net realizable value)

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Inventories at the end of the year*		
Traded goods		
Furniture	69,691,498	133,272,863
Accessories & others	51,864,829	51,864,829
Promotional Items	2,799,111	2,799,128
Total	**124,355,438**	**187,936,820**

* including stock in transit Rs. NIL (31 March 2016:Rs.159.70 lakhs)

15. Trade receivables

	Non -current		Current	
	30 Sept., 2017 Rs.	31 March 2017 Rs.	30 Sept., 2017 Rs.	31 March 2017 Rs.
Unsecured, considered good unless stated otherwise				
Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, considered good			-	-
Unsecured, considered doubtfull	-	-	3,112,374	-
	-	-	3,112,374	-
Less : Provision for doubtfull receivable			3,112,374	-
			-	-
Other receivables (due from card agents)				
Unsecured, considered good	-	-	19,360,851	22,857,588
	-	-	19,360,851	22,857,588
Total	**-**	**-**	**19,360,851**	**22,857,588**

Trade receivables include:

	Non -current		Current	
	30 Sept., 2017 Rs.	31 March 2017 Rs.	30 Sept., 2017 Rs.	31 March 2017 Rs.
Due from relative of director	-	-	-	370,147

16. Cash and bank balances

	Non -current		Current	
	30 Sept., 2017 Rs.	31 March 2017 Rs.	30 Sept., 2017 Rs.	31 March 2017 Rs.
Cash and cash equivalents				
Balance with banks:				
On current accounts	-	-	6,421,396	834,430
Cash on hand	-	-	4,774	1,078,915
Cheques on Hand			-	407,627
(A)	-	-	6,426,170	2,320,971
Other bank balances				
Deposits with original maturity for 3 to 12 months	-	-	8,771,202 *	7,848,523 *
Deposits with original maturity for more than 12 months	4,224,300 *	3,880,309 *	-	-
	4,224,300	3,880,309	8,771,202	7,848,523
Amount disclosed under "other asset" (refer note 12)	(4,224,300)	(3,880,309)	-	-
(B)	-	-	8,771,202	7,848,523
Total (A+B)	**-**	**-**	**15,197,372**	**10,169,494**

* Includes deposits marked lien amounting to Rs. /- (March 2017 : 117,28,832/-)

17. Revenue from operations

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Revenue from operations		
Sale of products		
Traded Goods		
Furniture	21,251,386	68,210,850
Accessories & others	88,205,645	283,114,806
	109,457,031	351,325,655
Other operating revenue		
Scrap sales	37,890	135,499
Input Credit on Imported Stock Under GST	834,796	-
Service charges	8,666	468,711
Total	**110,338,383**	**351,929,865**

18. Other income

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Interest income on		
Bank deposits	255,964	1,165,493
Others - Related parties	-	84,903
Other non -operating income		
Sundry Balances written back	3,520,712	8,376,991
Profit on Sale of Current Investments	-	3,961,199
Dividend from current investments	-	648,272
Total	**3,776,676**	**14,236,858**

19. Purchase of traded goods

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Furniture	-	35,013,197
Accessories & others	1,528,108	40,431,606
Total	**1,528,108**	**75,444,803**

20. (Increase)/ decrease in inventories

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Inventories at the end of the year*		
Traded goods		
Furniture	69,691,498	105,515,599
Accessories & others	51,864,829	79,622,093
	121,556,328	185,137,692
Inventories at the beginning of the year*		
Traded goods		
Furniture	105,515,599	137,342,293
Accessories & others	79,622,093	79,622,093
	185,137,692	216,964,386
(Increase)/ decrease in inventories	**63,581,364**	**31,826,694**

* including stock in transit Rs. NIL (31 March 2016:Rs.159.70 lakhs)

21. Employee benefit expense

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Salaries, wages and bonus	9,040,279	84,482,233
Contribution to provident and other fund	351,614	3,570,566
Gratuity expense (Refer note 27)	-	(357,254)
Leave encashment (Refer note 27)	-	367,911
Staff welfare	75,205	932,731
Total	**9,467,098**	**88,996,187**

