RENAISSANCE JEWELLERY LTD.

Ref. No.: RJL/S&L/2017/114

October 18, 2017

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

Sub.: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI Listing Regulation, 2015.

Dear Sir/ madam,

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations 2015), we are enclosing a copy of the Postal Ballot Notice and Postal Ballot Form seeking approval of the members for the following special resolutions by way of Postal Ballot including e-voting:

Item No.	Description of Special Resolution
1	To approve the Renaissance Jewellery Ltd. ("RJL") – ESPS Scheme 2017 and its Implementation through Trust.
2	To approve extending benefits of RJL- Employee Stock Purchase Scheme 2017 to the employees of Holding / Subsidiary Company (ies).
3	To approve offer to issue securities equal to or exceeding 1% but not exceeding 5% of the issued Capital of the Company during any one financial year to identified employees under RJL Employee Stock Purchase Scheme 2017.

The Postal Ballot Notice together with Explanatory Statement and Postal Ballot Form is sent to all the members of the Company, whose names appear in the Register of Member / Register of beneficial owners, as on October 13, 2017.

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 Thursday, October 19, 2017 at 9.00 a.m. and ends on Saturday, November 18, 2017 at 5.00 pm. Result of Postal Ballot Voting will be declared on or before Monday, November 20, 2017.

You are requested to take the same on record.

Thanking you,

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

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

Encl.: As above

RENAISSANCE JEWELLERY LTD.

CIN: L36911MH1989PLC054498
Regd. Office : Plot No. 36 A & 37, Seepz, Andheri (E), Mumbai – 400096
Tel 022- 4055 1200 | Fax : 022-2829 2146 | Email: investors@renjewellery.com | Web: www.renjewellery.com

Ref. No.: RJL/S&L/2017/109

POSTAL BALLOT NOTICE

Dear Shareholder,

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

The Explanatory Statements setting out the material facts and reasons for the resolutions is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. V. V. Chakradeo, a Practicing Company Secretary (Membership No.3382/CP. No. 1705) as the Scrutinizer (**"Scrutinizer"**) for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope.

In accordance with Regulation 44 of the Listing Regulations, Company is pleased to offer e-voting facility as an alternative to its Members to enable them to cast their votes electronically instead of physical Postal Ballot Form. Members desirous to opt for e-voting are requested to read the e-voting instructions given in the Notes. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other authorised director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before Monday, November 20,2017 at the Registered Office of the Company. The result of the postal ballot along with Scrutinizer's report will be posted on the Company's website - www.renjewellery.com and website of CDSL - www.evotingindia.com and on websites of Stock Exchanges i.e. www.bseindia.com and www.nseindia.com.

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India including any modification, amendment or re-enactment thereof for the time being in force, if any, the resolutions as contained in this Postal Ballot Notice shall be deemed to have been passed at a General Meeting of Members on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-Voting i.e. Saturday, November 18, 2017 the if the same are approved by the members of the Company with requisite majority.

SPECIAL BUSINESS:

ITEM NO. - 1:
Approval of the Renaissance Jewellery Ltd ("RJL") - Employees Stock Purchase Scheme 2017 and its implementation through Trust:

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 62 read with 67 of the Companies Act, 2013 ("the **Act"**), Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act read with rules framed there under, the SEBI (Share Based Employee Benefits) Regulations, 2014 (**"SEBI (SBEB) Regulations"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(**"SEBI (LODR) Regulations"**) as amended/re-enacted from time to time, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, the provisions of the Articles of Association of the Company and any other applicable laws (collectively "Applicable Laws"), approval of the Members be and is hereby granted to the Employee Stock Purchase Scheme of the Company i.e. "Renaissance Jewellery Ltd-Employees Stock Purchase Scheme 2017" ("ESPS-2017"), to be implemented by direct allotment of shares to employees by the Company and / or through the pool of shares available with the subsisting Employee Welfare Trust i.e., "RJL Employee Welfare Trust" of the Company ("Trust"), for the benefit of the Employees as defined under ESPS-2017, by way of issue and/ or offer and/or transfer of fully paid-up Equity Shares of the Company to Eligible Employees in terms thereof, at such price or prices, in one or more tranches and on such terms and conditions, as may be in accordance with ESPS-2017 and the Act, SEBI (SBEB)Regulations and Applicable Laws, such that the shares to be allotted/ transferred to the Eligible Employees, present and future, under ESPS – 2017 shall not exceed 15,00,000 equity shares of face value of ₹ 10 each.

