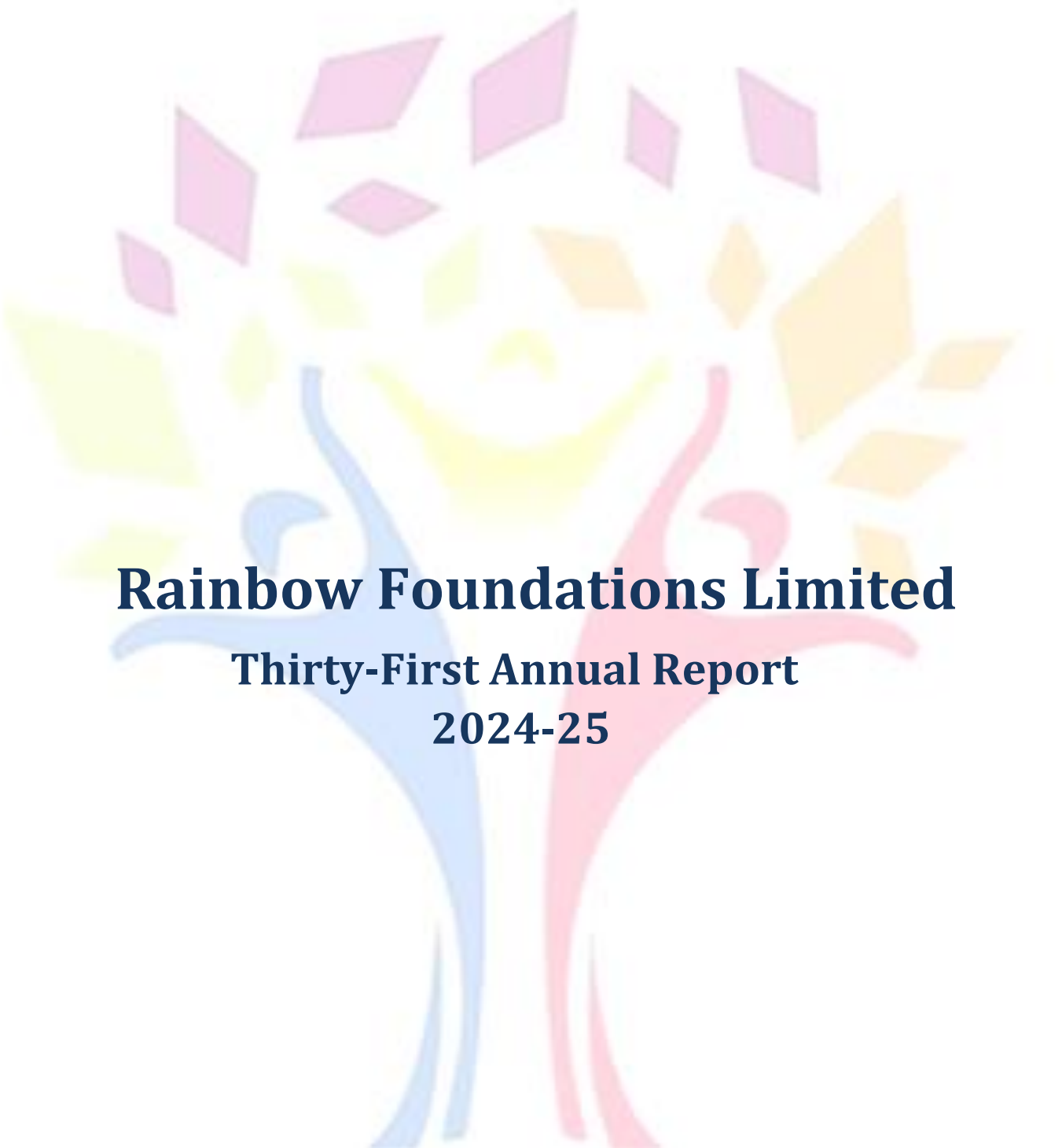




Rainbow Foundations Limited

Thirty-First Annual Report

2024-25

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BOARD OF DIRECTORS

- **Mr. Anop Chand Jain**, Managing Director.
- **Mr. Gajraj Jain**, Joint Managing Director.
- **Mr. Navin Jain**, Executive Director.
- **Mr.P.M.Manjith**, Independent Director.
- **Mr. Rikin Dilip Gandhi**, Independent Director.
- **Mrs. Maithri Jayakkar**, Independent Director.

KEY MANAGERIAL PERSONNEL

- **Mr.Anop Chand Jain**, Managing Director.
- **Mr. Gajraj Jain**, Joint Managing Director.
- **Mr. Nitesh Jain**, Chief Financial Officer
- **Mr. Ikkapadath Bilal Mohammadali**, Company Secretary.

AUDITORS

GASM DANSR AND CO
Chartered Accountant
Chennai-600034

SECRETARIAL AUDITOR

A. Ajay Kumar Bantia,
Practicing Company Secretary.

BANKERS

AXIS Bank -Chennai
ICICI Bank Limited- Chennai
HDFC Bank Limited-Chennai

NAME OF STOCK EXCHANGE WHERE THE COMPANY'S SHARES HAS BEEN LISTED
Bombay Stock Exchange Ltd., Mumbai

REGISTERED OFFICE

No.4, Thanikachalam Road, T.Nagar. Chennai-600017

DEMAT ISIN- INE230F01014

REGISTRAR AND SHARE TRANSFER AGENT

M/s. Cameo Corporate Services Limited

"Subramaniam Building" No.1, Club House Road, Chennai- 600 002 Ph: 044 28460390
Fax: 044 – 28460129

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NOTICE

NOTICE is hereby given that the Thirty-First Annual General Meeting of **Rainbow Foundations Limited** will be held on **Tuesday, 30th September 2025 at 10.30 A.M** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at No. 4, Thanikachalam Road, T. Nagar, Chennai, Tamil Nadu 600017 India.

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

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

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31st, 2025, and the reports of the Board of Directors and Auditors thereon, be and are hereby considered and adopted.”

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. GAJRAJ JAIN (DIN: 01182117), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, Mr. Gajraj Jain (DIN: 01182117), who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as the Director of the Company who continues to hold the position of Director.”

SPECIAL BUSINESS.

3. **APPOINTMENT OF MR. ASHISH JAIN (DIN: 06681377) AS AN EXECUTIVE DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 197, 160(1) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and subject to the other approvals, if any, as may be necessary, based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company and in respect of whom the company has received a notice in writing under Section 160(1) of the Act, the consent of the members be and is hereby accorded to appoint Mr. Ashish Jain (DIN: 06681377) as Executive Director of the Company at a remuneration as stated below:

Salary	Rs. 2,00,000 /- p.m.
Perquisites	1. One Company maintained car with driver for use of Company’s business and personal use. 2. Fees / Expenses of clubs used for business purpose not exceeding Rs.2,00,000/- p.a.

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	3. Entertainment expenses up to Rs. 1,00,000/- p.a. 4. Medical Re-imbursement. Expenses incurred for the Director and the family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years . 5. Leave travel Allowance For the Director and his family subject to a maximum limit of one month salary and this includes travel to abroad also. 6. Personal Accident insurance - Premium not to exceed Rs.25,000 p.a.
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RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the tenure of service of the director, the payment of salary, commission, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable to give effect to this Resolution”

4. **REGULARIZATION OF APPOINTMENT OF MR. RAGHUNATHDOGRA SATISHKUMARDOGRA (DIN:11240893) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, MR. RAGHUNATHDOGRA SATISHKUMARDOGRA (DIN: 11240893) who has been appointed as an Additional Director of the Company in the Independent category and has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) years from 14th August, 2025.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of Listing Regulations, as amended from time to time, applicable provisions of the Act and rules made thereunder, and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors, the consent of the Members be and is hereby accorded for appointment of MR. RAGHUNATHDOGRA SATISHKUMARDOGRA (DIN: 11240893) as a Non-Executive Independent Director of the Company, who has attained the age of

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Seventy Two years, for a term of 5 (five) years, commencing from 14th August, 2025

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable to give effect to this Resolution”.

5. **TO APPOINT MR. ABISHEK JAIN. (MEMBERSHIP NO: F10925/CP: 15508) PRACTISING COMPANY SECRETARY AS A SECRETARIAL AUDITOR FOR A PERIOD OF 5 YEARS.**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, Mr. Abishek Jain, (Membership No:F10925/CP: 15508) Practicing Company Secretaries, be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorised for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf”

**By Order of the Board of Directors.
Rainbow Foundations Limited.**

**Sd/-
Gajraj Jain
Joint Managing Director
DIN: 01182117**

**Place: Chennai
Date: 04th September, 2025.**

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NOTES:

GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE AGM THROUGH VC/OAVM FACILITY.

1. Members may please note that 31st Annual General Meeting (AGM) of RAINBOW FOUNDATIONS LIMITED ('the Company') will be held through Video Conference (VC)/Other Audio-Visual Means (OAVM) without the physical presence of the Members on Tuesday, September 30th, 2025, at 10.30 A.M. (IST), compliance with all the applicable provisions of the Companies Act, 2013 (the 'Act') and the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), read with the MCA General Circular No. 09/2024 dated September 19, 2024, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3rd, 2024 issued in this regard, the deemed venue for the AGM shall be the Registered Office of the Company.
2. In terms of the MCA Circulars, the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM.
3. In line with the aforementioned MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2024-25 ('the Annual Report') is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants. The Members may note that notice of the AGM and the Annual Report is also available on the website of the Company at www.rainbowfoundations.in, on the website of BSE Limited (BSE) at www.bseindia.com, and also on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
4. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
5. CDSL will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM.
6. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of its Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting and e-voting during the AGM. The said Resolution/Authorization shall be sent to the Company's e-mail address at rainbowfoundations@gmail.com.
7. Members are requested to check that the correct account number has been recorded with the depository. Members holding shares in electronic form are requested to intimate any change in their address, email id, signature or bank mandates to their respective DP with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to intimate such changes to the RTA of the Company by furnishing form ISR-1 and ISR-2. The said forms are available on the website of the Company at www.rainbowfoundations.in.
8. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members

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in respect of the shares held by them. Members holding shares in physical form who have not yet registered their nominations are requested to register the same by submitting Form No. SH 13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form SH-14. The said form can be downloaded from the Company's website at www.rainbowfoundations.in/formats.php. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company or Cameo Corporate Services Limited ("RTA/ Cameo") in case the shares are held in physical form, quoting their folio numbers.

9. The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the Record Date.
10. Members may join the AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 10:00 a.m. IST i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility at 11.00 a.m. IST i.e. 30 minutes after the scheduled time to start the AGM.
11. Members may note that the VC/OAVM facility, provided by CDSL, allows participation of 1,000 Members on a first-come-first-serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-serve principle.
12. Attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of considering the quorum under Section 103 of the Act.
13. Pursuant to the provisions of Section 108 of the Act and any other applicable provisions, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 44 of SEBI Listing Regulations, read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.
14. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depositories/ Depository Participant(s) ("DPs"). In case any Member is desirous of obtaining physical copy of the Annual Report for the F.Y. 2024-25, he/ she may send a request to the Company by writing at rainbowfoundations@gmail.com in mentioning their Folio No./ DP ID and Client ID.
15. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before Tuesday, September 30th, 2025 through e-mail on rainbowfoundations@gmail.com. The same will be replied by the Company suitably.

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16. All documents referred to in the Notice will also be available electronically for inspection, without any fee, by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to rainbowfoundations@gmail.com.
17. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent (“RTA”)/ their DPs, in respect of shares held in physical/ electronic mode, respectively.
18. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. Further, the transmission and transposition of securities shall also be affected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company’s RTA for assistance in this regard.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo.
20. SEBI vide circular dated April 20, 2018 has mandated the Company to collect copy of PAN and Bank account details from Members holding shares in physical form. Accordingly, individual letters are sent to those shareholders whose PAN and Bank account details are not available with the Company. Such shareholders are requested to provide the information at the earliest to the Company/RTA.
21. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of the AGM, may get themselves registered with our RTA by clicking the link: investors.cameoindia.com/ for obtaining the same.
22. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on September 23rd, 2025, may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com.

PROCESS TO EXPRESS VIEWS/SEEK CLARIFICATIONS

1. As the AGM is held through VC/OAVM, for the smooth conduct of the proceedings of the AGM, members are encouraged to send their queries in advance mentioning their Name, Demat account number/folio number, Mobile number at rainbowfoundations@gmail.com. before September 26th, 2025.
2. Members who would like to express their views or ask questions during the AGM may register as a speaker by sending email at rainbowfoundations@gmail.com mentioning their name, Demat account number/folio number, mobile number before September 26th, 2025. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The Company Reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER

1. The Share Transfer Books of the Company shall remain closed from Tuesday, 23rd September 2025 to Tuesday, 30th September 2025, both days inclusive.
2. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date i.e. 23rd September 2025 only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
3. The voting period will begin on 27th September 2025 and will end on 29th September, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
4. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the time of meeting.
5. Once the vote is casted by the member, it cannot be subsequently changed or voted again. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
6. The members who have casted their vote by remote e-voting facility may also attend the Meeting but shall not be entitled to vote again.
7. The facility for e-voting will also be made available during the AGM and the members, who could not cast their vote by remote e-voting facility, may cast their vote by e-voting during the AGM.
8. The Board of Directors of the Company has appointed ASJ & Associates, Company Secretaries in practice (Membership No. 10925) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed to scrutinize the voting process.
9. At the Annual General Meeting, at the end of the discussion on the resolution on which the voting is to be held, the Chairman would announce that e-voting for all those members who are present but have not casted their votes electronically using the remote e-voting facility.
10. The Scrutinizer shall, immediately after the conclusion of voting at AGM, unblock the votes casted through e-voting facility, in the presence of at least two witnesses who are not in the employment of the Company. The Scrutinizer will submit a consolidated Scrutinizer's Report of the total votes casted in the favor of or against, if any, to the Chairman of the Company. The Chairman, or any other person authorized by him, shall declare the voting result forthwith.
11. The results will be communicated to the Stock Exchange. The voting results along with the Scrutinizer's Report will be placed on the website of the Company www.rainbowfoundations.in, on the website of BSE Limited (BSE) at www.bseindia.com and also on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

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ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING/ SHARES IN DEMAT MODE

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, hereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 one-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individuals Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com. and click on Login icon and select New System My easi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly

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	3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders Holding securities in demat mode with NSDL Depository	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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Individual Shareholders (holding securities in demat mode) login through their DP	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

ACCESS THROUGH CDSL/NSDL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NONINDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- I. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- II. The shareholders should log on to the e-voting website www.evotingindia.com.
- III. Click on Shareholders
- IV. Now Enter your User ID

For CDSL	16 digits beneficiary ID
For NSDL 8	Character DPID followed by 8 Digits Client ID
Members holding shares in Physical Form	Folio Number registered with the Company

- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used

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VII. If you are a first-time user 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: - I. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. II. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number, after the first two characters of the name in CAPITAL letters E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
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 I. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

VIII. After entering these details appropriately, click on "SUBMIT" tab.

- IX.** Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company 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.
- X.** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI.** Click on the EVSN for the relevant <Company Name> on which you choose to vote
- XII.** 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

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- XIII.** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions details.
- XIV.** 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
- XV.** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVI.** You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page
- XVII.** If a Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII.** Shareholders can also use Mobile app. “m-Voting” for e-voting. M-voting app is available on iOS, Android & Windows based mobile. Shareholders may log into m-Voting using their e-Voting credentials to vote for the Company resolution(s)
- XIX.** 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 a compliance user should be create 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- XX.** 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
- XXI.** Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to Scrutinizer email id: evoting.asj@gmail.com with copy to Cameo email idInvestor@cameoindia.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name_ Event no”

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OTHER INSTRUCTIONS.