22. Other expenses

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Power and fuel	159,636	4,924,157
Water charges	77,836	341,764
Labour charges	617,288	6,745,278
Packing materials	58,808	1,686,742
Repairs and maintenance		
Others	59,000	861,517
Insurance	101,466	572,589
Rent	2,278,360	45,611,504
Communication costs	1,976,911	6,180,358
Legal and professional fees	1,449,960	4,604,677
Payment to auditor (Refer details below)	391,000	782,000
Security service charges	116,222	1,803,063
Directors sitting fees	69,000	113,000
Credit card commission	209,820	3,093,453
Travelling and conveyance	169,352	2,597,645
Advertising and sales promotion	1,561,848	46,773,468
Brokerage and commission	3,406,791	13,125,101
Printing & Stationery	76,044	561,370
Vat Paid	1,758	-
Provision for diminution in value of investments	49,445	48,530
Loss on Sole Beneficiary Trust	322,343	311,263
Foreign exchange loss (net)	-	791,061
Special Additional Duty written off	-	-
Delivery charges	3,647,862	10,308,290
Provision for Bad Debts W-Off	-	3,112,374
Advances/Debit balance W/off	4,343,809	3,886,316
Miscellaneous expenses	475,498	5,910,464
Total	**21,620,056**	**164,745,982**

Payments to auditors

	30 Sept., 2017 Rs.	31 March 2017 Rs.
As auditor:		
Audit fee	287,500	575,000
Tax audit fee	103,500	207,000
	391,000	**782,000**

23. Finance costs

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Interest	2,564,614	14,747,970
Other finance cost	690,000	2,022,278
Bank charges	479,744	1,530,594
Interest paid	782,405	853,309
Total	**4,516,763**	**19,154,150**

24. Depreciation and amortization expense

	30 Sept., 2017 Rs.	31 March 2017 Rs.
Depreciation of tangible assets	2,104,388	15,656,438
Amortization of intangible assets	3,132,454	5,966,361
Total	**5,236,842**	**21,622,799**

25. The company sells its goods at various retail outlets including e-commerce. Upon customer's selection it offers sale and delivery thereof. On acceptance of offer for sale, the price is invoiced and the sale consideration is fully collected. The relevant goods are marked for that customer. The delivery of the sold product is effected or deferred at the customer's request. The company recognises such invoices (where amount is fully collected) as sales, though the delivery is deferred at the customer's request, in terms of legal advice and applicable Accounting Standard that the sale is complete when goods are appropriated and identified upon payment.

26. Earnings per share (EPS)

		30 Sept., 2017 Rs.	31 March 2017 Rs.
The following reflects the profit and share data used in the basic and diluted EPS computations:			
a) Profit/(Loss) before extra-ordinary item and after tax		8,164,827	(35,623,892)
Net profit for calculation of basic and diluted EPS		**8,164,827**	**(35,623,892)**
b) Profit/(Loss) after extra-ordinary item and tax		(1,085,523)	(105,795,916)
Net profit for calculation of basic and diluted EPS		**(1,085,523)**	**(105,795,916)**
Weighted average number of equity shares in calculating EPS		No. of Shares	No. of Shares
Basic	**No.**	45,000,000	45,000,000
Effect of dilutive equity shares equivalent			
0% optionally convertible Preference Shares		10,000,000	10,000,000
Diluted		55,000,000	55,000,000
a) Profit/(Loss) before extra-ordinary item			
Basic (Rs.)		0.18	(0.13)
Diluted (Rs.)		0.15	(0.11)
b) Profit/(Loss) after extra-ordinary item			
Basic (Rs.)		(0.02)	(0.13)
Diluted (Rs.)		(0.02)	(0.11)

For and on behalf of the board of directors of
Housefull International Limited

Sd/- Sd/-

Hitesh Shah Niranjan Shah
Director Director

Place: Mumbai
Date : 14.12.2017

N. KUMAR DIAMOND EXPORTS LIMITED
Balance Sheet as at September 30, 2017

	Notes	30 September 2017
		₹
EQUITY AND LIABILITIES		
Shareholders' funds		
Share Capital	3	65,000,000
Reserves and Surplus	4	136,483,499
		201,483,499
Non-current liabilities		
Deferred tax liablities (net)	5	-
		-
Current liabilities		
Short-term borrowings	6	98,997,400
Trade payables	7	104,595
Other Current liabilities	8	3,371,375
Short-term provisions	9	104,509
		102,577,879
TOTAL		**304,061,378**
ASSETS		
Non-current assets		
Fixed assets		
Tangible assets	10	2,391,693
Non-current investments	11	300,001,900
Deferred tax assets (net)	5	253,944
Long-term loans and advances	12	35,869
		302,683,406
Current assets		
Inventories	13	318,482
Cash and bank balances	14	209,395
Other current assets	15	850,095
		1,377,972
TOTAL		**304,061,378**