RESOLVED FURTHER THAT the Scheme may also envisage provisions for providing financial assistance to the Eligible Employees to enable them to acquire, purchase or subscribe to the offer made under ESPS – 2017 in accordance with the provisions of the Act/Regulations.

RESOLVED FURTHER THAT the ESPS Compensation Committee established under the RJL ESPS-2008 be and is hereby re-named and re-designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI (Share Based Employee Benefits) Regulations, 2014 for the purposes of administration of ESPS-2017.

RESOLVED FURTHER THAT the Board or the Compensation Committee be and is hereby authorized to make any modifications, changes, variations, alterations or revisions to the ESPS-2017, as it may deem fit, from time to time and/ or amend, modify, alter, vary, suspend, withdraw or revise the ESPS-2017 from time to time in conformity with the provisions of the Act, SEBI (SBEB) Regulations and other Applicable Laws, circulars and guidelines, provided that such variation, amendment, modification or alteration is not detrimental to the interest of the employees of the Company. Provided further that the Board or the Compensation Committee shall be entitled to vary the terms of the schemes to meet any regulatory requirements.

RESOLVED FURTHER THAT the RJL Employee Welfare Trust ("Trust") be and is hereby authorized to allocate any subsisting shares already available with the Trust towards RJL - Employees Stock Purchase Scheme 2017 ("ESPS-2017") of the Company ("ESPS-2017") and to subscribe, hold, transfer, grant, allot and deal in the shares of the Company, in a single tranche or in multiple tranches, at such price(s) as may be decided by the Board / Compensation Committee from time to time, for purposes of ESPS-2017 and for the said purpose to do all such acts, deeds and things as may be incidental or ancillary or required in this regard.

RESOLVED FURTHER THAT the Company will first utilize the existing available pool balance of shares available in the Demat Account of the Trust for offering to the Eligible Employees of the Company and once the entire available pool balance of the Trust is exhausted; new Equity Shares, if required, will be allotted directly by the Company to the Eligible Employees in accordance with the ESPS – 2017.

RESOLVED FURTHER THAT all equity shares to be issued and allotted under ESPS-2017 as aforesaid shall rank pari-passu including dividend inter-se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any, additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the shares allotted/transferred earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted/transferred on acceptance of offer under the ESPS-2017 and shares offered under the ESPS-2017 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10 per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been offered under the ESPS-2017.

RESOLVED FURTHER THAT without prejudice to the generality of the above the Board, which includes the Compensation Committee is authorised to formulate, evolve, decide upon and implement the ESPS-2017, determine the detailed terms and conditions of the aforementioned ESPS-2017 including but not limited to the quantum of the shares offered per employee, the number of shares offered in each tranche, the terms or combination of terms subject to which the said offer, the exercise period, instances where such offer shall lapse and to offer such number of Shares, to such employees of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the ESPS-2017 and as the Board or the Compensation Committee may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the new Equity Shares allotted, if any, under the ESPS-2017 on the Stock Exchanges, where the Shares of the Company are listed in accordance with the provisions of the SEBI SBEB Regulations, the SEBI LODR Regulations and other applicable laws and Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESPS-2017 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Compensation Committee or such other Committees, with power to sub-delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

ITEM NO. – 2:
To approve extending benefits of RJL - Employees Stock Purchase Scheme 2017 to the employees of Holding/Subsidiary Company (ies):

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 62 read with 67 of the Companies Act, 2013 ("the **Act"**) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, the Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto ("the **SEBI SBEB Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **SEBI LODR Regulations**"), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary and subject to such consents, permissions, sanctions and approvals 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 include any Committee including the Compensation Committee to exercise the powers conferred by this Resolution), consent and approval of the members is accorded to the Board / Compensation Committee to extend the benefits of RJL - Employees Stock Purchase Scheme 2017 (**"ESPS-2017"**) proposed in the resolution number 1 above to such persons who are in the permanent employment of the Holding/Subsidiary company(ies) (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), (hereinafter referred to as "Holding/Subsidiary Companies"), whether working in India or out of India and to the directors of the Holding/Subsidiary Companies, and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board, and selected on the basis of criteria prescribed by the Board, at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESPS–2017.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board (including the Compensation Committee) or the officers who may be authorized by the Board in this regard, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

ITEM NO. – 3:
Offer to issue securities equal to or exceeding One per cent but not exceeding Five per cent of the issued Capital of the Company during any One financial year to identified employees under RJL - Employees Stock Purchase Scheme 2017:

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 62 read with 67 of the Companies Act,2013 ("the **Act"**) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, the Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto ("the **SEBI SBEB Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **SEBI LODR Regulations**"), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary and subject to such consents, permissions, sanctions and approvals 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 include any Committee including the Compensation Committee to exercise the powers conferred by this Resolution) and notwithstanding ceiling limit to offer shares under ESPS – 2017 during any one Financial Year to any employee or director of the Company or it's Holding / Subsidiary company(ies), not exceeding One per cent of the issued Capital of the Company, consent and approval of the members is accorded to the Board / Compensation Committee for making an offer to identified employees under 'RJL - Employees Stock Purchase Scheme 2017 ("ESPS-2017")' during any One year, equal to or exceeding One per cent but not exceeding Five per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Offer made in one or more tranches, on such terms and in such manner as stated in "RJL - Employees Stock Purchase Scheme 2017 ("ESPS-2017").

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board (including the Compensation Committee) or the officers who may be authorized by the Board in this regard, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

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

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

G.M. Walavalkar
GM - Legal & Company Secretary

Mumbai, October 13, 2017

NOTES:

1. The Board of Directors of the Company on October 13, 2017, has approved the issuance of this Postal Ballot Notice. The explanatory statement pursuant to Section 102 of the Act setting forth the material facts and reasons for the proposed Special Resolutions are annexed herewith. The Postal Ballot Notice shall also be available on the website of the Company www.renjewellery.com.

2. Members whose names appear on the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, October 13, 2017, being cut-off date will be considered for the purpose of postal ballot voting / e-voting. A person who is not a Member as on cut-off date shall treat this Notice for information purpose only.

3. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Friday, October 13, 2017.

4. The Notice is being sent to all the Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, October 13, 2017. The Electronic Copy of the Postal Ballot Notice is being sent to Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members whose email IDs are not registered, physical copies of the Notice along with Postal Ballot Form are being sent by permitted mode.

5. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through physical ballot form can request for a Ballot Form at Link Intime India Private Limited, Unit: Renaissance Jewellery Limited, C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083 or they may also address their request through e-mail to: rnt.helpdesk@linkintime.co.in. The Postal Ballot Form may also be downloaded from the Company's website www.renjewellery.com.

6. There will be only one Postal Ballot Form for every folio irrespective of the number of joint shareholder(s).

7. Resolutions passed by the Members with requisite majority through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

8. A Member cannot exercise his vote by proxy on postal ballot.

9. Resolutions passed by the Members with requisite majority through postal ballot shall be deemed to have been passed on the last date of receipt of Postal Ballot Forms /e-voting (i.e. Saturday, November 18, 2017 at 5.00 p.m.). All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during the office hours on all working days until the last date for receipt of votes by postal ballot/e-voting.

10. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Saturday, November 18, 2017 at 5.00 p.m., being the last date for receipt of the completed Postal Ballot Forms - to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the concerned Member.

11. The Scrutinizer will submit his report after completion of the scrutiny of ballot forms/e-voting and the result of the Postal Ballot will be announced on or before Monday, November 20, 2017.

12. Incomplete, unsigned on incorrect, defaced or mutilated Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.

13. **Voting through electronic means:**
In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form by post. 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 Annual General Meeting may be transacted through e-voting as per details given below:

(a) Date and time of commencement of e-voting: **Thursday, October 19, 2017 at 9.00 a.m.**
(b) Date and time of end of e-voting, beyond which voting will not be allowed: **Saturday, November 18, 2017 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, October 13, 2017** may cast their vote electronically, irrespective of mode of receipt of AGM 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 Members can opt for only one mode of voting i.e. either through postal ballot or e-voting. In case Members cast their votes through both the modes, voting done through e-voting shall prevail and votes casted through Postal Ballot Forms shall be treated as invalid.

The instructions for Members for e-voting are as follows:
(Applicable in all cases whether POSTAL BALLOT NOTICE is received by e-mail or in physical form)

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

(b) If you are a first time user, then follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by income Tax Department (Applicable for both demat shareholders as well as physical shareholders) – Members who have not updated their PAN with the Company/ DP are requested to enter in the PAN field 10-digit sequence number printed in BOLD at TOP RIGHT SIDE of the address sticker affixed on . POSTAL BALLOT 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 —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.

