RENAISSANCE JEWELLERY LTD.

Ref. No.: RJL/S&L/2018/27

February 28, 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
Scrip Code: 532923	Script Symbol: RJL

Dear Sir/Madam,

Sub: Outcome of Meeting of the Equity Shareholders convened pursuant to Order of the Hon'ble National Company Law Tribunal (NCLT) and submission of voting results pursuant to Regulation 30 and 44 respectively of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is to inform that the meeting of the Equity Shareholders of the Company Pursuant to order dated 19th January, 2018 of the Mumbai Bench of the National Company Law Tribunal (NCLT Conveyed Meeting) was held on 27th February, 2018 and the business mentioned in the Notice dated 20th January 2018 was transacted. In this regard, please find enclosed the followings:

1. Outcome of NCLT Convened Meeting of the Equity Shareholders and voting results as required under Regulation 30, Part-A of Schedule-III and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 respectively (Annexure-I).

2. Report of Scrutinizer dated 27th February, 2018, Pursuant to order of the NCLT and as per the Companies Act, 2013 and Rules 20(4) (xii), 22(9) of the Companies (Managements and Administration) Amendment Rules, 2015 (Annexure-II).

Kindly take the same on your records.

Thank You

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

Renaissance Jewellery Limited MUMBAI

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

Encl.: As above

RENAISSANCE JEWELLERY LTD.

ANNEXURE-1

Outcome of the NCLT Convened Meeting and voting results

The NCLT Convened Meeting of equity shareholders of the Company was held on 27th 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.

After ascertaining that the required quorum was present, the Chairman of the meeting called the meeting in order. The Chairman informed that the meeting was convened pursuant to the order dated 19th January, 2018 of the Mumbai Bench of the National Company Law Tribunalin the matter of Scheme of Merger by Absorption of House Full International Limitedand N Kumar Diamond Exports Limited with Renaissance Jewellery Limited and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013. He further informed that vide the said order, NCLT has appointed him as the Chairman to preside over the meetings.

The Chairman informed that the Company had provided the Equity Shareholders facility to cast their vote electronically and by post ballot, on the resolution set forth in the Notice dated 20th January 2018. The Equity Shareholders who were present at the NCLT Convened Meeting and has not cast their votes electronically or by postal ballot were provided an opportunity to cast their votes by poll at the meeting.

The Chairman briefed the meeting about the proposed scheme.

The following item of business, as per the notice dated 20th January 2018, was transacted at the meeting:

Date of the Meeting:	27th February,2018
Total Number of Shareholders on record date (As on 19th January 2018)	10352
No. of Shareholders present in the meeting either in person or through proxy:	58
Promoters and Promoter Group	1
Public:	57
No. of Shareholders attended the meeting through Video Conferencing:	NIL
Promoters and Promoter Group	NA
Public:	NA

RENAISSANCE JEWELLERY LTD.

Agenda –wise disclosure

Item No.1:

To approve Resolution pursuant to provisions of Section 230 of the Companies, Act 2013 read with relevant Rules and applicable law for approval of the Scheme of Merger by Absorption of House Full International Limited and N Kumar Diamond Exports Limited with Renaissance Jewellery Limited and their respective shareholders of the Company;

Resolution required (Ordinary/Special)	Requisite Majority
Whether promoter/promoter group are interested in agenda/resolutions?	NA

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of Votes in against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
*Promoter and Promoter Group	E-Voting	13359580	13359508	99.9995	13359508	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	**13359580**	**13359508**	**99.9995**	**13359508**	**0**	**100.0000**	**0**
Public Institutional	E-Voting	16947	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	Total	**16947**	**0**	**0**	**0**	**0**	**0**	**0**
Public Non Institutional	E-Voting	5502913	544597	9.8965	544291	306	99.9438	0.0562
	Poll		534	0.0097	534	0	100.0000	0.0000
	Postal Ballot		834780	15.1698	833442	1338	99.8397	0.1603
	Total	**5502913**	**1379911**	**25.0760**	**1378267**	**1644**	**99.8809**	**0.1191**
Total		**18879440**	**14739419**	**78.0713**	**14737775**	**1644**	**99.9888**	**0.0112**

***Note:** The votes cast by the "Public Shareholders" in favour of the resolution mentioned in Notice dated 20th January 2018 are more that the number of votes cast by the "Public Shareholders" against it and hence resolution was passed with requisite majority.*

The Hon'ble National Company Law Tribunal vide order dated 19th January, 2018 had appointed M/s V.V. Chakradeo & Co, Practicing Company Secretary, Mumbai as the Scrutinizer to conduct the voting through electronics means, postal ballot and poll process. Based on the scrutinizer's combined report dated 27th February, 2018 on voting through electronics means, Postal ballot and poll process conducted at the NCLT Convened Meeting of the Equity Shareholders of the Company, the resolution as set out in the notice dated 20th January 2018 is declared as passed with requisite majority.

This is for your information and records.

For **Renaissance Jewellery Ltd.**

Renaissance Jewellery Limited MUMBAI

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

V V CHAKRADEO & CO

COMPANY SECRETARIES

B – 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,
VILE PARLE EAST, MUMBAI 400 057.

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ANNEXURE-II

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act,2013 and Rule 21(2) of the Companies (Management and Administration) Rules,2014 and as per directions issued by Hon'ble National Company Law Tribunal, Mumbai Bench(NCLT) vide order dated 19th January,2018]

To,
Mr. Niranjan Shah
The Chairman appointed for the meeting,
Renaissance Jewellery Limited.