For and on behalf of the board of directors
N. Kumar Diamond Export Limited

Sd/- Sd/-

Hitesh M Shah Bhupen C Shah
Director Director

Place: Mumbai
Date : 14.12.2017

N. KUMAR DIAMOND EXPORTS LIMITED
Statement of profit and loss for the year ended September 30, 2017

	Notes	30 September 2017 ₹
Income		
Revenue from operations (gross)	14	-
Less : excise duty		-
Revenue from operations (net)	16	-
Other income	17	520,203
Total revenue (I)		**520,203**
Expenses		
Purchase of traded goods	18	-
Employees Cost and Benefit	19	270,684
Finance Cost	20	2,822,933
Other expenses	21	124,705
Total Expenses (II)		**3,218,322**
Earnings before tax, depreciation and amortization (EBITDA) (I)-(II)		(2,698,119)
Depreciation and amortization expense	22	131,498
Profit/(loss) before tax		**(2,829,617)**
Tax expenses		
Current tax		-
Deferred tax		23,957
Total tax expense		23,957
Profit/(loss) for the year		**(2,853,574)**
Earning per equity share	23	
Basic	₹	(0.44) ₹
Diluted	₹	(0.44) ₹

For and on behalf of the board of directors
N. Kumar Diamond Export Limited

Sd/- Sd/-

Hitesh M Shah Bhupen C Shah
Director Director

Place: Mumbai
Date : 14.12.2017

3. Share capital

	30 September 2017 ₹
Authorized	
6,500,000 (30 September 2017 : 6,500,000) equity shares of ₹ 10/- each)	65,000,000
Issued, subscribed and fully paid-up	
6,500,000 (30 September 2017 : 6,500,000) equity shares of ₹ 10/- each)	65,000,000
Total	**65,000,000**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	30 September 2017	
	Number	₹
At the beginning of the year	6,500,000	65,000,000
Issued during the year :-	-	-
At the end of September 30, 2017	6,500,000	65,000,000

b. Details of shareholders holding more than 5% shares in the company

	30 September 2017		-
	No.	% holding	No.
Renaissance Jewellery Limited	6,500,000	100	6,500,000

c. Shares held by holding/ultimate holding company and/or their subsidiaries/associates

	30 September 2017
Renaissance Jewellery Limited (Holding Company)	6,500,000

d. Rights, preference and restriction to class of shares

The company has one class of issued shares having nominal value ₹ 10/-. Each holder of equitty share is entitled to one vote per share.

4. Reserves and surplus

	30 September 2017 ₹
Surplus in the statement of profit and loss	
Balance as per last financial statements	139,337,073
Less : Residual value representing expried useful life of asset as per Schedule-II	-
Profit/(Loss) for the year	(2,853,574)
Net surplus in the statement of profit and loss	136,483,499
Total	**136,483,499**

5. Deferred tax liabilities

	30 September 2017 ₹
Deferred tax liability	
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	-
Gross deferred tax liability	-
Deferred tax asset (net)	
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	253,944
	253,944
Gross deferred tax (asset)/liabilities	**(253,944)**

6. Short-term borrowings

	30 September 2017 ₹
Interest free loan from related parties	
Amit Chandrakant Shah	1,754,189
Bhupen Chandrakant Shah	14,764,211
Niranjan Amritlal Shah	10,198,000
Sumit Niranjan Shah	1,031,000
	27,747,400
Repayable on demand (Unsecured)	
Renaissance Jewellery Ltd. (ICD A/c)	71,250,000
	71,250,000
Total	**98,997,400**

N. KUMAR DIAMOND EXPORTS LIMITED
Notes to financial statements for the year ended September 30, 2017

7. Trade payables

	30 September 2017 ₹
For goods purchase:	-
For Services rendered	
J K Shah and Co.	99,995
V. V. Chakradeo & Co.	4,600
	104,595
Total	**104,595**

8. Other Current liabilities

	30 September 2017 ₹
Security Deposit- Rented Office Premises	
- M/s. Clean Max Enviro Energy Solutions Pvt. Ltd.	**516,000**
	-
Statutory Dues	
TDS Payable	13,905
PF Payable	100
Profession Tax Payable	400
GST Payable	15,414
	29,819
Salary Payable	
- Mr. Ghanashyam Walavalkar	30,895
Interest on ICD Payable to	
- M/s. Renaissance Jewellery Limited	2,794,661
Total	**3,371,375**