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

ITEM NO. 1 AND 2:

Stock Purchase represents a reward system based on performance. They help companies attract retain and motivate the best available talent. Stock Purchase also provides a company with an opportunity to optimise its personnel costs. This also provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company. Your Company believes in rewarding its Employees including employees of the Holding/Subsidiary Company (ies), if any, for their continuous hard work, dedication and support, which has led the Company and its Holding/Subsidiary Company(ies) on the growth path.

Keeping in line with the above, 'RJL - Employees Stock Purchase Scheme 2017 ("ESPS-2017")' has been formulated by the Company and to be implemented by Compensation Committee constituted under Section 178 of the Companies Act, 2013 in accordance with the requirements of Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") issued by SEBI and other applicable laws. The Scheme has been approved by the Board of Directors by passing the Circular Resolution on October 13, 2017, subject to the approval of the members.

ESPS-2017 contemplates combination of fresh issue of shares directly by the Company to employees and /or to utilise the balance shares available in the Demat A/c of the RJL Employee Welfare Trust, 2008 (**"Trust"**). If the existing pool available with the Trust is exhausted then the Company may allot fresh shares to the Employees. The Company would take necessary approvals from the Stock exchanges, if required in case of fresh issue of shares to the Employees.

The Scheme will be operated and administered under the superintendence of the Company's Compensation Committee, which is a Committee of the Board of Directors, the majority of whose Members are Independent Directors. The Compensation Committee will formulate the detailed terms and conditions of the Scheme including:

- Offer to be made to any Employee, and in the aggregate;
- Period in which the offer can be accepted;
- The conditions under which offer made to the Employees may lapse in case of termination of Employees for misconduct;
- The exercise period within which an Employee should accept the offer, and lapsing of offer on failure to acceptance within the exercise period and determination of exercise price which may be different for different class/ classes of Employees falling in the same tranche of offer issued under ESPS-2017;
- The right of an Employee to exercise all the offer made to him at one time or at various points of time within the exercise period;
- The procedure for making a fair and reasonable adjustment to the number of offers and to the exercise price in case of rights issues, bonus issues and other corporate actions;
- The accept the offer in case of Employees who are on long leave; and
- Any other related or incidental matters.

Brief Description of the Scheme is given as under:

The Company has instituted ESPS-2017 to grant equity-based incentives to its eligible employees in order to inter-alia attract and retain talented employees and reward their performance. The Company already has an established Trust called the "RJL Employees Welfare Trust" which will be used for implementation and administration of ESPS-2017.

a) The total number of shares/benefits

The total number of shares that may, in the aggregate, be issued would be such number of shares which shall entitle the employees to acquire in one or more tranches upto 15,00,000 equity shares of ₹ 10 each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the employees offered. Accordingly, if any additional Equity Shares are offered by the Company to the Employees for making such fair and reasonable adjustment, the above ceiling Shares shall be deemed to be increased to the extent of such additional equity shares issued

b) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

Following employees shall be entitled to participate and be beneficiaries in the Scheme:-

(i) a permanent employee of the Company working in India or out of India;
(ii) Director of the Company whether whole-time or not, and
(iii) an employee defined in Sub-clauses (i) and (ii) hereof of one or more Holding and/or Subsidiary Company(ies)whether in or outside India, but does not include:
  a. an employee who is a Promoter or a person belonging to the Promoter Group;
  b. a Director who either by himself /herself or through his/her relatives or through any Body Corporate, directly or indirectly, holds more than 10% of the issued and subscribed Equity Shares of the Company; and
  c. an Independent Director within the meaning of the Companies Act and under Securities Board of India (Listing Obligations and Disclosure Regulations) Regulations, 2015.

The class of Employees eligible for participating in the Scheme shall be determined on the basis of the grade, number of years' service, performance, role assigned to the employee and such other parameters as may be decided by the Compensation Committee in its sole discretion from time to time.

c) Terms of the scheme:

(1) The Company shall not vary the terms of the schemes in any manner, which may be detrimental to the interests of the Employees: Provided that the company shall be entitled to vary the terms of the schemes to meet any regulatory requirements.
(2) Subject to the proviso to sub-regulation (1), the company may by special resolution in a general meeting vary the terms of the schemes offered pursuant to an earlier resolution of the general body but not yet accepted by the employee provided such variation is not prejudicial to the interests of the Employees.
(3) The notice for passing special resolution for variation of terms of the schemes shall disclose full details of the variation, the rationale therefore, and the details of the Employees who are beneficiaries of such variation.
(4) The Company may re-price the shares offered as the case may be which are not accepted, due to fall in the price of the shares in the stock market; Provided that the company ensures that such re-pricing shall not be detrimental to the interest of the employees and approval of the shareholders in general meeting has been obtained for such re-pricing.