- I. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com>. under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- II. Shareholders are encouraged to join the Meeting through Laptops / iPads / Tablets for better experience.
- III. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- IV. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- V. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, DP ID Client ID/folio number, email id, mobile number at info@galadafinance.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, DP ID Client ID/folio number, email id, mobile number at rainbowfoundations@gmail.com These queries will be replied to by the company suitably by email.
- VI. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- VII. If have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
- VIII. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

VOTING AT AGM THROUGH VC/ OAVM

- IX. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting
- X. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM

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- XI.** If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting
- XII.** Shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.
- XIII.** The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 23rd September, 2025.

**By Order of the Board of Directors.
Rainbow Foundations Limited.**

**Sd/-
Gajraj Jain
Joint Managing Director
DIN: 01182117**

**Place: Chennai
Date: 04th September, 2025.**

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EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3 Appointment of Mr. Ashish Jain (DIN: 06681377) as an Executive Director of The Company.

Upon recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company to appoint Mr. Ashish Jain (DIN: 06681377) as the Executive Director of the company in respect of whom the company has received a notice in writing under Section 160(1) of the Act, subject to the approval of the members at this Annual General Meeting.

The remuneration payable to Mr. Ashish Jain as described in the resolution is Recommended by the Nomination & Remuneration Committee of the Company:

Salary	Rs. 2,00,000 /- p.m.
Perquisites	1. One Company maintained car with driver for use of Company's business and personal use. 2. Fees / Expenses of clubs used for business purpose not exceeding Rs.2,00,000/- p.a. 3. Entertainment expenses up to Rs. 1,00,000/- p.a. 4. Medical Re-imbursement. Expenses incurred for the Director and the family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years . 5. Leave travel Allowance For the Director and his family subject to a maximum limit of one month salary and this includes travel to abroad also. 6. Personal Accident insurance - Premium not to exceed Rs.25,000 p.a.

Mr. Ashish Jain has given consent for the said appointment and he is not disqualified from being appointed as a Director of the Company under Section 164 of the Companies Act, 2013 ("the Act").

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2, disclosures pertaining to the appointment of Director of the Company are provided in Annexure-1 to the Notice.

The Board of Directors of your Company recommends the Ordinary resolution in relation to appointment of Mr. Ashish Jain, Executive Director for the approval by the shareholders of the Company.

Except Mr. Ashish Jain, Executive Director and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this Resolution set out at Item No.3 of the notice.

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Item No. 4. Appointment of Mr. Raghunathdogra Satishkumardogra (DIN: 11240893), as an Independent Director (Non-Executive) of the Company.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 14th August, 2025, approved the appointment of Mr. Raghunathdogra Satishkumardogra (DIN: 11240893) as an Additional Director on the Board of the Company in Independent category for a term of 5 (five) years from 14th August, 2025 subject to approval of the shareholders of the Company.

The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member of the Company proposing Mr. Raghunathdogra Satishkumardogra (DIN: 11240893), as a candidate for the office of Director. The notice is available for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

In accordance with the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed company shall appoint a person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to the effect and justification for such appointment shall form part of the explanatory statement. Since, Mr. Raghunathdogra Satishkumardogra has attained age of 72 years, it also intended to seek approval of the members by way of special resolution.

The justification for appointment of Mr. Raghunathdogra Satishkumardogra along with Brief profile:-

He is Qualified as MA (English Literature and Linguistics) and Post Graduate Diploma in Information Technology. (PGITM), he also has 5 years' teaching experience in the English Department of Guru Nanak Dev University, Amritsar.

He has 31 years of experience as a member of the Indian Police Service which includes service in various ranks and various positions ranging from Assistant Superintendent of Police to Director General of Police.

He has Received President's Medal for Meritorious Service and President's Medal for Distinguished Service.

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2, disclosures pertaining to the appointment of Director of the Company are provided in Annexure-1 to the Notice.

The Board of Directors recommends the resolution at Item No. 4 of the Notice for the approval of members of the Company by way of Special Resolution.

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Item No: 05 To Appoint Mr. Abishek Jain. (Membership No:F10925/Cp: 15508) Practising Company Secretary as a Secretarial Auditor For A Period Of 5 Years.

The Board of Directors has recommended the appointment of ASJ & Associates, Practicing Company Secretaries represented by Mr. Abishek Jain, (Membership No:F10925/CP: 15508) as the Secretarial Auditor of the Company, pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and rules made thereunder to carry out Secretarial Audit for consecutive 5 years, i.e. from the FY. 2025-26 to FY. 2029-30.

Written consent of the Secretarial Auditors and confirmation to the effect that they are eligible and not disqualified to be appointed as the Auditors of the Company in the terms of the provisions of the Listing.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board of Directors recommends the Ordinary Resolution set out at Resolution No. 05 of the Notice for approval by the Shareholders.

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Annexure-1

Additional Information of Directors seeking appointment/reappointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standard-2.

Name of the Director	Mr. Gajraj Jain
Age	64 Years
DIN	01182117
Category	Managing Director
Date of first appointment on the Board as Director	07th June,1994
Qualification(s)	B.com
Expertise in Specific Functional Area	Real Estate & Property Development
Terms & conditions of Appointment	As per resolution mentioned in Item No.2 of the Notice
Details of remuneration sought to be paid, and remuneration last drawn.	For remuneration sought to be paid, please refer resolution remuneration last drawn. Mentioned in item No. 2 .For the FY 24-25 Rs. 24 Lakhs.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Gajraj Jain is brother of Mr. Anop Chand Jain, and he is the father other Key Managerial Personnel of the company of Mr. Nitesh Jain CFO, apart from this, he does not have any relationship with other Directors and Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	7
Directorships held in other public Companies, NIL including listed Companies [excluding foreign private Companies and deemed public Company] as on 31st March, 2025.	NIL
Memberships / Chairmanships of Audit and NIL Stakeholders' Relationship Committees of other Public Companies as on 31st March, 2025.	NIL
Number of shares held in the Company shares as on 31st March, 2025.	31,09,091 Equity shares of Rs. 10/-Each.

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Name of the Director	Mr. Ashish Jain
Age	34 Years
DIN	06681377
Category	Executive Director
Date of first appointment on the Board as Director	Proposed to appoint this AGM
Qualification(s)	MBA and Real Estate & Property Development
Expertise in Specific Functional Area	Marketing
Terms & conditions of Appointment	As per resolution mentioned in Item No.3 of the Notice
Details of remuneration sought to be paid, and remuneration last drawn.	For remuneration sought to be paid, please refer resolution remuneration last drawn. Mentioned in item No. 3. For the FY 24-25 Rs. 18 Lakhs (remuneration) as employee of the company
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Ashish Jain is son of Mr. Gajraj Jain, Joint Managing Director, apart from this, he does not have any relationship with other Directors and Key Managerial Personnel of the Company.
Number of Board Meetings attended during the year	NA
Directorships held in other public Companies, NIL including listed Companies [excluding foreign private Companies and deemed public Company] as on 31st March, 2025.	NIL
Memberships / Chairmanships of Audit and NIL Stakeholders' Relationship Committees of other Public Companies as on 31st March, 2025.	NIL
Number of shares held in the Company shares as on 31st March, 2025.	441100 Equity shares of Rs.10/-each

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Name of the Director	Mr. Raghunathdogra Satishkumardogra
Age	72 Years
DIN	11240893
Category	Non-Executive Independent Director
Date of first appointment on the Board as Director	14 th August, 2025
Qualification(s)	MA (English Literature and Linguistics) Post Graduate Diploma in Information Technology. (PGITM)
Expertise in Specific Functional Area	Legal
Terms & conditions of re-appointment A	As per resolution mentioned in Item No.4 of the Notice
Details of remuneration sought to be paid, and remuneration last drawn.	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
Number of Board Meetings attended during the year	NA
Directorships held in other public Companies, NIL including listed Companies [excluding foreign private Companies and deemed public Company] as on 31st March, 2025.	NIL
Memberships / Chairmanships of Audit and NIL Stakeholders' Relationship Committees of other Public Companies as on 31st March, 2025.	NIL
Number of shares held in the Company shares as on 31st March, 2025.	NIL

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BOARD'S REPORT

To,

The Members,

Rainbow Foundations Limited.

Your Directors take pleasure in presenting the 31st Annual Report on the business and operations of your Company, along with the Audited financial statements for the year ended 31st March 2025.

1. FINANCIAL RESULTS.

Particulars	Amount in Lakhs	
	For Financial Year ended 31.03.2025.	For Financial Year ended 31.03.2024
Total Income	15,707.15	9,720.55
Total Expenditure	14,603.90	9,291.02
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	4,282.31	2,917.81
Finance Charges	2,902.06	2,222.87
Depreciation	40.98	53.41
Profit/(loss) before Tax	1,103.25	429.53
Tax Expense	302.11	110.22
Net Profit/(Loss) After Tax	801.14	319.31
Profit/(Loss) carried to Balance Sheet	801.14	319.31
The proposed appropriations are		
Proposed Dividend	0	0
Corporate dividend tax	0	0
General reserve	0	0
Balance carried forward	801.14	319.31
Earnings Per Share Basic	1.61	0.64
Earnings Per Share Diluted	1.61	0.64

2. ECONOMIC REVIEW:

The short-term outlook seems challenging given external supply shocks and geopolitical tension, we do believe the government is doing the right things to ensure a sustainable growth path for the country and the operational momentum of your company is likely to be sustained by its healthy Balance Sheet and robust project Pipeline. Your company will focus on opportunistic growth in the current environment to create a healthy project pipeline.

3. OPERATIONAL AND FINANCIAL PERFORMANCE HIGHLIGHTS:

During the year under review, the turnover of the company has increased to Rs.15,612.50 Lakhs as compared to previous year turnover of Rs. 9348.28 Lakhs, the profits has increased to Rs.801.14 Lakhs as compared to previous year Profit of Rs. 319.31 Lakhs, The Earning per Share ('EPS') for the year is Rs. 1.61 as compared to Rs. 0.64 in the previous year.

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4. **CHANGE IN NATURE OF BUSINESS:**

During the year, there was no change in the nature of business of the Company.

5. **CORPORATE GOVERNANCE**

Your Company is committed towards maintaining high standards of Governance. The Report on Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), shareholders information together with a Corporate Governance Compliance Certificate from M/s GASM DANSR AND CO, Statutory Auditor of the Company confirming compliance, forms an integral part of this Report which is annexed herewith as "Annexure (A)"

6. **BOARD EVALUATION**

Pursuant to the provisions of the Act and Regulation 17 of the Listing Regulations, a formal evaluation was carried out by the Board of its own performance and that of its committees and individual directors.

During the year under review, one meeting of the independent directors was held wherein the performance of non-independent directors and the Board as whole were reviewed. The performance evaluation of committees and Independent Directors was carried out by entire Board excluding the director being evaluated. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Directors to effectively and necessarily perform their duties.

The final evaluation was thereafter deliberated and assessed taking into account inputs from the Board about evaluation of independent directors and various committees of the Board and suggesting action plan for improving Board performance and plan for next Board, its committee(s) and individual director's evaluation.

7. **INDEPENDENT DIRECTORS**

Definition of 'Independent Director' is referred in Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations. Based on the confirmation/disclosures received from the Directors and on evaluation of the relationships disclosed, the following Directors are Independent:

- Mr. Rikin Dilip Gandhi
- Mr. Pushpala Motiram Manjith
- Mr. Maithri Jayakkar

8. **NOMINATION & REMUNERATION POLICY**

Your Company has a Nomination & Remuneration policy for selection and appointment of Directors, Senior Management and fixing their remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 178 (4) of the Act. The said policy and the composition of the Nomination and Remuneration Committee have been stated in the Corporate Governance Report.

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9. **SHARE CAPITAL:**

During the year under review the Board of Directors of the Company has not issued any shares, hence the present Capital structure of the Company is as follows:

Share Capital		YEAR ENDED 31.03.2025.	YEAR ENDED 31.03.2024.
(a)	Authorised share Capital:		
	60,000,000 Equity Shares of Rs. 10/-each 50,000,000 Preference Shares of Rs. 10 each	1,100,000,000	1,100,000,000
(b)	Issued Share Capital:		
	49,617,900 Equity Shares of Rs. 10/- each	496,179,000	496,179,000
(c)	Subscribed and Paid up Capital :		
	49,617,900 Equity Shares of Rs. 10/- each	496,179,000	496,179,000

10. **DIVIDEND:**

No Dividend is recommended for the current financial year due to inadequate profit earned by the Company.

11. **TRANSFER TO RESERVES:**

No amount was transferred to reserves during the FY 2024-25.

12. **SUBSIDIARY COMPANIES/ ASSOCIATE COMPANIES/ HOLDING COMPANIES/ JOINT VENTURES:**

Your company does not have any subsidiaries, associate company and joint ventures during the year under review.

13. **MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY, OCCURRING AFTER BALANCE SHEET DATE:**

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the Report.

14. **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186:**

There were no Loans, Guarantees and Investments made by the company under the provisions of Section 186 of the Companies Act, 2013 (the Act) during the year under review and hence the said provision is not applicable.

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15. RELATED PARTY TRANSACTION:

Your Company has in place a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions. This policy has been approved by the Board and is available on the Company's website (www.rainbowfoundations.in).

During the year under review, the company has not entered into any contracts and arrangements as per Section 188 (1) of Companies Act, 2013.

16. DEPOSITS:

Your Company has neither accepted nor renewed any deposit during the year. As such, no amount of principal and/ or interest is outstanding as on the Balance Sheet date.

17. STATUTORY AUDITORS AND THEIR REPORT:

As per the provisions of Section 139 of the Act, M/s. GASM DANSR and Co, Chartered Accountants (ICAI Firm Registration No.005986S), were Reappointed as Statutory Auditors of your Company, to hold office until the conclusion of the 32nd Annual General Meeting.

As required under Regulation 33 of the Listing Regulations, Statutory Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

There are no qualifications, reservations or adverse remarks made by Statutory Auditors in their Report.

18. INTERNAL AUDITOR:

Pursuant to the provisions of Section 138 of the Companies Act, 2013, M/s. BKJ & Co. LLP Chartered Accountant, (Membership No: 243126), Chennai is appointed as the Internal Auditors of the Company for the period of three financial year (From 2022-23 to 2024 -25).

19. SECRETARIAL AUDIT:

The Board of Directors of the company had appointed Mr. A. Ajay Kumar Bantia, Practicing Company Secretary(CP -13620),having address at 1st Floor, No. 30 Raja Bather Street, T.nagar Chennai 600017 who has conducted the Secretarial Audit of the Company for the Financial Year 2024-2025. The Secretarial Audit report issued by him is attached to this report as Annexure-"B". As there are no qualifications, reservation or adverse remark or disclaimer made by the Company secretary in whole time practice in the secretarial audit report, the need for providing explanation or comments on the same by the Board of Directors does not arise.

20. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from un-authorized use or disposition. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls.

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21. FRAUD REPORTING:

During the year under review, there were no material or serious instances of fraud falling within the purview of Section 143 (12) of the Companies Act, 2013 and rules made thereunder, by officers or employees reported by the Statutory Auditors of the Company during the course of the audit conducted.

22. COST AUDITORS:

Cost Audit is not applicable to the Company. The Central government has not specified maintenance of cost records for the Company under Sub – Section (1) of section 148 of the Companies Act 2013. Therefore, there is no requirement for appointment of Cost Auditors.

23. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of your Company is duly constituted in accordance with the requirements of the Companies Act, 2013 read with the Listing Regulations.

24. MEETINGS OF THE BOARD AND ITS COMMITTEES

The details of (a) the meetings of the Board and its Committees held during the year; and (b) composition and terms of reference of the Committees are detailed in the Corporate Governance Report.

25. CODE OF CONDUCT

The Board has approved a Code of Business Conduct (Code) which is applicable to the Members of the Board and insiders. The Code of Business has been posted on the Company's website (www.rainbowfoundations.in). The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

A) Conservation of energy, technology absorption:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

B) Foreign Exchange Earnings and Outgo:

During the period under report, your Company had not earned any amount of foreign exchange nor had incurred expenditure on foreign exchange.

27. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as "Annexure (C1)".

A statement containing the names of top ten employees in terms of remuneration drawn and the name of every employee employed throughout the Financial Year was in receipt of remuneration of Rs.102 lakhs or more, or if employed for part of the year and in receipt of Rs.8.50 lakhs or more per month,

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pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as “Annexure (C2)”.

28. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

29. ANNUAL RETURN:

In accordance with the Companies Act, 2013, the annual return in the prescribed format is available at (www.rainbowfoundations.in.)

30. RISK MANAGEMENT POLICY:

Your Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

31. VIGIL MECHANISM POLICY:

The Company has established a vigil mechanism / whistle blower policy for Directors and employees to report their concerns, which is reviewed and updated from time to time. The said policy is available on the Company's website (www.rainbowfoundations.in.)

32. PREVENTION OF SEXUAL HARASSMENT POLICY:

Your company has always believed in providing a safe and harassment free work place for every individual working in the company's premises through various interventions and practices. The company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. The company have a formal Anti Sexual Harassment policy in line with the requirements of The Sexual Harassment of Workmen at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal complaints committee has been set up to redress complaints contractual, temporary and trainees are covered under the policy.

The Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is applicable to your Company.

Your Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

the year under review, the Company has not received any complaints from the employees with regard to Sexual Harassment.

33. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report for the year under review, as stipulated under Schedule V of the Listing Regulations, is forming part of this Annual Report as **Annexure D**.

34. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS, TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the period under review, there are no significant or material orders that were passed by the Regulators, Courts, and Tribunals which affects the Company's going concern status or operations.

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35. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- (a) in the preparation of the annual Financial Statements for the year ended March 31st, 2024, the applicable accounting standards has been followed along with proper explanation relating to material departures;
- (b) your directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year March 31st, 2023 and of the profit of the company for the period ended March 31st, 2023.
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Annual Financial Statements have been prepared on a going concern basis; and
- (e) the directors had devised proper internal systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- (f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

36. ACKNOWLEDGEMENTS:

Your Directors wish to place on the record their deep sense of appreciation to the devoted services, unstinted support and excellent service rendered by all the customers, Professional colleagues and bankers.

FOR RAINBOW FOUNDATIONS LIMITED

Place: Chennai
Date: 04.09.2025

ANOP CHAND JAIN
Managing Director
DIN: 02215110

GAJRAJ JAIN
Joint Managing Director
DIN: 01182117

REPORT ON CORPORATE GOVERNANCE

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by conducting business with a firm commitment to values, while at the same time, meeting stakeholders' expectations.

The Company firmly believes that maintaining the highest standards of Corporate Governance is the implicit rule that determines a management's ability to make sound decisions and to perform efficiently and ethically in the best interest of its shareholders and other stakeholders to create value for all.

Your Company has a Code of Conduct, the governing principle for its Directors and Employees and also a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders. Your Company is also having

(a) Policy on Related Party Transactions,
(b) Vigil Mechanism / Whistle Blower Policy,
(c) Policy on determination of legitimate purpose; and
(d) familiarization program imparted to Independent Directors, etc. The said policies are available on the website of your Company at <http://www.rainbowfoundations.in>.

Your Company is in compliance with Corporate Governance requirements specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, and Secretarial Standards as of March 31st, 2025 and presents the following Report.

Board of Directors

The Board of Directors (Board) determines the purpose and values of the Company. The primary role of the Board is that of trusteeship so as to protect and enhance stakeholders' value through the strategic supervision of the Company and its subsidiaries, exercising their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders.

They ensure that the Company complies with all relevant laws, regulations, governance practices, accounting and auditing standards. They identify key risk areas and key performance indicators of the Company's business and constantly monitor these factors.

The Board of the Company has an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to expertise in their areas of specialization. As on March 31st, 2025, the Board comprised of six directors out of whom 3 are Non-Executive Independent Directors (Consisting of one women Director) and 3 are Executive Directors.

None of the Directors on the Board are members of more than 10 committees or act as Chairperson of more than 5 committees across all listed companies, in which he/she is a director. The names and categories of Directors on the Board, their other directorships and shareholding in the Company are given below:

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Name of the Director	DIN	Category	Percentage of Shareholding as of March 31, 2025.	No. of Directorship held**		Committees. ~	
				Public	Private	Chairman	Member
Gajraj Jain	01182117	Managing Director, Executive Director	6.27%	1	-	-	-
Anop Chand Jain	02215110	Managing Director, Executive Director	5.33%	1	-	-	-
Pushpala Motiram Manjith	02161987	Non-Executive Independent Director	-	1	4	-	3
Rikin Dilip Gandhi*	05262533	Non-Executive Independent Director	-	1	1	-	3
Maithri Jayakkar	07155574	Non-Executive Independent Director	-	1	-	3	-
Navin Jain	02213825	Executive Director	5.13%	2	-	-	-

****Number of Directorship held in public companies includes directorships in Rainbow Foundations Limited but it excludes Directorship in foreign bodies corporate and companies incorporated under Section 8 of the Companies Act, 2013/ Section 25 of the Companies Act, 1956 and Alternate Directorship.

~Denotes chairmanship and membership in Audit Committee, Nomination and Remuneration and Stakeholders Relationship Committee of public limited companies including Rainbow Foundations Limited.

There is no inter-se relationship between the Directors except Mr.Anop Chand Jain, brother of Mr.Gajraj Jain and Mr.Navin Jain, son and nephew of Mr.Anop Chand Jain and Mr.Gajraj Jain respectively.

The Board meets at least once in every quarter and/or whenever necessary for update and to review the business performance and financial results. The Board/its Committee review the Company's annual financial plan. On an ongoing basis during the year, the Board monitors the performance of the Company as against its annual financial plan as well as resource allocation decisions made during the period. The Board also evaluates the Company's strategy and assesses progress against agreed milestones.

During the year, Independent Directors of your Company have complied with all the applicable conditions of the Listing Regulations.

The Chairman and Managing Director finalize the agenda for each meeting, along with notes and circulate in advance to the Board members. All material information is incorporated in the agenda facilitating meaningful and focused discussions in the meeting. Where it is not practicable to attach any document in the agenda, the same is tabled before the meeting. Every board member is free to suggest items for inclusion in the agenda. The directors are provided free access to office and employees of the Company. Management is encouraged to invite the Company personnel to any Board meeting at which their presence and expertise would help the Board to have a full understanding of the matters being considered.

During the year, the Board met 7 (Seven) times, i.e. on 30th May 2024, 20th July 2024, 14th August 2024, 31st August 2024, 04th September 2024, 14th November 2024 and 14th February 2025. The maximum gap between two meetings was not more than one hundred and twenty days. Quorum was present at all the meetings. Details of Directors and the sitting fees paid to them for attending Board/Committee meetings are as follows:

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Directors	No. of Board meetings during 2024-25.		Whether attended last AGM held on 30.09.2024.	Sitting fee (In Rs. Lakhs)*
	Held	Attended		
Gajraj Jain	7	7	Yes	-
Anop Chand Jain	7	7	Yes	-
Pushpala Motiram Manjith	7	7	Yes	-
Rikin Dilip Gandhi***	7	2	Yes	-
Maithri Jayakkar	7	7	Yes	-
Navin Jain	7	7	Yes	-
Sampat Raj Singhvi **	7	5	Yes	-

* The company is not paying any sitting fees to any Director for attending Board and other Committee meetings.

**Mr.Sampat Raj Singhvi, was resigned after having successfully completed 2 terms of 5 years each in the capacity independent director of the Company with effect from 28th September 2024.

***Mr. Rikin Dilip Gandhi was appointed as Independent Director with effect from 30th September 2024

As required under Part C, Clause 2(c) of Schedule V of Listing Regulations, none of the Director of the company is a director of any other listed entity. Hence the said provision is not applicable to the company.

As required under Part C, Clause 2(g) of Schedule V of Listing Regulations, the details of training Program attended by Independent Directors is available on the Company's website www.rainbowfoundations.in.

As required under Part C Clause 2(h) of Schedule V of Listing Regulations, the list of core skills / expertise / competencies identified by the Board of Directors are as follows:

Skills/Expertise/ Competencies	Gajraj Jain	AnopChand Jain	Rikin Dilip Gandhi	Maithri Jayakkar	Pushpala MotiramManjith	Navin Jain
Leadership / Operational experience	✓	✓	✓	✓	✓	✓
Strategic Planning	✓	✓	✓	✓	✓	✓
Industry Experience, Research & Development and Innovation	✓	✓	✓	✓	✓	✓
Global Business	✓	✓	✓	✓	✓	✓
Financial, Regulatory / Legal & Risk Management	✓	✓	✓	✓	✓	✓
Corporate Governance	✓	✓	✓	✓	✓	✓

As required under Part C Clause 10(i) of Schedule V of Listing Regulations, ASJ & Associates, Company Secretaries has issued a certificate to the effect that none of the Directors of your Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

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As required under Part C 10(k) of Schedule V of Listing Regulations, the details of fees for all services paid by your Company, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditors is a part are provided in the Notes to Financial Statements forming part of this Report.

Tenure

The Directors of the Company are appointed / re-appointed by the Board on the recommendations of the Nomination and Remuneration Committee and approval of the Members at the General Meetings. In accordance with the Articles of Association of the Company and provisions of the Act, all Directors, except the Independent Directors of the Company, are liable to retire by rotation at the Annual General Meeting (AGM). One-third of the said Directors are liable to retire every year and if eligible, offer for re-appointment. The Board has the power to determine the tenure of all the Executive Directors.

Profile

The profile of Directors who are being appointed/re-appointed at the ensuing Annual General Meeting (AGM) is given in annexure forming part of the Notice convening the said meeting.

Remuneration of directors

Nomination & Remuneration Committee determines the compensation payable to Executive Directors, within the overall limits approved by the Shareholders and in accordance with provisions of the Act. The elements of remuneration package of Executive, Non-Executive /Independent Directors are provided hereunder.

i. Pecuniary transactions with non-executive directors

During the year under review, there were no pecuniary transactions with any non-executive director of the Company. The register of contracts is maintained by the Company under section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

ii. Criteria of making payments to non-executive directors

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee the corporate governance framework of the Company.

iii. Non-executive directors

The Company does not pay any remuneration to Non-executive Directors.

iv. Executive directors

During the year under review, Mr.Anop Chand Jain, Managing Director and Mr.Gajraj Jain, Joint Managing Director of the Company have drawn Rs. 2,400 Thousand and Rs. 2,400 each respectively and Mr.Navin Jain, Executive Director of the Company has drawn Rs. 1,800 Thousand as salary.

Board Committees

The Board committees play a crucial role in the governance structure of the Company and are being set out to deal with specific areas/activities which concern the Company and need a closer review. Committees are set up by the Board to carry out the roles and responsibilities as defined in their Charter. These Committees prepare the groundwork for decision making and minutes of Committee meetings are placed at subsequent meeting of the Board. As of March 31st, 2025, your Company has the following committees of the Board:

- (a) Audit Committee

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- (b) Nomination and Remuneration Committee
- (c) Stakeholders Relationship Committee

Audit Committee

(a) Terms of Reference.

The Scope and terms of reference of the Audit Committee covers matters specified under Part C of Schedule II of the Listing Regulation and Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee inter- alia includes the following matters:

Financial Reporting and Related Process

- To oversee the company's financial reporting process and the disclosure of its financial information.
- Reviewing with the management the quarterly unaudited financial results/ statements and Limited Review Report thereon/ Audited annual financial statement and Auditors Report thereon before submission to the Board for approval. This would inter-alia include reviewing changes in the accounting policies, if any and major accounting estimates based on exercise of judgement by the management, significant adjustment made in the financial statements;
- Reviewing the Management Discussion & Analysis of financial and operational performance;
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the listed entity, wherever it is necessary.
- Review of matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
- Review of changes, if any, in accounting policies and practices and reasons for the same.

Internal Control and Governance Process

- Review the adequacy and effectiveness of the Company's internal control system. Review and discuss with management the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- Review adequacy of internal audit function, internal audit reports and discussion with Internal Auditors on significant findings and follow-up thereon.
- To oversee and review the functioning of a Vigil Mechanism and to review findings of investigation into cases of material nature and the actions taken in respect thereof.
- Approval of Related Party Transactions and review on a quarterly basis.
- Approval of appointment of Chief Financial Officer.

Audit & Auditors

- Review the scope of the Statutory Auditors, the annual audit plan and the Internal Audit Plan with a view to ensure adequate coverage.
- Review and monitoring the auditor's independence and performance, and effectiveness of audit process.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board appointment, remuneration and terms of appointment of the Auditors.
- Approval of such other services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.

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(b) Composition and Meetings

As on March 31st, 2025, the Audit Committee comprises of 3 Members, all are Independent Directors.

All Members of the Audit Committee are professionals, experienced and possess sound knowledge of finance, accounting practices and internal Controls.

During the year under review, 6 (Six) times, i.e. on 30th May 2024, 20th July 2024, 14th August 2024, 04th September 2024, 14th November 2024 and 14th February 2025. The maximum gap between two meetings was not more than one hundred and twenty days. Quorum was present at all the meetings.