9. Short Term Provision

	30 September 2017 ₹
Provisions	
Tax Provision (net of tax paid)	
- Schedule 9(a)	104,509
Total	**104,509**

	30 September 2017 ₹
11. Non-current investments	
Long Terms (valued at cost unless stated otherwise)	
Trade investments	
Equity Instruments (quoted)	
Investment in Holding Company	
Equity Shares of ₹ 10 each of Renaissance Jewellery Limited	1,800
(Nos. of Equity Shares 80 PY : 80)	
Equity Instruments (unquoted)	
Investment in Subsidiaries	
Equity Shares of ₹ 10 each of Housefull International Limited	300,000,000
(Nos. of Equity Shares 30,000,000 P.Y. 30,000,000)	
Non-trade Investments	
Equity instruments (unquoted)	
Investment in others	
Equity Share of ₹ 10 each of Anived Trade Impex Pvt. Ltd (formerly known as Fancy Jewellery Pvt. Ltd)	-
(Nos. of Equity Shares Nil P.Y. 1)	
Equity Share of USD 1 each of Verigold.com Limited	-
(Nos. of Equity Shares 0 P.Y. 1)	
Equity Share of ₹ 10 each of Saraswat Co-operative Bank Limited	100
(Nos. of Equity Shares 10 P.Y. 10)	
Total	**300,001,900**
Aggregate amount of quoted investments	1,800
Market value of qouted investments	14,048
Aggregate amount of unquoted investments	300,000,100

12. Long-term Loans and advances

(Unsecured, considered good unless stated otherwise)	Non -current
	30 September 2017 ₹
Security deposit	
Unsecured, considered good	
BEST Deposit	30,000
Telephone Deposit	5,869
Total	**35,869**
Loan and advances to related parties	
Unsecured, considered good	-
(B)	-
Total (A+B)	**35,869**

13. Inventories (valued at lower of cost and net realizable value)

	30 September 2017 ₹
Rough Daimonds*	318,482
*(Represents inventory seized by the tax department)	
	318,482

14. Cash and bank balances

	30 September 2017 ₹
Cash and cash equivalents	
Balance with banks:	
On current accounts	203,222
Cash on hand	6,173
Total	**209,395**

15. Other current assets

	30 September 2017 ₹
Prepaid expenses	21,140
Others	
Receivable from	
M/s. Clean Max Enviro Energy Solutions Pvt. Ltd.	34,973
Dividend receivable from Saraswat Co-Op. Bank Ltd.	20
Advances Recoverable in cash or kind	
Vat receivable (F. Y. 16-17)	793,962
Total	**850,095**

16. Revenue from operations

	30 September 2017 ₹
Revenue from operations	
Sale of products	
Traded Goods	-
Revenue from operations (gross)	-

Details of product sold

	30 September 2017 ₹
Traded goods sold	
Cut & Polished diamonds	-
	-

17. Other income

	30 September 2017 ₹
Rent (Office Premises)	518,403
Long Term Gain on Buy Back of Shares	1,800
Total	**520,203**

18.Purchase of traded goods

	30 September 2017 ₹
Cut & Polished diamonds	-
Total	-

19. Employees Cost and its Benefit

	30 September 2017 ₹
Salary	270,000
EDLI Administrative Charges	150
EPF Administrative Charges	450
Contribution to MLW Fund	84
Total	**270,684**

20. Finance Cost

	30 September 2017 ₹
Bank charges	6,179
Interest on ICD	2,816,754
Total	**2,822,933**

21. Other expenses

	30 September 2017 ₹
Conveyance Expenses	
Legal Expenses	500
Membership and subscription	17,874
Printing & Stationery	325
Professional Fees	13,027
Profession Tax (Company)	2,500
Refreshment Expenses	100
ROC Filing Fees	9,600
Shop & Establishment Expenses	962
Society Maintenance Expenses	79,563
T.D.S. Filing Fees	178
Travelling Expenses	76
Total	**124,705**

22. Depreciation and amortization expense

	30 September 2017 ₹
Depreciation of tangible assets	131,498
Total	**131,498**

23. Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

	30 September 2017 ₹
Profit/(Loss) after taxation	(2,853,574)
Net profit / (Loss) for calculation of basic and diluted EPS	**(2,853,574)**
Weighted average number of equity shares in calculating basic EPS (In Nos)	6,500,000
Face value of share (in ₹)	10
Basic Earnings per share	(0.44)
Diluted Earnings per share	(0.44)