d) Transferability of Offer:

The Offer made to an Employee under the terms of this Scheme shall not be transferable to any person and it shall not be sold, assigned, pledged, hypothecated, mortgaged or otherwise transferred or alienated in any manner, other than by execution of a will or through succession in favour of legal heirs in case of death of the Employee. The offer to an Employee under this Scheme may be exercised only by the Employee.

e) Requirements of Offer & Period of Offer

The Offer may be made in one or more tranches, subject to the terms and conditions of Offer, as stipulated in the ESPS-2017.

Following table shall be applicable in case of various scenarios in case of cessation of Employment:

(1) In the event of Resignation/termination of the Employee's employment with the Company for any reason other than death, permanent incapacity or superannuation, the shares offered to the Employee not yet allotted/transferred as on the date of such resignation/termination shall lapse.
(2) In the event of termination of the Employee's employment with the Company as a result of his total or permanent disability or superannuation, all the shares offered to him which are not yet allotted/transferred as of the date of such total or permanent disability or superannuation can be accepted by him.
(3) In the event of death of an Employee while in employment of the Company and who would have continued to be in the service of the Company but for his death, Offer of shares to him which are not yet allotted/transferred can be accepted by his legal heirs.
(4) In case of any other cessation event, the Compensation Committee/Board will have the right to decide the status of offer made to their employees which are not yet allotted/transferred under this Scheme.

*The Board/ Compensation Committee, at its sole discretion shall decide the date of cancellation of Offer and such decision shall be binding on all concerned.

f) Period for which the shares are locked in

Unless otherwise specified in the Offer, the Shares shall have a lock-in period of one year from the date of transfer/allotment.

g) Exercise price or pricing formula

The Exercise Price shall be equal to the face value or any other price as may be decided by the Compensation Committee. In any case, the Exercise Price per share under the offer shall not be less than the face value of shares and it may be different for different class/ classes of Employees falling in the same tranche of Offer issued under ESPS–2017.

h) Exercise period and process of exercise

Unless specified in the offer document, the Shares offer under the Scheme shall be Exercisable by the Employee within a period of 30 days from the date of offer.

All Employees shall deliver a duly signed written notice of acceptance, in the prescribed form, to the Compensation Committee / Company Secretary within the Exercise Period setting forth the number of Share to be accepted, the Exercise Date and the method of payment of the Exercise Price.

No person other than the Employee would be entitled to accept the offer in full or in part. Any Employee who wishes to accept an offer made must deliver an acceptance, in such form as the Board/Compensation Committee may from time to time prescribe, duly completed and signed as required therein, to the Board/Compensation Committee on or before the Closing Date stated in the offer.

At the time of acceptance of offer, a further amount as may be required to be paid by the Employee as required by Income Tax rules, from time to time payable per share will also be paid by employee to the Company. Company shall deduct/collect income tax at source as may be required by law.

Upon receipt of the full amount of the Exercise Price and related amount of Tax Deducted as Source (TDS) /withholding tax, if any, in respect of the shares to be issued/transferred, the Company/ESPS Trust shall within one month of the payment of Exercise Price & TDS/withholding tax effect allotment / transfer to the Employee.

i) Appraisal Process for determining the eligibility of Employees to the Scheme.

The appraisal process for determining the eligibility of the Employee will be specified by the Compensation Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Compensation Committee.

j) Maximum number of shares to be issued per Employee and in the aggregate

The number of shares under the offer can be made to any specific employee under ESPS-2017 shall not exceed the number of Shares equivalent to 1% of the Issued Share Capital of the Company and in aggregate if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

k) Certificate from auditors

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

l) Whether the scheme is to be implemented and administered directly by the Company or through a Trust

The Scheme will be implemented and administered through a combination of fresh allotment by the Company/transfer by the Trust under the guidance of the Board/Compensation Committee.

m) Whether scheme involves new issue of shares by the Company or Secondary acquisition by the Trust

The Scheme involves combination of fresh issue of shares offered to the Eligible Employees and utilising the existing available pool balance of shares in the Demat Account of the RJL Employee Welfare Trust, 2008. Further the Trust will allot those shares to the Employees of the Company in accordance with the Scheme as well as under the general direction and supervision by the Board/Compensation Committee.