Attendance of members at the Audit Committee Meeting held during the year under review is as follows:

Directors	Category	No. of Audit Committee Meeting during 2024-25.	
		Held	Attended
Maithri Jayakkar	Non-Executive - Independent Director	6	6
Rikin Dilip Gandhi**	Non-Executive - Independent Director	6	2
Pushpala Motiram Manjith	Non-Executive – Independent Director	6	6
Sampat Raj Singhvi*	Non-Executive – Independent Director	6	4

**Mr.Sampat Raj Singhvi, was resigned after having successfully completed 2 terms of 5 years each in the capacity independent director of the Company with effect from 28th September 2024.*

***Mr. Rikin Dilip Gandhi was appointed as Independent Director with effect from 30th September 2024*

Nomination and Remuneration Committee

(a) Brief description of terms of reference

The objective and purpose of Nomination and Remuneration policy, including its terms of reference are as follows:

1. Formulate the criteria for determining qualifications, positive attributes, and independence of a director.
2. Oversee the identification of persons who are qualified to become a Director and who may be appointed in accordance with the criteria laid down in the Nomination and Remuneration policy of the Company.
3. Recommend to the Board, appointment and removal of Director.
4. To device a Policy on Board Diversity.
5. Guide and review the remuneration of Directors & Key Managerial Personnel ensuring a balance between fixed and variable pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
6. Guide and review Remuneration Policy of the Company
7. Delegate such activities to the CEO/Managing Director as the Committee deems necessary and to review the actions taken by the person on such activities.

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(b) Composition, Meeting & Attendance:

As on March 31st, 2025, the Nomination & Remuneration Committee comprises of 3 Members, all are Independent Directors.

During the year under review, One (1) Nomination & Remuneration Committee Meetings was held i.e. on September 04th 2024. Quorum was present at the meeting.

Details of the attendance at the Nomination & Remuneration Committee meetings are given below:

Directors	Category	No. of Nomination and Remuneration Committee Meeting during 2024-25.	
		Held	Attended
Maithri Jayakkar	Non-Executive - Independent Director	1	1
Rikin Dilip Gandhi**	Non-Executive - Independent Director	1	0
Pushpala Motiram Manjith	Non-Executive – Independent Director	1	1
Sampat Raj Singhvi*	Non-Executive – Independent Director	1	1

*Mr.Sampat Raj Singhvi, was resigned after having successfully completed 2 terms of 5 years each in the capacity independent director of the Company with effect from 28th September 2024.

**Mr. Rikin Dilip Gandhi was appointed as Independent Director with effect from 30th September 2024

Stakeholders Relationship Committee

(a) Brief description of terms of reference.

The scope and terms of reference of the Stakeholders' Relationship Committee ("SRC") inter-alia is as under:

- Consider and resolve the grievances of security holders of the company including complaints related to transfer, transmission, demat of securities, non-receipt of annual report/declared dividends etc.
- Recommend measures for overall improvement of the quality of investor services.

(b) Composition, Meeting & Attendance:

As on March 31st, 2025, the Stakeholders Relationship Committee comprises of 3 Members, all are Independent Directors.

During the year under review, One (1) Stakeholders Relationship Committee Meetings was held i.e. on September 04th 2024. Quorum was present at the meeting.

Details of the attendance at the Committee meetings are given below:

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During the year under review, no complaints were received from the shareholders.

Directors	Category	No. of Stakeholders Relationship Meeting during 2024-25.	
		Held	Attended
Maithri Jayakkar	Non-Executive - Independent Director	1	1
Rikin Dilip Gandhi**	Non-Executive - Independent Director	1	0
Pushpala Motiram Manjith	Non-Executive – Independent Director	1	1
Sampat Raj Singhvi*	Non-Executive – Independent Director	1	1

**Mr.Sampat Raj Singhvi, was resigned after having successfully completed 2 terms of 5 years each in the capacity independent director of the Company with effect from 28th September 2024.*

***Mr. Rikin Dilip Gandhi was appointed as Independent Director with effect from 30th September 2024*

Annual General Meeting

Details of last three Annual General Meetings (AGM) of the Company are given below:

Year	Venue	Date & Time	Details of Special Resolution passed at AGM
2024	Registered office of the Company (Through VC)	September 30 th , 2024 10.30 A.M	1. Re-Appointment and Payment of Remuneration to Mr. Anop Chand Jain (DIN: -02215110) as the Managing Director of the Company. 2. Re-Appointment and Payment of Remuneration to Mr. Gajraj Jain (DIN- 01182117) as the Managing Director of the Company 3. Re-Appointment of Mr. Pushpala Motiram Manjith (DIN: 02161987) as an Independent Director. 4. Re-Appointment of Mrs. Maithri Jayakkar (DIN: 07155574) as an Independent Director. 5. Appointment of Mr. Rikin Dilip Gandhi (DIN: 05262533) as an Independent Director (Non-Executive) of the Company.

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2023	Registered office of the Company (Through VC)	September 30 th , 2023 10.30 A.M	Nil
2022	Registered office of the Company (Through VC)	September 30 th , 2022 10:15 A.M	1. To increase the borrowing powers under Section 180(1)(c) of the Companies Act, 2013 up to Rs.1000 Crores; 2. Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013. 3. Approval for Amendment to the Articles of Association of the Company. 4. Private Placement of Non-Convertible Debentures amounting to INR 175 Crores. 5. To approve conversion of loan into equity or other capital of the Company in case of Event of Default and in this regard

All Directors attended the last AGM held on September 30th, 2024.

Extraordinary General Meeting

No Extraordinary General Meeting was conducted during the year under review.

Postal Ballot

No Postal Ballot was conducted during the year under review.

Means of communication:

Following information is displayed at Company's website <http://www.rainbowfoundations.in> from time to time:

1. Financial results at the end of each quarter
2. Shareholding Pattern
3. Annual Report
4. Change in Directors
5. Announcements, Notice of the Board Meeting, advertisements, etc.

The quarterly financial results are published in "Trinity Mirror" and in "Makkal Kural" within 48 hours of approval thereof.

All material information about your Company is promptly uploaded on www.rainbowfoundations.in, communicated to Stock Exchange where the Company's shares are listed. The Stock Exchange disseminates our communication on its website viz. www.bseindia.com.

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General Shareholders' information

i. Annual General Meeting:

Day & Date: Tuesday, 30th September, 2025.

Time: 10: 30 A.M

Venue: through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Financial Year: 1st April 2024 to 31st March 2025.

ii. Tentative Financial Calendar (For Financial Year 2025-26) for approval of:

Financial Result for 1 st quarter 2025-26 (Unaudited)	On or before 14-08-2025
Financial Result for 2 nd quarter 2025-26 (Unaudited)	On or before 14-11-2025
Financial Result for 3 rd quarter 2025-26 (Unaudited)	On or before 14-02-2026
Financial Result for 4 th quarter and year ended 2025-26 (Audited)	On or before 30-05-2026

iii. Dividend Payment

The company has not declared any dividend during the year to the equity Shareholders.

iv. Date of Book Closure : 23rd September, 2025 to 30th September, 2025 both days inclusive

v. Listing on Stock Exchanges: BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001, Scrip Code: 531694

vi. Listing Fees:

The Company has paid Listing Fees till the year 2025-2026 to BSE Limited

vii. Annual Custody Fees:

The Company has paid the annual Custody Fees to Central Depository Services (India) Limited and National Securities Depository Limited for the year 2024-2025.

viii. International Securities Identification Number (ISIN) for equity shares of the Company:

INE230F01014

ix. Corporate Identity Number (CIN): L55101TN1994PLC027739

Market Price Data

The Monthly high and low quotations of the closing price and volume of shares traded at BSE Ltd. (BSE) from April, 2024 to March, 2025 are as under.

Month	BSE Limited		
	High	Low	Volume
April, 2024	17.10	13.58	1,77,500
May, 2024	16.35	14.30	1,99,594
June, 2024	18.00	15.27	3,71,691
July, 2024	29.27	17.00	21,03,443
August, 2024	29.08	22.50	3,78,701
September, 2024	25.17	21.79	3,18,141
October 2024	25.68	20.01	3,61,819

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November 2024	24.98	21.10	1,55,331
December 2024	34.61	22.10	17,16,972
January 2025	55.83	32.21	26,78,960
February 2025	48.70	37.25	4,57,941
March 2025	41.00	35.03	1,50,417

Performance in comparison with BSE indices and Sensex

Registrar & Transfer Agent

M/s. Cameo Corporate Services Ltd.

"Subramanian Building" No. 1, Club House Road, Chennai - 600 002, Tamilnadu, India

Website: www.cameoindia.com Email: investor@cameoindia.com

Phone: +91-44-28460390 Fax: +91-44-28460129

Share Transfer System:

Transfer of equity shares in dematerialized form is done through the depositories without any involvement of the Company. Share transfers in physical form are processed by M/s Cameo Corporate Services Ltd., Registrar & Transfer Agents and the share certificates are generally returned to the transferee(s) within a period of fifteen days from the date of receipt of transfer documents provided that the transfer document are complete in all respects. In terms of the Listing Regulations, 2015, every six months, a Company Secretary in practice undertakes audit of the share transfer related activities and the compliance certificate issued upon audit is submitted to BSE.

Distribution of Shareholding as on March 31st, 2025.

No of Equity Shares	No. of Shareholders	Percentage of Shareholders	No. of Shareholders	Percentage of Shareholders
10-5000	4016	77.81	331648	0.66
50001-10000	429	8.31	378875	0.76
10001-20000	222	4.30	345402	0.69
20001-30000	89	1.72	226401	0.45
30001-40000	46	0.89	165616	0.33
40001-50000	52	1.00	243169	0.49
50001-100000	79	1.53	617547	1.24
100001 And Above	228	4.41	4730922420	95.34
Total	5161	100.00	49617900	100.00

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Shareholding Pattern as on March 31st, 2025.

Category of Shareholder		No. of Equity Share of face value of Rs. 10/- each	As a percentage of total paid up share capital
A.	Shareholding of Promoter and Promoter Group (A)		
	Individual/ HUF	20581832	41.48%
	Total (A)	20581832	41.48%
B.	Public Shareholding		
	Individuals	18604993	37.50%
	Bodies Corporate	8843324	17.82%
	Trust	0	0.00
	Clearing Member	0	0.00
	Financial Institution/ Banks	0	0.00
	Mutual Funds	0	0.00
	Others	1587751	3.20%
	Total (B)		
	Grand Total (A+ B)	49617900	100.00%

Dematerialization of Shares and Liquidity

The equity shares of the company are available for dematerialization with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The equity shares of the Company have been notified by SEBI for settlement only in the demat form for all investors from March 21, 2000.

As on March 31st, 2025, 49344980 Equity Shares of the company constituting 99.44 % of the issued, subscribed and paid-up share capital of the Company are held in dematerialized form and 272920 Equity Shares of the Company constituting 0.55% is in physical form. The Company's shares were regularly traded on the Bombay Stock Exchange (BSE) Limited.

Shares held in Demat and Physical mode as on March 31st, 2025 are as under:

Shares held in	Number of shares	% of total equity
NSDL	25961095	52.32%
CDSL	23383885	47.12%
Physical Mode	272920	0.55%
Grand Total	49617900.	100.00

Outstanding GDR/ADR/warrants or any convertible instruments, conversion date and likely impact on equity

The Company does not have any outstanding GDR / ADR / warrants or any convertible instruments as on March 31st, 2025.

Service of documents through electronic mode

As a part of Green initiative, the members who wish to receive documents like the Notice convening the general meetings, Financial Statements, Board's Report, Auditors' Report etc., through e-mail, may kindly intimate their e-mail address to Company / Registrar and Transfer Agents (for shares held in physical form) and Depository Participants (for shares held in dematerialized form).

Address for correspondence

The Shareholders may contact Company or Registrar & Transfer Agent on below address: Company

Mr. Ikkapadath Bilal Mohammadali
Company Secretary & Compliance Officer
4, Thanikachalam Road, T. Nagar, Chennai - 600 017,
Tamil Nadu, India

Email:

rainbowfoundation@gmail.com

Website:

www.rainbowfoundations.in.

Registrar & Transfer Agent

M/s. Cameo Corporate
Services Ltd. "Subramanian
Building" No.1,
Club House Road, Chennai - 600 002, Tamilnadu, I
ndia Website: www.cameoindia.com
Email: investor@cameoindia.com , Phone: +91-44-28460390 Fax: +91-44-28460129

Other Disclosures

1. Reconciliation of share capital audit:

A Practicing Company Secretary carried out a share capital audit at the end of each quarter to reconcile the (a)total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL);(b) total issued and (c) listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

2. Related Party Transactions:

There are no materially significant related party transactions viz. with promoters, directors or the Management, their subsidiaries, or relatives that may have potential conflict with the interests of the Company at large.

The statements containing the transactions with related parties were submitted periodically to the Audit Committee. There are no related party transactions that may have potential conflict with the interest of the Company at large. There were no material individual transactions with related parties during the year, which were not in the normal course of business as well as not on an arm's length basis.

The Board has approved a policy for Related Party Transactions and the same has been uploaded on the website of the Company. The web-link thereto is www.rainbowfoundation.in

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3. Statutory Compliance, Penalties and Strictures

The Company has complied with all the requirements of the Stock Exchanges / SEBI / and other statutory authorities on all matters related to the capital markets during the last three years. There were no penalties or strictures imposed on the Company by the Stock Exchanges, SEBI or any statutory authority on matters relating to capital markets during the last three years.

4. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The disclosure as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in the Directors' Report of the Company.

5. Vigil Mechanism / Whistle Blower Policy

Your Company has a vigil mechanism/whistle blower policy in place and is revised from time to time incorporating regulatory changes. The said mechanism/policy is available on the Company's website ([http:// www.rainbowfoundations.in](http://www.rainbowfoundations.in)). We confirm that no employee of your Company has been denied access to the Audit Committee in respect of any incident covered by the vigil mechanism/whistle blower Policy.

6. Compliance with the Mandatory and Non-Mandatory requirements

The Company has complied with all the mandatory requirements of Corporate Governance specified in the Listing Regulations. The Company has adopted discretionary requirements specified in Part E of Schedule II of the Listing Regulations as given below:

The Board: The Company does not have a Non-Executive Chairman.

Shareholders Rights: Quarterly, Half-yearly, annual financial results of the company are published in English and Tamil newspaper and are also forwarded to BSE. The same are also uploaded on the website of the company at www.rainbowfoundations.in, hence, the same are not sent to the shareholders of the Company

Modified Opinion in Audit Report: There was no qualification or modified opinion in Independent Auditors Report on Financial Statements for the year ended March 31st, 2025.

Reporting on Internal Auditor: The internal auditor of the company is permanent invitee of the Audit Committee Meeting. He directly interacts with Audit Committee Members during the Meeting. The terms and conditions of appointment of independent directors are disclosed on your Company's website www.rainbowfoundations.in.

Annual Secretarial Compliance Report: The Company has undertaken an audit for the financial year 2024-25 for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder.

The Company has duly complied with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations.

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Certificate on compliance with conditions of Corporate Governance

The certificate regarding compliance of the conditions of corporate governance given by M/s GASM DANSRAND CO, Chartered Accountants, is given as **Annexure I** to this Report

Code of Conduct

All Members of the Board and Senior Management personnel have affirmed compliance with your Company's Code of Conduct in respect of the last financial year.

**On behalf of the Board of Director
Rainbow foundations Limited**

**Place: Chenna
Date: 04.09.2025**

**Gajraj Jain
Joint Managing Director
DIN: 01182117**

DECLARATION

In accordance with Clause D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We Gajraj Jain, Managing Director and Mr. Nitesh Jain, Chief Financial Officer of the Company, hereby declare that the members of Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct for Board Members and Senior Management for the year ended 31st March 2025.