For and on behalf of the board of directors
N. Kumar Diamond Export Limited

Sd/- Sd/-

Hitesh M Shah Bhupen C Shah
Director Director

Place: Mumbai
Date : 14.12.2017

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH AT MUMBAI
COMPANY SCHEME APPLICATION NO. 1043 OF 2017

In the matter of the Companies Act, 2013 (18 of 2013)
AND
In the matter of Sections 230 to 232 of the Companies Act, 2013
AND
The Scheme of Merger by Absorption of House Full International Limited ("HFIL" or "Transferor Company 1") and N.Kumar Diamond Exports Limited ("NKDEL" or "Transferor Company 2") with Renaissance Jewellery Limited ("Applicant Company" or "Transferee Company") and their Respective Shareholders

Renaissance Jewellery Limited a Company)
Incorporated Under the Companies Act, 1956)
and having its Registered Office at Plot No 36A)
& 37 SEEPZ, Andheri (East), Mumbai – 400096)
…….....APPLICANT

FORM OF PROXY

I/We, being the member(s) of .....(nos.) shares of Renaissance Jewellery Ltd., hereby appoint:
1) .....of ..... having email id…….....……or failing him;

2) .....of ..... having email id…….....……or failing him;

3) .....of ..... having email id…….....……

and whose signature(s) are appended below as my/our proxy to attend for me/us and on my/our behalf the Meeting of Equity Shareholders of the Company, to be held on **Tuesday, February 27, 2018 at 12.30 PM. at Yuvraj Hall, Supremo Activity Centre, Matoshree Arts & Sports Trust, Jogeshwari - Vikroli Link Road, Andheri (E), Mumbai – 400 093** for the purpose of considering and, if thought fit, approving with or without modification(s), the Amalgamation embodied in the Scheme of Amalgamation of House Full International Limited and N.Kumar Diamond Exports Limited with Renaissance Jewellery Limited and their Respective Shareholders, at such meeting and at any adjournment(s) thereof, to vote for me / us and in my / our name(s) ……..... * (here,if 'for', insert "for", if 'against', insert "against", and in the latter case, strike out the words below after "Scheme of Amalgamation") the said Scheme of Amalgamation either with or without modification as my/our proxy may approve.
* (strike out what is not necessary)

Signed this……..... day of ….....…. 2018 DP Id/ Client Id / Folio No.: _____ No. of Share(s): _____ Name: _____ Address: _____ _____	Affix Re. 1/- Revenue Stamp Signature of shareholder

....

Signature of First Proxy holder Signature of Second Proxy holder Signature of Third Proxy holder

Notes:
1. Please affix Revenue Stamp before putting Signature.
2. Proxy must be deposited at the Registered Office of the Applicant Company, not later than Forty-Eight hours before the meeting.
3. In case of multiple proxies, proxy later in time shall be accepted.
4. All alterations made in the Form of Proxy should be initialed.
5. Proxy need not be a shareholder of the Applicant Company.

ATTENDANCE SLIP

RENAISSANCE JEWELLERY LTD

Regd.Office: Plot 36A & 37, Seepz, Andheri (E), Mumbai-400096
Tel: 022-4055 1200 Fax: 022-2829 2146, Web: www.renjewellery.com Email: investors@renjewellery.com
(CIN-L36911MH1989PLC054498)

Folio No.			**DP ID ***	
No. of Shares			**CLIENT ID ***	

SHAREHOLDERS ATTENDING THE MEETING IN PERSON OR BY PROXY ARE REQUESTED TO COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I hereby record my presence at the Meeting of the Equity Shareholders Renaissance Jewellery Limited, convened pursuant to order dated 19th January, 2018 of Mumbai Bench of the National Company Law Tribunal at Yuvraj Hall, Supremo Activity Centre, Matoshree Arts & Sports Trust, Jogeshwari- Vikhroli Link Road, Andheri (E), Mumbai–400 093 on **Tuesday, the 27th day of February, 2018 at 12.30 p.m.**

Name and address of Equity Shareholder:

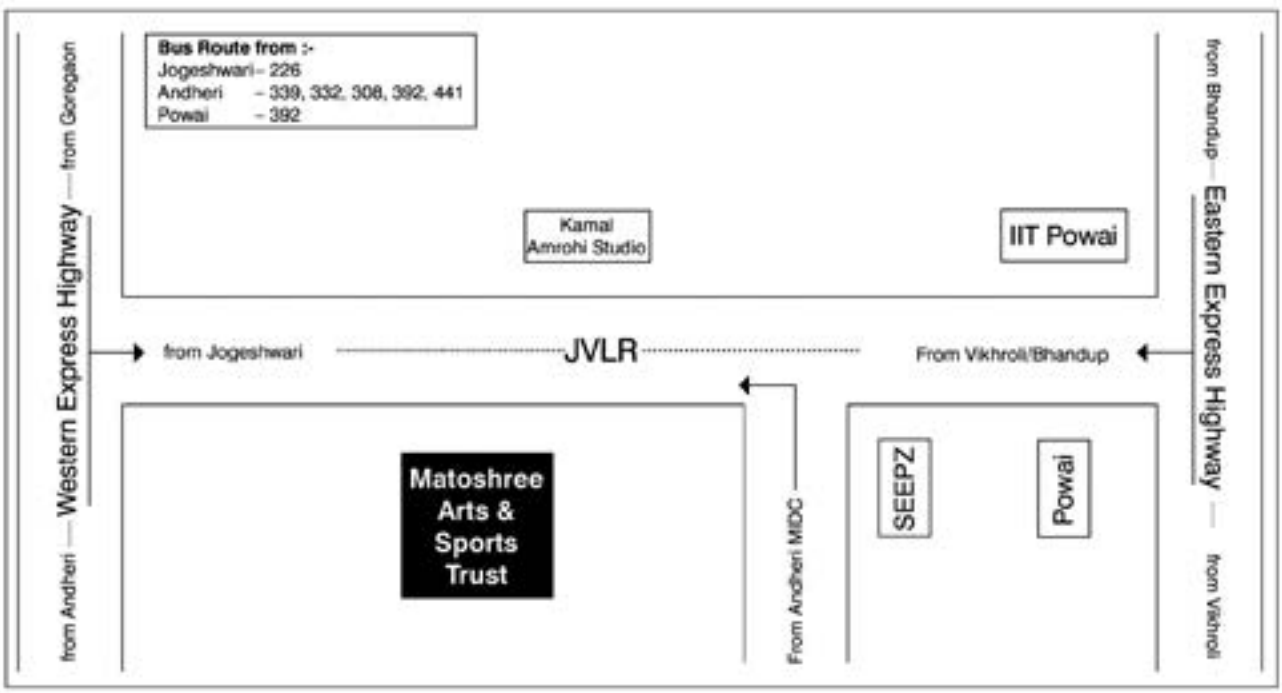
Signature : _____

Name of the Proxy **:** _____
(IN BLOCK LETTERS)

Signature : _____

Notes:

1. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting.
2. Shareholder / Proxy holder desiring to attend the meeting should bring his/her copy of the Notice for reference at the meeting.


from Andheri
Western Express Highway
from Goregaon
Bus Route from :-
Jogeshwari - 226
Andheri - 339, 332, 308, 392, 441
Powai - 392
Kamal
Amrohi Studio
IIT Powai
from Bhandup
Eastern Express Highway
from Vikhroli
from Jogeshwari
JVLR
From Vikhroli/Bhandup
Matoshree
Arts &
Sports
Trust
From Andheri MIDC
SEEPZ
Powai

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)

Sr.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, as specified in the Notice of the Company dated January 20, 2018, 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	Special Resolution – Approval of Amalgamation / Merger by Absorption of House Full International Limited and N Kumar Diamond Exports Limited with Renaissance Jewellery Limited and their Respective Shareholders.			

Place : _____

Date : _____

_____
Signagure of Member / Beneficial Owner

Email : _____Tel: _____

ELECTRONIC VOTING PARTICULARS

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

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

Note:

(i) Please read the instructions printed overleaf before exercising your vote through this form or e-voting.

(ii) For e-voting, please read the instructions printed under Notice dated January 20, 2018. The Voting period begins on Saturday, January 27, 2018 at 9.00 a.m. and ends on Monday, February 26, 2018 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 Monday, February 26, 2018 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, January 19, 2018.

10. The result of the Postal Ballot will be declared on or before Thursday, March 01, 2018 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 for e-voting is enumerated in the Notes to the Notice of this Meeting.

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