Meeting of the Equity Shareholders of Renaissance Jewellery Limited held on Tuesday, 27th 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 pursuant to Order of the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT convened meeting).

Sub: Combined Report of Scrutinizer in respect of votes cast by e-voting, postal ballot and poll on the resolutions proposed in the Notice dated 20th January 2018, by the Equity Shareholders of Renaissance Jewellery Limited at NCLT convened meeting.

Dear Sir,

I, Vidyadhar V. Chakradeo, Practicing Company Secretary (Membership No. 3382, COP No. 1705) appointed as Scrutinizer pursuant to directions issued by Hon'ble National Company Law Tribunal, Mumbai Bench, vide Order dated 19th January,2018 for the purpose of remote e-voting, postal ballot as well as the voting by poll taken on the below mentioned resolution at the NCLT convened meeting of the Equity Shareholders of Renaissance Jewellery Limited held on Tuesday, 27th 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, submit my report as under:

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act,2013 and Rules relating to e-voting , postal ballot and poll on the resolution contained in the Notice of NCLT convened meeting dated 20th January 2018. My responsibility as a Scrutinizer fore-voting , postal ballot and poll at NCLT convened meeting is restricted to making a consolidated Scrutinizer's Report based on the report generated from e-voting system of CDSL, an authorised agency engaged by the Company, ballot papers received and Poll taken at NCLT convened meeting.

1) The Company has appointed Central Depository Services Limited (CDSL) for the purpose of providing the facility of remote e-voting to the Equity Shareholders of the Company.
2) CDSL had set up an electronic voting facility on their website. Viz www.evotingindia.com . The Company had uploaded the item of business to be transacted at the NCLT convened meeting on the website of CDSL and also on its own website i.e. www.renjewellery.com .
3) The Company has also provided the facility of voting by postal ballot.
4) The notice clearly indicated the process and manner of voting by postal ballot and electronic means including step wise procedure for voting in a secure manner.
5) The cut-off date for the purposes of identifying the Equity Shareholders who will be entitled to vote on the resolution was Friday, 19th January 2018.
6) As per the NCLT Order dated 19th January, 2018 and as per Rule 20(4)(v),22(3) of the Companies(Management and Administration) Rules,2014,as amended, the Company release an advertisement, in English in Free Press Journal and Marathi in Navshakti on 22nd January, 2018.

V V CHAKRADEO & CO

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7) The postal ballot and remote e-voting period commenced on Saturday, January 27, 2018 at 9.00 am and ended on Monday February 2018 at 5.00 pm.
8) At the end of the voting period on Monday February 2018 at 5.00 pm, the voting portal was blocked forthwith. The same was unblocked on 27th February 2018 after voting process by poll was completed in the Presence of two witness viz. Mr. Amit Gadgil and Ms. Duhita Chakradeo.
9) At the Venue of the NCLT convened meeting of the Equity Shareholders held on 27th February, 2018, the facility to vote through polling paper was provided to those Equity Shareholders present in the meeting but could not participate through remote e-voting or postal ballot, Ballot papers were distributed to all the Equity Shareholders present in person or by proxy to enable the Equity Shareholders to vote.
10) At the Time fixed for poll by chairman, one ballot box kept for polling was locked in my presence.
11) The locked ballot box was subsequently opened in my presence along with two witness viz. Mr. Amit Gadgil and Ms. Duhita Chakradeo and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and authorisations/proxies lodged with the Company.
12) I find 27 Postal Ballots and Poll Papers as invalid.
13) The consolidated results of remote e-voting, postal ballot and the voting by poll are as under:

Item No. 1:
Ordinary Resolution:

To approve Resolution as mentioned in Notice of NCLT convened meeting dated 20th January 2018 pursuant to provisions of Section 230 to 232 of the Companies Act, 2013 read with relevant Rules and applicable law for approval of the Scheme of Merger by Absorption of House Full International Limited and N Kumar Diamond Exports Limited with Renaissance Jewellery Limited and their respective shareholders of the Company:

I. Voted in favour of the resolutions:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting by postal ballot	84	833442	99.84
Remote E-voting	32	13903799	100
Voting by poll at meeting	26	534	100
Total	**142**	**14737775**	

II. Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting by postal ballot	5	1338	0.16
Remote E-voting	3	306	0
Voting by poll at meeting	0	0	0
Total	**8**	**1644**	

Total number of valid votes casted under remote evoting, postal ballot and by poll	Postal ballot e-voting poll	834780 13904105 534
Total Valid votes		14739419

V V CHAKRADEO & CO

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III. Invalid votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Voting by postal ballot	19	4497
Remote E-voting	0	0
Voting by poll at meeting	8	26
Total	27	4523

Note: The votes cast by the "Public Shareholders" in favour of the resolution mentioned in Notice dated 20th January 2018 are more that the number of votes cast by the "Public Shareholders" against it and hence resolution was passed with requisite majority.

The resolution as set out in the notice of the NCLT convened meeting dated 20th January 2018 of the Equity Shareholders is passed with requisite majority.

The poll papers and relevant records were sealed and handed over to Mr. Niranjan Shah, Chairman of the meeting, for safe keeping.

Thanking you.

Yours faithfully,

Vidyadhar V. Chakradeo
Practicing Company Secretary

Membership No 3382
Certificate of Practice No 1705

Place: Mumbai
Date: 27th February, 2018