For Rainbow Foundations Limited

**Gajraj Jain
Joint Managing Director
DIN: 01182117**

**Nitesh Jain
CFO**

**Chennai
Date: 04.09.2025**

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AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

The Member of Rainbow Foundations Limited

No. 4, Thanikachalam Road, T. Nagar, Chennai 600017 Tamil Nadu

1. The Corporate Governance Report prepared by Rainbow Foundations Limited ("the Company"), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2025. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

MANAGEMENT'S RESPONSIBILITY

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

AUDITOR'S RESPONSIBILITY

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulation.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us

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performing audit tests for the purposes

9. of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

OPINION

10. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2025, referred to in paragraph 1 above.

OTHER MATTERS AND RESTRICTION ON USE

11. This Report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
12. This Report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

Place: Chennai

Date: 30/05/2025

For M/s. GASM DANSR AND CO.

(V Ranga Rao)

(Partner)

(Mem No: 024963)

Firm Reg No: 005986S

UDIN: 25024963BMKUJL2456

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CERTIFICATION BY CEO/CFO TO THE BOARD

To,
The Board of Directors,
Rainbow Foundations Limited

We, Gajraj Jain, Joint Managing Director and Nitesh Jain, Chief Financial Officer of Rainbow Foundations Limited, certify that:

1. We have reviewed the financial statements and cash flow statement for the year ending 31st March, 2025 and that to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material factor or contain statements that might be misleading.
 - b. These statements together present a true and fair view of the state of affairs of the Company and are in compliance with the existing accounting standards applicable laws and regulations.
2. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's Code of Conduct.
3. We accept responsibility for the Company's internal control system for financial reporting. We have periodically evaluated the effectiveness of the internal control system of the Company and have disclosed to the auditors and the audit committee, deficiencies in the designs or operations of the internal controls, if any. We have also taken effective steps to rectify those deficiencies.
4. We indicate to the Auditors and the Audit Committee that:
 - a. No significant changes in internal control over financial reporting during the year.
 - b. No significant change in accounting policies during the year.
 - c. No instances of significant fraud of which we have become aware of and which involve management or other employees, who have significant role in the Company's internal control system over financial reporting.

Place: Chennai

Date: 4th September, 2025

GAJRAJ JAIN
Joint Managing Director
(DIN: 01182117)

NITESH JAIN
Chief Financial Officer

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Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34 (3) read with Schedule V Para-C Sub clause (10) (i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined the relevant registers, records, minute books, forms, returns, declarations/disclosures received from the Directors and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives of Rainbow Foundations Limited (CIN L55101TN1994PLC027739) having its Registered Office at No. 4, Thanikachalam Road, T. Nagar, Chennai, Tamil Nadu 600017, India (hereinafter referred to as "The Company") for the purpose of issue of this certificate pursuant to regulation 34(3) read with para C(10)(i) of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 issued by the Securities and Exchange Board of India.

In Our opinion and to the best of our knowledge and based on such examination/verification including Director Identification Number (DIN) status at the portal www.mca.gov.in as well as information and explanations furnished to us by the Company and its officers, We hereby certify that none of the Directors as stated below on the Board of the Company during the financial year 2024-25 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI)/ Ministry of Corporate Affairs or any such other statutory authority.

S. No	Name of Director	DIN	Designation
1.	Gajraj Jain	01182117	Managing Director
2.	Anop Chand Jain	02215110	Managing Director
3.	Rikin Dilip Gandhi	05262533	Independent Director
4.	Pushpala Motiram Manjith	02161987	Independent Director
5.	Maithri Jayakkar	07155574	Independent Director
6.	Navin Jain	02213825	Executive Director

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification.

We further state that this certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For ASJ & Associates, Company Secretaries

Place: Chennai
Date: 04.09.2025

Abishek Jain
Practicing Company Secretary
ACS 10925; CP 15508
UDIN: F010925G001197077

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FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March 2025

*[Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
M/s. Rainbow Foundations Limited,
CIN: L55101TN1994PLC027739
No. 4, Thanikachalam Road, T. Nagar,
Chennai-600 017, Tamil Nadu, India.

I/~~We~~ have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Rainbow Foundations Limited (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided me/~~us~~ a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/~~our~~ verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/~~We~~ hereby report that in my/~~our~~ opinion, the Company has, during the audit period covering the Financial Year ended on 31st March 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/~~We~~ have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder from time to time including Secretarial Standards issued by the Institute of Company Secretaries of India (‘ICSI’) and notified as on date;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (there were no events requiring compliance during the audit period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (there were no events requiring compliance during the audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not Applicable)
- (g) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- Not Applicable; and
- (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- Not Applicable;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange;

I further report that based on the explanation given, information received, and process(s) explained, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Chennai

Date: 04th September 2025

(Ashok Ajay Kumar Bantia)

COMPANY SECRETARY IN PRACTICE

FCS No.: 10357; C.P. No.: 13620

Peer Review No.: 3214/2023

UDIN: F010357G001175609

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report

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‘Annexure A’

To,
The Members,
M/s. Rainbow Foundations Limited,
CIN: L55101TN1994PLC027739
No. 4, Thanikachalam Road, T. Nagar,
Chennai-600 017, Tamil Nadu, India.

My Secretarial Audit Report for Financial Year ended on 31st March 2025 of even date is to be read along with this letter

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai

Date: 04th September 2025.

(Ashok Ajay Kumar Bantia)
COMPANY SECRETARY IN PRACTICE
FCS No.: 10357; C.P. No.: 13620
Peer Review No.: 3214/2023
UDIN: F010357G001175609

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ANNEXURE C1

Particulars of Employees

The information pursuant to Section 197 of the Companies act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of Director	Ratio to Median Remuneration
Mr. Anop chand Jain	4.87:1
Mr. Gajraj Jain	4.87:1
Mr. Navin Jain	3.65:1

2. The percentage increase in remuneration of each Director, CFO, CS in the Financial year:

Name of person	% Increase in remuneration
Mr. Anop chand Jain	53.26%
Mr. Gajraj Jain	60.45%
Mr. Navin Jain	32.90%
Mr. Nitesh Jain	39.60%
	44.86%

3. The percentage Increase/decrease in the Median remuneration of employees in the financial year:

The Median remuneration of the employees in the financial year 2024-25 was Rs.4,92,770 in comparison with the financial year 2023-24 Rs 4,20,000. Hence, there is increase of 0.17% in median remuneration in the financial year 2024-25.

4. The number of permanent employees on the rolls of the Company as on March 31st, 2025 was 11.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase made in the salaries of total eligible employees other than the Key Managerial Personnel for FY 2024-25 was 58.75% whereas Key Managerial Personnel have seen an average increase of 44.86 % in remuneration of FY 2025 over FY 2024.

6. The Company affirms that the remuneration is as per the remuneration policy of the Company.

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Annexure C2

The information required under Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

(a) Details of top ten employees of the Company in terms of remuneration drawn during 2024-25.

Sr. No	1	2	3	4	5	6	7	8	9	10
Name	Nitesh Jain	Ashish Jain	K.Vetrivel	K.Rajan	K. Manikandan	Bilal Mohamm ed Ali	M. Dhana Sekar	R.Kesavan	S.Selvam	D.Udhaya Kumar
Designation	CFO	Marketing Manager	Manager-Admin	Accountant	Site Engineer	Company Secretary	Office Assistant	Site engineer	Site engineer	Site engineer
Remuneration Paid	18,00,000	18,00,000	9,24,000	5,40,000	5,09,820	3,00,000	2,58,000	3,48,700	6,40,310	4,92,770
Nature of Employment	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent
Qualifications	MBA	MBA	B.Com	B.Com	Diploma	ACS	X Std	Diploma	Diploma	Diploma
Experience (years)	15	9	32	17	7	5	16	3	2	2
Date of commencement of the employment	01.06.2016	01.04.2019	03.07.1995	27.02.2007	01.09.2021	01.11.2022	22.11.2007	20.06.2022	19.04.2023	10.11.2022
Age (Years)	36	33	56	39	37	31	41	39	45	42
Previous Employment	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Percentage of equity shares held in the Company along with his spouse and dependent	2.77	0.89	NIL	NIL	NIL	NIL	0.20	NIL	NIL	NIL
Whether relative of Director or Manager	Son of Mr. Gajraj Jain, JMD	Son of Mr. Gajraj Jain, JMD	NO	NO	NO	NO	NO	NO	NO	NO

(a)List of employees of your Company employed throughout the Financial Year 2024-25 and were paid remuneration not less than one crore and two lakh rupees:

During the year under review, there were no employees of the Company drawing remuneration of 1.2 Crore and above.p.a

(b)if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month

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During the year under review, there were no employees of the Company drawing remuneration of 8.5 Lakhs per month and above being employed for the part of the year.

**FOR AND ON BEHALF OF THE BOARD
RAINBOW FOUNDATIONS LIMITED**

**Place: Chennai
Date: 4th September, 2025**

**GAJRAJ JAIN
Joint Managing Director
(DIN: 01182117)**

**NITESH JAIN
Chief Financial Officer**

MANAGEMENT DISCUSSION AND ANALYSIS

Economic Review

The global economy experienced moderate growth during the financial year 2024-25. Despite challenges such as geopolitical tension, inflationary pressures, and supply chain disruptions, the real estate sector remained resilient, adapting to shifting market dynamics and consumer behaviors. The Indian Economy showed a steady recovery post pandemic with a focus on infrastructure development, urbanization, and favorable government policies which bolstered the real estate market.

The Indian economy has had a smooth sailing so far in 2025 due to sustained GDP growth and reducing inflationary pressures; the central bank also shifted its stance to support growth. However, global financial volatility and subdued business sentiment may pose some challenges. As GDP growth in Q1 belied expectations, a few agencies decided to raise their F.Y 2024-25 growth forecasts for India, while other continued to lower their projections in view of the global macroeconomics turmoil. Currently, most agencies peg the country's growth in the range of 5.56.5%.

The real estate sector continues to grow at a scorching pace. With the entering of new global property developers into Indian market during the past few years, India offers a good opportunity in the real estate sector.

While the short-term outlook seems challenging given external supply shocks and geopolitical tension, we do believe the government is doing the right things to ensure a sustainable growth path for the country. The union budget presented this year was very supportive of the long-term growth of the real estate sector in India through its focus on urban infrastructure and the digital economy. The government's sharply expanded capital expenditure target for the year is expected to create job opportunities and higher economic activity.

Real Estate Sector

Indian real estate sector has witnessed high growth in the recent times with rise in demand for office as well as residential spaces. The Private Equity investments in India's real sector, stood at US\$ 4.2 billion in 2023. The Securities and Exchange Board of India lowered the minimum application value for Real Estate Investment Trusts from Rs. 50,000 (US\$ 685.28) to Rs. 10,000 (US\$ 137.06-205.59) to make the market more accessible to small and retail investors.

Construction is the third largest sector in terms of FDI inflow. FDI in sector (including construction development & activities) stood at US\$ 58.5 billion from April 2000- September 2023.

Some of the major investments and developments in this sector are as follows:

(i) In 2023, luxury home sales in India priced at Rs. 4 crore (US\$ 481,927) and surged by 75%, doubling their share in total housing sales.

(ii) The Indian real estate sector witnessed strong private equity (PE) investment of US\$ 1.92 billion in second quarter of 2023, demonstrating investor confidence in the market. According to the most recent investment report Cushman & Wakefield, this was 63% higher than the previous quarter (first quarter of 2023) and 60% higher than the same time last year.

(iii) Transactions for office spaces in April – June 2023, which totalled 14.8 million square feet, represented the highest quarterly figure recorded since first quarter 2021.

(iv) As of June 5, 2023, 119.7 lakh houses have been sanctioned and 74.75 houses have been completed and delivered to urban poor under the Pradhan Mantri Awas Yojana- Urban (PMAY-U).

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Government Initiatives

The union budget presented this year was supportive of the long-term growth of the real estate sector in India through its focus on urban infrastructure and the digital economy. The Government's rising focus on infrastructure capex will create a backdrop of opportunity for the real estate sector. Some of the key measures include Housing for all, Urban Development Plan, Digitalization of Land Records, Withdrawal of Interest Deduction Benefit for Affordable Housing etc.

The introduction of **Real Estate Regulatory Authority (RERA)** regulations has improved transparency and accountability, boosting confidence among consumers and investors. However, challenges persist, particularly in regulatory compliance and procedural inefficiencies. Delays in approvals and adherence to regulations can prolong project timelines and increase cost, emphasizing the need to navigate regulatory framework efficiently. Stakeholders must stay vigilant and adaptable amidst the changing economic and regulatory environment. Compliance with RERA guidelines remains crucial for maintaining consumer trust and market integrity. Additionally, streamlining regulatory processes and addressing compliance hurdle are essential to mitigate project risks and ensure operational efficiency. By proactively tackling these challenges, the real estate industry can maximize its growth potential and resilience amid economic uncertainties and regulatory complexities

The Central Government continued its focus on boosting availability of affordable homes under the Pradhan Mantri Awas Yojana (PMAY). The establishment of the Special Window for Affordable and Mid-Income Housing (SWAMIH) fund proved beneficial in enabling completion of stuck projects by providing last mile funding for such projects. The completion and turnaround of such stuck projects may be a sentiment booster for the industry.

Operational Review

During the year under review, the turnover of the company has increased to Rs.15,612.50 Lakhs as compared to previous year turnover of Rs. 9348.28 Lakhs, the profits has increased to Rs.801.14 Lakhs as compared to previous year Profit of Rs. 319.31 Lakhs, The Earning per Share ('EPS') for the year is Rs. 1.61 as compared to Rs. 0.64 in the previous year.

Opportunities

The Indian residential sector has been on a roll in the first half of 2024 with both housing sales and new launches scaling new heights. Housing sales across the top 7 cities in H1 2024 have already reached over 63% of the total sales in entire 2022 despite rise in both interest rates and housing prices. This itself indicates the undeterred demand for housing across the top 7 cities & and looking at the present scenario, it is very likely that similar growth trends may continue in the second half of 2024 as well. Many factors point towards this anticipated growth in the residential segment in the second half as well.

Risk and Threats:

Though the industry is in the early stages of a multi-year up cycle, we continue to keep a watchful eye for any of the following challenges which, if they fructify, will impact this upward trajectory:

- High input cost increase due to geopolitical tensions or otherwise
- Steep increase in interest rates in general and mortgage rates in particular
- Significant economic slowdown in India

Segment Wise or Product Wise Performance

The Company is operating in a single segment and has only domestic sales. Therefore the requirement of segment wise reporting is not applicable.

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Internal Control Systems and Adequacy:

The Company has an appropriate internal control system for its various functions with the ultimate objective of improving efficiency in its operations, better financial management and Compliance with regulations And applicable laws and providing protection against misuse or losses from unauthorized use or deposition.

An internal control framework to ensure all assets are safeguarded and protected against loss from unauthorized use or disposition, and transactions are authorized, recorded and reported correctly. The framework includes internal controls over financial reporting, which ensures the integrity of financial statements of the company and reduces the possibility of frauds

Human Resources

The Company provides a work environment that encourages free expression of opinion, decision making and responsible execution of the task. We are committed to attract, retain and recognize talent. Being entrepreneurial in spirit, we encourage fresh minds and innovative ideas. We believe that our integrated yet decentralized way of working provides our employees with the opportunity to develop leadership capabilities and business acumen. They gain valuable insights by balancing professional knowledge with perspectives learned through industry experience and customer relationships

Business Outlook

Post-pandemic, developers have moved away from the traditional way of doing business and rightly focused on end-user customer demand with a strong focus on innovation and digital transformation. We believe FY 2024- 25 will witness a healthy sales momentum backed by solid structural foundation, sustained demand and relatively affordable mortgage rates. Financially strong and reputed developers with superior execution capabilities stand to benefit disproportionately from the ongoing cyclical upturn.