The Company does not intent to acquire shares through the Secondary Market.

n) The amount of loan to be provided for implementation of the scheme(s) by the Company to the Trust for the purposes of the Scheme

The amount already lent to the Trust will be refunded to the Company upon the acceptance of offer of shares made to the Eligible Employees and realization of price by the Trust.

o) Disclosure and accounting policies

The Company shall conform to the accounting policies specified by Securities & Exchange Board of India as perthe SEBI SBEB Regulations, amended from time to time and relevant Accounting Standard as may be prescribed by the Institute of Chartered Accountants of India (ICAI) / as per IND AS from time to time.

p) Method of Valuation

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors Report; if it is so required and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors Report.

q) Other terms

The Board of Directors or the Compensation Committee as authorized may subject to compliance with Applicable Laws, at any time alter, amend, suspend or terminate the ESPS–2017, provided that such variation, amendment, modification or alteration is not detrimental to the interest of the employees of the Company. Provided further that the Board of Directors or the Compensation Committee shall be entitled to vary the terms of the Scheme to meet any regulatory requirements.

Further the Company may provide financial assistance to the Eligible Employees to enable them to acquire, purchase or subscribe to the offer made under ESPS – 2017 in accordance with the provisions of the Act/Regulations.

As the Scheme would entail further shares to be offered to persons other than existing Members of the Company, consent of the members is sought pursuant to the provisions of section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of Regulation 6 of the SEBI SBEB Regulations.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 1 and 2, except to the extent of their shareholding entitlements, if any, under the ESPS Scheme.

Your Directors recommend the Resolution set out in Item No. 1 and 2 of the Notice for adoption by the Shareholders as Special Resolution/s.

Item No. 3

The resolution set out at Item No. 1 and Item No. 2 provides that a Company may Offer shares to an employee and to a director of the Company and its Holding/Subsidiary company (ies) under ESPS–2017 not exceeding one per cent of the issued capital of the Company in one year. However, the Company may identify certain employee/s to whom it may be necessary to offer exceeding one per cent in one year to ensure continuity of their service with the Company. The resolution as set out in Item No. 3 provides that the Company may offer equal to or exceeding One per cent but not exceeding Five per cent in One year to identified employee/s or director/s of the Company.

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

Your Directors recommend the Resolutions set out in Item No. 3 of the Notice for adoption by the Shareholders as special resolution.

Thanking you,

By order of the Board
For **Renaissance Jewellery Ltd.**

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

G.M. Walavalkar
GM-Legal & Company Secretary

Mumbai, October 13, 2017

RENAISSANCE JEWELLERY LTD.

CIN: L36911MH1989PLC054498
Regd. Office : Plot No. 36 A & 37, Seepz, Andheri (E), Mumbai – 400096
Tel 022- 4055 1200 | Fax : 022-2829 2146 | Email: investors@renjewellery.com | Web: www.renjewellery.com

POSTAL BALLOT FORM

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

Postal Ballot No.:

1. Name and Registered Address of the sole/first named Member :

2. Name(s) of Joint-Holder(s), if any :

3. Folio No./ DP ID / Client ID No. :

4. Number of equity shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s), as specified in the Notice of Postal Ballot of the Company dated October 13, 2017, 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 to approve the Renaissance Jewellery Ltd ("RJL") - Employees Stock Purchase Scheme 2017 and its implementation through Trust			
2	Special Resolution to approve extending benefits of RJL - Employees Stock Purchase Scheme 2017 to the employees of Holding/Subsidiary Company (ies).			
3	Special Resolution to approve Offer to issue securities equal to or exceeding One per cent but not exceeding Five per cent of the issued Capital of the Company during any One financial year to identified employees under RJL - Employees Stock Purchase Scheme 2017			

Place : _____

Date : _____

_____
Signature of Member / Beneficial Owner

E mail :_____ **Tel** _____

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	Default PAN / Sequence No.*
171013006	

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

Notes:

(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 the Note No. 13 to the Postal Ballot Notice dated October 13, 2017. The Voting period begins on Thursday, October 19, 2017 at 9.00 a.m. and ends on Saturday, November 18, 2017 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 05.00 PM on Saturday, November 18, 2017 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, October 13, 2017.

10. The result of the Postal Ballot will be declared on or before November 20, 2017 at the Registered Office of the Company.

11. The Postal Ballot shall not be exercised by a Proxy.

12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

13. A Member may request for a duplicate Postal Ballot Form, if so required.

14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

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