We expect to further scale our sales momentum in FY 2024-25, given our exciting launch pipeline and robust balance sheet. We look forward to adding a projects to our portfolio in FY 2024-25, which is amongst our top priorities and which will enable us to grow rapidly going ahead.

Cautionary Statement

Statement in the management discussion and analysis describing the company's objectives, estimates, projections and expectation may be forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially due to economic conditions affecting demand, supply, prices, changes in government policies, tax laws and other incidental factors.

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INDEPENDENT AUDITORS' REPORT

To,
The Members of Rainbow Foundations Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Rainbow Foundations Limited ("the Company"), which comprise the balance sheet as at March 31, 2025, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the state of affairs of the Company as at March 31, 2025, and its profit (including other comprehensive income), changes in equity, and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	Auditor's Response
Accuracy of recognition, measurement, presentation, and disclosures of revenues and related balances in accordance with Ind AS 115 "Revenue from Contracts with Customers" Accounting for construction contracts under Ind AS 115 involves significant judgment,	Our audit procedures in this area included: - Evaluating the Company's adoption of Ind AS 115, including the appropriateness of the accounting policies and methodologies applied. - Testing the design and operating effectiveness of key controls related to revenue recognition, contract cost estimation, and the identification of variable consideration.

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particularly in estimating the total revenue and costs associated with each contract, the stage of completion, and the timing of revenue recognition. The Company recognizes revenue and profit or loss based on the stage of completion, which is determined by the proportion of contract costs incurred to date relative to the total estimated costs of the contract. Estimating the total costs of each contract requires management to make judgments about cost contingencies, which include allowances for specific uncertain risks and potential claims against the Company. These estimates are reviewed regularly by management and adjusted as necessary. Additionally, the recognition of variable consideration, such as variations and claims, involves assessing the likelihood of reversal, which requires careful judgment by management.	- Reviewing the Company's process for estimating total contract costs, including the assumptions and judgments made by management. - Performing substantive testing on a sample of contracts, including recalculating the stage of completion, assessing the reasonableness of estimated costs to complete, and evaluating the recognition of revenue and variable consideration. - Inspecting documentation, including contracts, variation orders, and claims, to verify the appropriateness of management's estimates and judgments. - Assessing the disclosures made in the financial statements related to revenue recognition to ensure they meet the requirements of Ind AS 115.
Valuation of Work-in-Progress (WIP) and Inventories The valuation of work-in-progress and inventories is a significant area of estimation in the financial statements due to the judgment required in determining the stage of completion of projects and the allocation of costs. The Company's work-in-progress includes costs that have been incurred for projects that are in progress, and these costs must be accurately allocated to determine the profit or loss associated with each project. Incorrect allocation or estimation of costs could result in significant misstatements of profit or loss.	Our audit procedures in this area included: - Testing the design and operating effectiveness of controls over the recording and valuation of work-in-progress and inventories. - Assessing the Company's methodology for determining the stage of completion of projects and the allocation of costs, including reviewing the basis for cost allocations. - Performing substantive testing on a sample of work-in-progress and inventory items, including verifying the costs incurred and evaluating the appropriateness of cost allocations. - Reviewing the assumptions and estimates made by management in valuing work-in-progress and inventories, particularly those related to cost contingencies and potential losses. - Assessing the adequacy of disclosures related to work-in-progress and inventories in the financial statements, ensuring compliance with Ind AS 2.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the financial statements

The Company's board of directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is

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sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The balance sheet, the statement of profit and loss, Statement of cash flow and Statement of changes in Equity dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on March 31, 2025, taken on record by the board of directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - d. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"),

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with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

e. (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

(b) The company has not declared interim dividend during the year, accordingly section 123 of the Act, not applicable.

(c) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013

f. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

Place: Chennai

Date: 30/05/2025

For M/s. GASM DANSR AND CO.

(V Ranga Rao)

(Partner)

(Mem No: 024963)

2-G, II floor, J. P. Tower, 1/1, Dr. Thirumurthy Nagar Main Road,
Chennai 600034

Firm Reg No: 005986S

UDIN: 25024963BMKUJJ6869

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Annexure “A” to the Independent Auditor’s Report.

Referred to in paragraph 1 under ‘Report on other legal and regulatory requirements’ section of our report to the members of M/s **RAINBOW FOUNDATIONS LIMITED**, for the year ended 31st March 2025 and in terms of the information and explanations given to us and also on the basis of such checks as we considered appropriate, we further state that:

i.	(a)	In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment. In our opinion and according to the information and explanations given to us, the Company does not have any intangible assets.						
	(b)	The property, plant and equipment of the Company were physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to size of the company and nature of its assets.						
	(c)	In our opinion and according to the information and explanations given to us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.						
	(d)	The Company has not revalued its property, plant and equipment (including right of use asset) during the year. Accordingly, paragraph 3 (i) (d) of the Order is not applicable.						
	(e)	In our opinion and according to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, paragraph 3 (i) (e) of the Order is not applicable.						
ii.	(a)	The inventories have been physically verified by the management during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such verification.						
	(b)	The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. However, the company is not required to file any quarterly return with such financial institution. Accordingly, paragraph 3 (ii) (b) of the Order is not applicable.						
iii.	(a)	In our opinion and according to information and explanation given to us, the Company has made investments in and granted loans or advances in the nature of loans, unsecured to companies, or other parties.						
	(A)	The Company does not have any subsidiaries, joint ventures and associates. Accordingly, paragraph 3 (iii) (a)(A) of the Order is not applicable.						
	(B)	In our opinion and according to the information and explanations given to us, the Company has provided loans and guarantee (in respect of loans) during the year and the details of which are given below: <table><tr><th>Particulars</th><th>Loans/ Advances in nature of Loans</th></tr><tr><td>Aggregate amount granted/provided during the year</td><td>Rs 1563.04 Lakhs</td></tr><tr><td>Balance outstanding as at balance sheet date in respect of the above cases -Other than subsidiaries, joint ventures and associates</td><td>Rs 334.23 Lakhs</td></tr></table>	Particulars	Loans/ Advances in nature of Loans	Aggregate amount granted/provided during the year	Rs 1563.04 Lakhs	Balance outstanding as at balance sheet date in respect of the above cases -Other than subsidiaries, joint ventures and associates	Rs 334.23 Lakhs
Particulars	Loans/ Advances in nature of Loans							
Aggregate amount granted/provided during the year	Rs 1563.04 Lakhs							
Balance outstanding as at balance sheet date in respect of the above cases -Other than subsidiaries, joint ventures and associates	Rs 334.23 Lakhs							
	(b)	In our opinion and according to information and explanation given to us, the investments made, and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.						
	(c)	In our opinion and according to information and explanation given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated. Accordingly, paragraph 3 (iii) (c) of the Order is not applicable.						

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	(d)	In our opinion and according to information and explanation given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated. Accordingly, paragraph 3 (iii) (d) of the Order is not applicable.				
	(e)	In our opinion and according to information and explanation given to us, there are no loan or advance in the nature of loan granted which has fallen due during the year and has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties. Accordingly, paragraph 3 (iii) (e) of the Order is not applicable.				
	(f)	In our opinion and according to information and explanation given to us, the company has granted the loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment as per table given below. There are no loans granted to Promoters, Subsidiaries, Joint Ventures, Associates or related parties as defined in clause (76) of section 2 of the Companies Act, 2013.				
		Particulars	All Parties	Promoter	Related Parties	
		Aggregate amount of loans/ advances in nature of loans				
		- Repayable on demand (A)	Rs 1563.04 Lakhs	-	-	
		- Agreement does not specify any terms or period of repayment (B)	-	-	-	
		Total (A+B)	Rs 1563.04 Lakhs	-	-	
		Percentage of loans/ advances in nature of loans to the total loans	100%	0%	0%	
iv.	In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.					
v.	In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year. Accordingly, paragraph 3 (v) of the Order is not applicable.					
vi.	The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.					
vii	(a)	According to the information and explanations given to us and on the basis of our examination of the books of accounts, and the records, the company has been generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us no undisputed amounts payable in respect of the above were in arrears as at March 31,2025 for a period of more than six months from the date when they became payable.				
	(b)	According to the information and explanation given to us, there are no dues of sale tax, duty of customs, duty of excise, value added tax, Good and Service Tax have not been deposited on account of any dispute. The particulars of Income Tax as at 31st March 2025 which have not been deposited on account of dispute are as follows.				
		Name of the Statue	Nature of Dues	Amount under dispute not yet deposited Rs.	Period AY	Dispute pending with
		Income Tax Act 1961	Income tax including interest till the date of assessment	2,85,218	2002-03	The Commissioner of Income Tax (Appeals) Chennai
		Income Tax Act 1961	Income Tax Along with Interest till the date of Assessment	8,09,29,010/-	2012-13	The Commissioner of Income Tax (Appeals) Chennai

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viii.		In our opinion and according to the information and explanations given to us, there are no transactions which are not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, paragraph 3 (viii) of the Order is not applicable.
ix.	(a)	In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
	(b)	In our opinion and according to the information and explanations given to us, the Company is not declared as a wilful defaulter by any bank or financial institution or other lender.
	(c)	In our opinion and according to the information and explanations given to us, the term loans obtained during the year were applied for the purpose for which they were availed.
	(d)	In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilised for long term purposes.
	(e)	The Company has not taken any funds from any entity or person on account of or to meet the obligations of subsidiaries, associates, or joint ventures since it does not have any subsidiaries, associates, or joint ventures. Accordingly, paragraph 3 (ix) (e) of the Order is not applicable.
	(f)	The Company has not raised loans during the year on the pledge of securities held in subsidiaries, joint ventures or associate companies as there are no subsidiaries/ associates/ joint-ventures and accordingly, paragraphs 3 (ix) (f) of the Order is not applicable.
x.	(a)	In our opinion and according to the information and explanations given to us, the company has not raised any money by way of right issue, initial public offer or further public offer (including debt instruments) during the year
	(b)	In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable.
xi.	(a)	To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year. Accordingly, paragraph 3 (xi) (a) of the Order is not applicable.
	(b)	Since there is no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year, paragraph 3 (xi) (b) of the Order is not applicable.
	(c)	To the best of our knowledge and according to the information and explanations given to us, no whistle-blower complaints, have been received by the Company during the year. Accordingly, Paragraph 3(xi)(c) of the Order is not applicable.
xii.		The Company is not a Nidhi Company and accordingly, Paragraphs 3 (xii) of the Order is not applicable.
xiii.		In our opinion and according to the information and explanations given to us, the transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
xiv.	(a)	In our opinion and according to the information and explanations given to us, the Company has an internal audit system, commensurate with the size and nature of its business.
	(b)	The reports of the internal auditors for the year under audit were considered by us, as part of our audit procedures.
xv.		In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable.
xvi.	(a)	In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
	(b)	In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (Cord) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
	(c)	In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3 (xvi) (c) of the Order is not applicable.

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	(d)	In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 3 (xvi) (d) of the Order is not applicable.
xvii.		The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
xviii.		There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3 (xviii) of the Order is not applicable.
xix.		In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans, there are no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
xx.	(a)	In our opinion and according to the information and explanations given to us, provision of section 135 of the Act, not applicable to the company. Accordingly, paragraph 3 (xx) (a) of the Order is not applicable.
	(b)	In our opinion and according to the information and explanations given to us, provision of section 135 of the Act, not applicable to the company. Accordingly, paragraph 3 (xx) (b) of the Order is not applicable.
xxi.		In our opinion and according to the information and explanations given to us, the Company does not have investments in subsidiaries/ associates or joint venture companies. Accordingly, paragraph 3 (xxi) of the Order is not applicable.

Place: Chennai
Date: 30/05/2025

For M/s. GASM DANSR AND CO.

(V Ranga Rao)
(Partner)
(Mem No: 024963)

Firm Reg No: 005986S
UDIN: 25024963BMKUJJ6869

Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of M/S. **RAINBOW FOUNDATIONS LIMITED** ("the Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls

over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over

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financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Chennai
Date: 30/05/2025

For M/s. GASM DANSR AND CO.

(V Ranga Rao)
(Partner)
(Mem No: 024963)

2-G, II floor, J. P. Tower, 1/1, Dr. Thirumurthy Nagar Main
Road, Chennai 600034
Firm Reg No: 005986S
UDIN: 25024963BMKUJJ6869

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Balance Sheet as at 31st March, 2025			
		(Amount in Lakhs)	
Particulars	Note No	Figures for the current reporting period	Figures for the previous reporting period
Assets			
Non-Current Assets			
(a) Property, Plant & Equipment	4	174.69	213.12
(b) Financial Assets			
i. Other Financial Assets	5	604.62	565.51
Total Non-Current Assets		779.31	778.63
Current Assets			
Inventories	6	65,474.92	53,883.02
Financial Assets			
Investments	7	431.74	179.25
Trade receivables	8	6,011.17	6,097.76
Cash and cash equivalents	9	165.30	97.83
Loans	10	390.51	349.78
Others	11	2.25	2.25
Other current assets	12	623.64	226.91
Total Current Assets		73,099.53	60,836.80
Total Assets		73,878.83	61,615.43
II. EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	13	4,961.79	4,961.79
Other Equity	14	3,058.95	2,257.80
Total Equity		8,020.74	7,219.59
Non-Current Liabilities			
Financial Liabilities			
Borrowings	15	228.05	258.51
Deferred Tax Liability (Net)	16	11.63	13.18
Total Non-Current Liabilities		239.68	271.69
Current Liabilities			
Financial Liabilities			
Borrowings	17	26,341.25	29,013.66
Trade payables	18		
Micro and Small Enterprises		97.68	-
Other than Micro and Small Enterprises		6,175.75	6,428.10
Other Financial Liabilities	19	33,003.74	18,682.34
Other Current liabilities			
Total Current Liabilities		65,618.42	54,124.10
Total		73,878.83	61,615.38
"See accompanying Notes to the financial statements"	2	-	-
Place: Chennai	As per our report of even date attached		
Date: 30/05/2025			
For and on behalf of the Board	for GASM DANSR AND CO		
	Firm Reg No: 005986S		
	(Chartered Accountants)		
(Anop Chand Jain) (Gajraj Jain)		UDIN	25024963BMKUJJ6869
Managing Director Joint Managing Director			
	(V Ranga Rao)		
	Partner		
(Nitesh Jain) (Bilal Mohammed Ali)		Membership No: 024963	
CFO Company Secretary			

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Statement of Profit and Loss for the year ended 31st March, 2025			
Particulars	Note No	Figures for the current reporting period	(Amount in Lakhs)
			Figures for the previous reporting period
INCOME			
Revenue from operations	20	15,612.50	9,348.28
Other Income	21	94.65	372.27
Total Income		15,707.15	9,720.55
EXPENSES			
Purchase of Stock-in-Trade	22	9,977.86	8,579.49
Changes in inventories of Stock-in-Trade	23	1,302.49	(1,882.70)
Employee benefit expense	24	144.49	105.95
Financial costs	25	2,902.06	2,222.87
Depreciation and amortization expense	4	40.98	53.41
Other expenses	26	236.02	212.00
Total Expenses		14,603.90	9,291.02
Profit before exceptional items and tax		1,103.25	429.53
Exceptional Items		-	-
Profit before tax		1,103.25	429.53
Tax expense:	27		
Current tax		303.66	112.78
Deferred tax		(1.55)	(2.56)
XI. Profit(Loss) for the period from continuing operations (IX-X)		801.14	319.31
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV. Profit/(Loss) for the period (XII+XIV)		801.14	319.31
XVI. Earning per equity share:			
(1) Basic	28	1.61	0.64
(2) Diluted	29	1.61	0.64
"See accompanying Notes to the financial statements"	2		
Place: Chennai		As per our report of even date attached	
Date: 30/05/2025			
For and on behalf of the Board		for GASM DANSR AND CO	
		Firm Reg No: 005986S	
		(Chartered Accountants)	
		UDIN 25024963BMKUJJ6869	
(Anop Chand Jain)	(Gajraj Jain)	(V Ranga Rao)	
Managing Director	Joint Managing Director	Partner	
		Membership No: 024963	
(Nitesh Jain)	(Bilal Mohammed Ali)		
CFO	Company Secretary		

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STATEMENT OF CASH FLOW

		2024-2025	2023-2024
A.	Cash Flow from Operating Activities		
	Net Profit before Tax and Exceptional items from Statement of Profit and Loss	1,103.25	429.52
	Adjustments for:		
	Depreciation/Amortization	40.98	53.42
	Profit on sale of Assets	(0.09)	
	Interest income	(79.01)	(349.31)
	Interest expense(net)	2,902.06	2,222.87
	Operating Profit before Working Capital Changes	3,967.19	2,355.07
	Adjustments for:		
	Trade and Other Receivables	(347.21)	(1,844.77)
	Inventories	(11,591.90)	(15,628.30)
	Trade and Other Payables	111.51	(619.43)
	Total	(11,827.60)	(18,092.50)
	Cash generated from operations	(7,860.41)	(15,737.43)
	Income Taxes paid net of refund	(191.37)	(86.23)
	Net Cash from operating activities	(8,051.78)	(15,823.66)
B.	Cash Flow from Investing Activities		
	Purchase of Property, Plant and Equipment	(2.56)	(142.57)
	Proceeds from disposal of Property, Plant and Equipment	0.10	11.14
	Loans & Deposits Given	(1,563.04)	(886.36)
	Repayment of Loans & Deposits	1,533.04	9,227.56
	Purchase of Mutual Funds	(252.49)	-
	Redemption of Mutual Funds	-	-
	Advances to subsidiaries/ firms		
	Sale/Write off of Investment		
	Interest Income	66.24	344.22
	Net Cash Flow from Investing	(218.71)	8,426.00

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C.	Cash Flow from Financing Activities				
	Proceeds from Issue of Equity Share Capital				
	Preference Dividend Paid				
	Preference Shares Redeemed	-		(1,340.00)	
	Proceeds from Borrowings – Non-Current	23,610.17		13,615.04	
	Repayment of Borrowings – Non-Current	(9,697.74)		(5,802.37)	
	Borrowings – Current (Net)	(2,672.41)		2,357.43	
	Refundable Security Deposit	-			
	Net increase/(decrease) in other borrowings	-		-	
	Interest Paid	(2,902.06)		(2,222.87)	
	Net Cash from financing activities		8,337.96		6,655.73
	Net Increase/(Decrease) in Cash and Cash Equivalents		67.47		(741.92)
	Opening Balance of Cash and Cash Equivalents		97.83		839.75
	Closing Balance of Cash and Cash Equivalents		165.30		97.83

Notes to Cash Flow

The above Cash Flow Statement has been prepared under the indirect method set out in (Ind AS) 7.

Movement for the year ended March 31, 2025:

	Particulars	As at 1st April 2024	Net Cash Flow	Others (refer note)	As at 31st March 2025
	Non - Current Borrowings (including current maturities)	18,091.48	13,912.43		32,003.96
	Current borrowings	29,013.66	(2,672.41)		26,341.25

Movement for the year ended March 31, 2024

	Particulars	As at 1st April 2023	Net Cash Flow	Others (refer note)	As at 31st March 2024
	Non - Current Borrowings (including current maturities)	11,618.82	6,472.66		18,091.48
	Current borrowings	26,656.23	2,357.43		29,013.66

Place: Chennai

Date: 30/05/2025

For and on behalf of the Board

(Anop Chand Jain)
Managing Director

(Gajraj Jain)
Joint Managing Director

(Nitesh Jain)
CFO

(Bilal Mohammed Ali)
Company Secretary

for GASM DANSR AND CO

Firm Reg No: 005986S

(Chartered Accountants)

UDIN 25024963BMKUJJ6869

(V Ranga Rao)

Partner

Membership No: 024963

1. Company Information

The Company is engaged in the business of real estate development in India. Its activities include the construction of residential flats, commercial complexes, and resorts, as well as the development and marketing of plots and parcels of land.

2. Significant Accounting Policies

Basis of Preparation and Presentation

- a. The financial statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value, as explained in the accounting policies below.
- b. The Financial Statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.
- c. The Company's Financial Statements are presented in Indian Rupees (Rs.), which is also its functional currency, and all values are rounded to the nearest thousand except when otherwise indicated.

Summary of Significant Accounting Policies

1. Current and Non-Current Classification

(i) The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

(ii) An asset is treated as Current when it is –

1. Expected to be realised or intended to be sold or consumed in normal operating cycle.
2. Held primarily for the purpose of trading.
3. Expected to be realised within twelve months after the reporting period, or
4. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

(i) All other assets are classified as non-current.

(iv) A liability is current when:

1. It is expected to be settled in normal operating cycle.
2. It is held primarily for the purpose of trading.
3. It is due to be settled within twelve months after the reporting period, or
4. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

(ii) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based on management's knowledge of current events and actions, actual results may differ from these estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and in future periods as applicable.

3. Property, Plant and Equipment and depreciation

- (i) Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets. In case of land the Company has availed fair value as deemed cost on the date of transition to Ind AS.

- (ii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.
- (iii) Property, Plant and Equipment which are significant to the total cost of that item of Property, Plant and Equipment and having different useful life are accounted separately.
- (iv) Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.
- (v) Depreciation on property, plant, and equipment is provided on a straight-line basis over the estimated useful life of the asset as prescribed in Schedule II to the Companies Act, 2013, on the depreciable amount.

4. Cash and Cash Equivalents

Cash and cash equivalents comprise of cash on hand, cash at banks, short-term deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

5. Finance Costs

- (i) Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.
- (ii) All other borrowing costs are charged to the Statement of Profit and Loss as incurred.

6. Inventories

Inventories are valued as under

- (i) Land and Plots which are registered in the name of the company are valued at cost.
- (ii) Constructed properties includes the cost of land, internal development costs, external development charges, construction costs, development/ construction materials, and is valued at cost or net realisable value, whichever is lower.
- (iii) Work in progress includes internal development costs, external development charges, construction costs, and development / construction materials in respect to the unsold square footage.

7. Provision

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

8. Investments

- (i) Investments are classified into current and non-current investments. Current investments are stated at the lower of cost and fair value. Non-current investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, separately for each individual non-current investment.
- (ii) Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as "Current investments".
- (iii) All other investments are classified as "Non-current investments".

9. Revenue recognition

(i) Sale of Land & Undivided Share of Land (UDS)

1. Sale of land and UDS (excluding land under agreement to sell) is recognised in the financial year in which the sale deed is executed.

(ii) Revenue from Construction Contracts:

The Company has adopted Ind AS 115, Revenue from Contracts with Customers, with effect from 01 April 2018.

1. The Company recognises revenue from contracts with customers when it satisfies a performance obligation by transferring promised good or service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. A performance obligation is satisfied over time if the customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs. In cases where performance obligations are not satisfied over time, they are satisfied at a point in time, which is when control of the goods or services is transferred to the customer. For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.
2. Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring goods or service to a customer excluding amounts collected on behalf of a third party. Variable consideration is estimated using the expected value method or most likely amount as appropriate in a given circumstance. Payment terms agreed with a customer are as per business practice and there is no financing component involved in the transaction price.
3. Costs to obtain a contract which are incurred regardless of whether the contract was obtained are charged-off in Statement of Profit and Loss immediately in the period in which such costs are incurred. Incremental costs of obtaining a contract, if any, and costs incurred to fulfil a contract are amortised over the period of execution of the contract in proportion to the progress measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

(iii) Advances received from customers in respect of contracts are treated as liabilities and adjusted against progress billing as per terms of the contract.

(iv) Amounts due from contract customers represents the amount expected to be collected from customers for completed contract work.

(v) Interest Income

1. Interest from various Short Term/ Long Term investments is recognised on time proportion basis, taking into account the amount outstanding and the rate applicable

10. Interest from customers under agreements to sell

Interest income from customers under agreements to sell or construction is recognized on a cash basis when received.

11. Cost of revenue

- (i) Land and plots development costs include land acquisition cost, internal development costs and external development charges, which are not charged to the Statement of Profit and Loss. They are carried forward as work in progress.
- (ii) Cost of constructed properties and properties under construction includes cost of land (excluding land under agreements to purchase), internal development costs, external development charges, construction costs and development/ construction materials, which is charged to the Statement of Profit and Loss based on the percentage of revenue recognised as per accounting policy (7) above, in consonance with the concept of matching costs and revenue. Final adjustment is made on completion of the applicable project.

12. Segment Reporting

- (i) The Company is managed as a single operating unit that provides Property Development Services only and therefore, has only one reportable business segment. Further, the operations of the Company are limited within one geographical segment. Hence the disclosure required by this standard is presently not applicable to the Company.

13. Tax Expenses

- (i) The tax expenses for the period comprises of current tax and deferred income tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income. In which case, the tax is also recognised in Other Comprehensive Income.
- (ii) Current Tax
Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax authorities, based on tax rates and laws that are enacted at the Balance sheet date.
- (iii) Deferred Tax
Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilised.
Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

14. Employee Benefits

- (i) Defined Contribution Plan
The company is not liable for contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare fund and superannuation scheme.
- (ii) Short-term Benefits
Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered.

15. Contingent liabilities

- (i) Depending upon the facts of each case and after due evaluation of legal aspects, claims against the Company not acknowledged as debts are treated as contingent liabilities. In respect of statutory dues that are disputed and contested by the Company, contingent liabilities are disclosed but not provided for.

16. Earnings per share

- (i) Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events including a bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).
- (ii) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

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Property, Plant & Equipment

(Amount in Lakhs)

4	Tangible asset	<u>Gross Value</u>				<u>Depreciation</u>				<u>Closing balance</u>	
		Opening balance	Additions	Deletions	Total	upto 31/03/2024	Current Year	Deletions	upto 31/03/2025	as on 31/03/2025	as on 31/03/2024
4.1	Building	25.49	-	-	25.49	14.94	0.16	-	15.10	10.40	10.55
4.2	Office Equipments	7.59	1.67	0.64	8.63	6.28	0.63	0.62	6.30	2.33	1.31
4.3	Electrical Installation	0.56	0.13	-	0.69	0.27	0.06	-	0.33	0.36	0.28
4.4	Furniture & Fixtures	7.76	-	-	7.76	6.01	0.63	-	6.65	1.11	1.74
4.5	Vehicles	309.74	0.40	-	310.14	112.81	38.40	-	151.22	158.93	196.93
4.6	Computers	7.14	0.36	-	7.50	4.85	1.09	-	5.94	1.56	2.29
	Total	358.28	2.56	0.64	360.21	145.17	40.98	0.62	185.53	174.69	213.12
Figures for the previous year		243.14	142.57	27.43	358.28	109.47	53.41	17.73	145.17	213.11	133.67

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5	<u>Other Non-Current Assets</u>		
	Other Financial Assets		
	Unsecured Considered Good		
5.1	Rental Deposit	3.45	3.45
5.2	Electricity Deposit	0.20	0.20
5.3	Telephone Deposit	0.52	0.52
5.4	Other Deposits	0.33	0.13
5.5	Bank Deposits with more than 12 months Maturity	600.12	561.21
	Total taken to Balance Sheet	604.62	565.51
a	Bank deposits have been given as security for the secured loan from a Bank as disclosed in Note 17.1		
6	<u>Inventories</u>		
6.1	Work in Progress	63,833.30	50,938.91
6.2	Stock in trade - Finished Flats	1,641.62	2,944.11
	Total taken to Balance Sheet	65,474.92	53,883.02
a)	Work in Progress: This is values based on cost of completion		
b)	Stock in Trade: This is values based on cost of completion or Net Realisable value which ever is lower		
7	<u>Current Investments</u>		
	In Mutual Funds		
7.1	Aditya Birla Sun Life short term fund Gr. Direct	431.74	179.25
		431.74	179.25
a)	The market value of the investment in mutual funds	471.82	192.61

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8. Trade Receivables						(Amount in Lakhs)
Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Figures as at the end of current reporting period						
(i) Undisputed Trade receivables – considered good	1,854.98	499.37	572.28	3,030.58	53.96	6,011.17
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired						
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(v) Disputed Trade Receivables - credit impaired						
Sub-Total						6,011.17

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Figures as at the end of previous reporting period						
(i) Undisputed Trade receivables – considered good	1,865.03	435.68	3,733.31	-	63.73	6,097.76
(ii) Undisputed Trade Receivables - which have significant increase in credit risk						
(iii) Undisputed Trade Receivables - credit impaired						
(iii) Disputed Trade Receivables considered good						
(iv) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(v) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Sub-Total						6,097.76
a) No provision is made in the Financial Statements towards the doubtful debts						

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9	<u>Cash and Cash Equivalents</u>		
9.1	Balance with Banks	124.42	62.63
9.2	Cash in hand	40.88	35.20
	Total taken to Balance Sheet	165.30	97.83
10	<u>Loans</u>		
	Other Loans and Advances Unsecured - Considered Good		
10.1	Staff Advances	1.75	3.77
10.2	Advance to Suppliers	54.53	54.55
10.3	Other Loans	334.23	291.46
	Total taken to Balance Sheet	390.51	349.78
11	<u>Other Financial Asset</u>		
11.1	Sales Tax Appeal Deposit	2.25	2.25
	Total taken to Balance Sheet	2.25	2.25
12	<u>Other Current Assets</u>		
12.1	Income Tax Refundable	38.05	38.05
12.2	Prepaid Expenses	5.50	11.59
12.3	TDS Receivable	223.63	106.77
12.4	Rent Receivable	0.66	0.40
12.5	Advance for Property	355.80	70.10
	Total taken to Balance Sheet	623.64	226.91

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No	Particulars	As at 31 Mar 2025		As at 31 Mar 2024		
13	SHARE CAPITAL	Number	Amount	Number	Amount	
	Authorised Capital					
	Equity Shares of Rs. 10 each	6,00,00,000	6,000.00	6,00,00,000	6,000.00	
	0.01% Non-Convertible Redeemable Cumulative Preference Shares of Rs 10 each	5,00,00,000	5,000.00	5,00,00,000	5,000.00	
	Total	11,00,00,000	11,000.00	11,00,00,000	11,000.00	
	Issued, Subscribed and fully paid up Share Capital					
	Equity Shares of Rs. 10 each	4,96,17,900	4,961.79	4,96,17,900	4,961.79	
	Total	4,96,17,900	4,961.79	4,96,17,900	4,961.79	
13.1	RECONCILIATION OF SHARE CAPITAL	Number	Amount	Number	Amount	
	Equity Shares (Face Value Rs 10.00)					
	Balance at the beginning of the current reporting period	4,96,17,900	4,962	4,96,17,900	4,962	
	Changes in equity share capital during the current year		-		-	
	Balance at the end of the current reporting period	4,96,17,900	4,962	4,96,17,900	4,962	
	SHARES HELD BY PROMOTERS	Figures for the current reporting period		Figures for the previous reporting period		% Change during the year
		No. of Shares	% of Share	No. of Shares	% of Share	
	Mr.Anopchand Jain	26,45,200	5.33%	26,45,200	5.33%	-
	Mr.Gajraj Jain	31,09,091	6.27%	31,09,091	6.27%	-
	Mrs.Lalitha Jain	9,07,562	1.83%	9,07,562	1.83%	-
	Mr.Navin Kumar Jain	25,46,705	5.13%	25,46,705	5.13%	-
	Mr.Vikash Kumar Jain	14,20,650	2.86%	14,20,650	2.86%	-
	Mrs.Sarala Jain	12,12,246	2.44%	12,12,246	2.44%	-
	Mr.Nitesh Jain	13,72,000	2.77%	13,72,000	2.77%	-
	Anopchand Jain HUF	10,35,000	2.09%	10,35,000	2.09%	-
	Gajraj Jain HUF	11,25,000	2.27%	11,25,000	2.27%	-
	Mrs.Anitha Jain	24,55,272	4.95%	24,55,272	4.95%	-
	Mrs.Sapna	19,02,006	3.83%	19,02,006	3.83%	-

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	Mr.Ashish Jain	4,41,100	0.89%	4,41,100	0.89%	-
	Vikash Jain HUF	90,000	0.18%	90,000	0.18%	-
	Navin and Sons	90,000	0.18%	90,000	0.18%	-
	Priyanka Jain	2,30,000	0.46%	2,30,000	0.46%	-
13.2	RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO SHARES					
	The company has two class of shares with equity shares have a face value of Rs. 10 Per share and 0.01% Non-Convertible Redeemable Cumulative Preference shares have a face value of Rs. 10 per share					
	Each holder of equity shares is entitled to one vote per share.					
	The preference share capital are classified as Financial Liability as each preferential holder had preferential rights in payment of dividend and repayment in case of winding up, and are Redeemable in nature.					
	The Preferential holder have voting rights as per the provisions of Sec 47 (2) of the Act					
	The company declares and pays dividends in Indian Rupees.					
	The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except for Interim Dividend					
	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.					

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14. Statement of changes in Other Equity					(Amount in Lakhs)
	Shares Forfeited	General Reserve	Retained Earnings	Securities Premium	Total
Figures for the current reporting period					
Balance at the beginning of the reporting period	19.85	1.08	1,795.83	441.05	2,257.80
Total Comprehensive Income for the reporting year	-	-	801.14		801.14
Dividends	-	-	-		-
Transfer to retained earnings	-	-	-		-
Any other change (to be specified)	-	-	-		-
Balance at the end of the reporting period	19.85	1.08	2,596.97	441.05	3,058.95
Figures for the previous reporting period					
Balance at the beginning of the reporting period	19.85	1.08	1,476.52		1,497.45
total Comprehensive Income for the reporting year	-	-	319.31		319.31
Dividends	-	-	-		-
Transfer to retained earnings	-	-	-		-
Any other change (to be specified)	-	-		441.05	-
Balance at the end of the reporting period	19.85	1.08	1,795.83	441.05	2,257.80

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15	Non-Current Financial Liabilities - Borrowings						(Amount in Lakhs)
	Particulars	Non-current Portion as at		Current Maturities as at		Total as at	
		3/31/2025	3/31/2024	3/31/2025	3/31/2024	3/31/2025	3/31/2024
	(Carried at Amortised Cost, except otherwise stated)						
	Secured						
	From Banks	151.69	162.86	10.89	12.32	162.58	175.18
	From NBFC	76.36	95.65	31,765.02	17,820.65	31,841.38	17,916.30
	Unsecured						
	Preference share capital	-	-	-	-	-	-
	Total	228.05	258.51	31,775.91	17,832.98	32,003.96	18,091.48
	*Current Maturities of non-current borrowings have been disclosed under 'Other Current Financial Liabilities' (Note 19.1)						

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	Nature of Security, Repayment Terms							
	Name	Note	Rate of Interest	End of Tenure	As at 31/03/2025		As at 31/03/2024	
					Gross	Carrying Value	Gross	Carrying Value
	Term Loan from Banks							
	IDFC FIRST BANK	15.01	7.50%	02 Dec 2024	-	-	1.69	1.69
	IDFC FIRST BANK	15.02	8.50%	03 Apr 2026	11.56	11.56	19.36	19.36
	ICICI Bank - Flat 19	15.03	9.20%	10 Dec 2043	64.23	64.23	65.54	65.54
	ICICI Bank - Flat 5	15.04	10.00%	10 Dec 2042	86.79	86.79	88.59	88.59
	Total Term Loan from Banks				162.58	162.58	175.18	175.18
	Term Loan from NBFC							
	Aditya Birla Housing Finance Ltd - Loan 1	15.05	14.50%	15 Oct 2024	-	-	62.34	62.34
	Aditya Birla Housing Finance Ltd - Loan 2	15.06	13.75%	15 Jul 2028	3,063.63	3,063.63	3,712.52	3,712.52
	Aditya Birla Housing Finance Ltd - Loan 3	15.07	13.75%	15 Jul 2028	3,720.80	3,720.80	2,836.02	2,836.02
	Aditya Birla Housing Finance Ltd - Loan 4	15.13	13.00%	30 Sep 2026	632.11	632.11	-	-
	Aditya Birla Housing Finance Ltd - Loan 5	15.14	13.75%	20 Feb 2029	6,946.31	6,946.31	-	-
	Bajaj Housing Finance Ltd	15.08	12.50%	15 Mar 2029	4,084.48	4,084.48	3,006.48	3,006.48
	BMW India Financial Services Pvt Ltd	15.09	9.90%	16 Sep 2028	95.65	95.65	105.21	105.21
	Daimler Financial Services India Pvt Ltd	15.10	8.00%	04 Mar 2025	-	-	10.84	10.84
	KKN Ventures Private Limited	15.16	24.00%	27 Mar 2026	3,500.00	3,500.00	-	-
	Tata Capital Housing Finance Ltd - Loan 1	15.11	13.50%	09 Dec 2026	3,099.53	3,099.53	5,582.66	5,582.66
	Tata Capital Housing Finance Ltd - Loan 2	15.12	13.50%	09 Jun 2025	1,698.87	1,698.87	2,600.23	2,600.23
	Tata Capital Housing Finance Ltd - Loan 3	15.15	12.25%	28 Jun 2028	5,000.00	5,000.00	-	-
	Total Term Loan from NBFC				31,841.38	31,841.38	17,916.30	17,916.30

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15.01	Term Loan from IDFC First Bank secured by charge on the Movable Motor Vehicles of the company. Repayment terms are Monthly Installment of Rs. 20,138 starting from 02nd January 2022 to 02nd December 2024.
15.02	Term Loan from IDFC First Bank secured by charge on the Movable Motor Vehicles of the company. Repayment terms are Monthly Installment of Rs. 76,214 starting from 03rd August 2023 to 03rd August 2026.
15.03	Term Loan from ICICI Bank secured by charge on the Flat purchased by the company, Repayment terms are Monthly Installment of Rs 60,138 starting from 10th June 2022 to 10th December 2043.
15.04	Term Loan from ICICI Bank secured by charge on the Flat purchased by the company, Repayment terms are Monthly Installment of Rs 87,390 starting from 10th July 2022 to 10th June 2037.
15.05	The Term Loan from Aditya Birla Housing Finance Ltd - Loan 1 is secured by Charge on the on going project of the company of Rs. 15,00,00,000 is relating to the Project Construction cost by Aditya Birla Housing Finance Limited starting from 27th February 2023 with the principal amount of Rs. 62,33,591.
15.06	The Term Loan from Aditya Birla Housing Finance Ltd - Loan 2 is secured by Charge on the on going project of the company of Rs. 62,50,00,000 is relating to the Project Construction cost by Aditya Birla Housing Finance Limited starting from 15th August 2023 with the principal amount of Rs. 37,12,51,598.
15.07	The Term Loan from Aditya Birla Housing Finance Ltd - Loan 3 is secured by Charge on the on going project of the company of Rs. 62,50,00,000 is relating to the Project Construction cost by Aditya Birla Housing Finance Limited starting from 15th August 2023 with the principal amount of Rs. 28,36,01,511.35.
15.08	Term Loan from Bajaj Housing Finance Ltd secured by charge on the Project of the Company. Repayment terms are Monthly Installment of Rs. 56,73,516 starting from 15th April 2023 to 15th March 2029.
15.09	Term Loan from BMW Financial Services secured by charge on the Movable Motor Vehicles of the company. Repayment terms are Monthly Installment of Rs. 1,63,672 starting from 16th October 2023 to 16th September 2028.
15.10	Term Loan from Daimler Financial Service India Pvt Ltd secured by charge on the Movable Motor Vehicles of the company. Repayment terms are Monthly Installment of Rs. 1,01,403 starting from 04th April 2020 to 04th March 2025
15.11	The Term Loan from TATA Capital Housing Finance Ltd - Loan 1 is secured by Charge on the on going project and FD of the company for Rs. 85,00,00,000 is relating to the Project Construction cost by TATA Capital Housing Finance Limited starting from 4th January 2025 with the principal amount of Rs. 55,82,66,478.62.
15.12	The Term Loan from TATA Capital Housing Finance Ltd - Loan 2 is secured by Charge on the on going project and FD of the company for Rs. 30,00,00,000 is relating to the Project Construction cost by TATA Capital Housing Finance Limited starting from 09th July 2023 with the principal amount of Rs. 26,00,23,292.87.
15.13	The Term Loan from Aditya Birla Housing Finance Ltd - Loan 4 is secured by Charge on the on going project of the company is relating to the Project Construction cost by Aditya Birla

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	Housing Finance Limited starting from 01st October 2024 with the principal amount of Rs. 6,50,00,000.
15.14	The Term Loan from Aditya Birla Housing Finance Ltd - Loan 5 is secured by Charge on the on property of the company starting from 25th January 2025 with the principal amount of Rs. 70,00,00,000.
15.15	The Term Loan from TATA Capital Housing Finance Ltd - Loan 3 is secured by Charge on the on going project is relating to the Project Construction cost by TATA Capital Housing Finance Limited starting from 29th June 2024 with the principal amount of Rs. 50,00,00,000.
15.16	Term Loan from KKN Ventures Private Limited is secured by charge on the Land purchased by the company, Repayment terms are payable at the end of the year.

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16	<u>Deferred Tax Liability (Net)</u>		
16.1	The composition of Deferred Tax Liability relating to timing difference on account of depreciation at the start of the year	13.18	15.74
	Charge to Statement of Profit and Loss on account of Property, Plant and Equipment	(1.55)	(2.56)
	At the end of year	11.63	13.18
17	<u>Short Term Borrowings</u>		
17.1	Loans repayable on Demand From Banks	1,159.64	1,447.61
	Unsecured Indian Rupee Borrowings		
17.2	Loans repayable on Demand From Related parties	16,443.37	19,228.77
17.3	From other Parties	8,738.24	8,337.28
	Total taken to Balance Sheet	26,341.25	29,013.66
	Secured Borrowings:		
a	Secured Loan from Banks: Secured by the Term Deposit held in the name of the company, and properties owned by the directors and their relatives and personal guarantees		
b	given by the directors.		
c	All Short Term Borrowings are Indian Rupees Borrowings		
	Refer to Note 34 for related party disclosures		
19	<u>Other Current Financial Liabilities</u>		
19.1	Current Maturities of Long-Term Debts (Note 15)	31,775.91	17,832.98
19.2	Expense Payable	710.54	467.00
19.3	Rental Deposit	2.20	1.20
19.4	Lease Deposit	1.50	1.50
19.5	TDS Payable	336.16	329.35
19.6	GST Payable	38.59	23.76
19.7	Income Tax Payable	138.84	26.55
a	Total taken to Balance Sheet	33,003.74	18,682.34
	Refer to Note 34 for related party disclosures		

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20	<u>Revenue from operations</u>		
20.1	Sale of		
20.2	Flats/Houses/Shops Plots/Land /	9,793.23	8,132.15
	UDS Land	5,819.27	1,216.13
	Total	15,612.50	9,348.28
21	<u>Other Income</u>		
21.1	Interest Income	79.01	349.31
	Other Non Operating Income		
21.2	Rental Income	4.46	3.15
21.3	Interest on IT Refund	-	1.45
21.4	Insurance Claim	0.59	11.58
21.5	Profit on sale of Assets	0.09	2.47
21.6	Sundry Balance Written Back	4.57	1.95
21.7	Miscellaneous Income	5.93	2.36
		94.65	372.27
22	<u>Purchase of Stock-in-Trade</u>		
22.1	Cost of		
22.2	Flats/Houses/Shops Plots/Land /	5,505.74	7,121.98
	UDS Land	4,472.12	1,457.51
	Total	9,977.86	8,579.49
23	<u>Changes in inventories of stock-in-trade</u>		
	Opening Balance	2,944.11	1,061.41
	Less: Closing Balance	1,641.62	2,944.11
	Total	1,302.49	(1,882.70)
24	<u>Employee benefit expense</u>		
24.1	Salaries & Wages	144.30	105.38
24.2	Staff Welfare Expenses	0.19	0.57
	Total	144.49	105.95
a	Refer to Note 34 for related party disclosures		
25	<u>Financial costs</u>		
25.1	Interest Expenses	2,900.04	2,213.31
25.2	Other borrowing costs	2.02	9.56
	Total	2,902.06	2,222.87
a	Refer to Note 34 for related party disclosures		

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26	<u>Other Expenses</u>		
26.01	Payment to Auditors for Audit	1.25	1.25
26.02	for Tax Audit/Representations for	2.00	2.00
26.03	Reimbursement of expenses	0.24	0.29
26.04	Bad Debts	0.02	36.17
26.05	Brokerage and Commission	32.50	12.00
26.06	Conveyance Charges	0.11	0.34
26.07	Donation	0.21	1.86
26.08	Electricity Charges	1.30	18.41
26.09	Insurance	3.52	2.44
26.10	Listing Fee	3.84	3.77
26.11	Loss on Sale of Assets	-	1.04
26.12	Membership and Subscription	2.00	-
26.13	Professional Charges	17.79	10.20
26.14	Rates & Taxes	47.41	1.34
26.15	Rent	8.21	7.17
26.16	Repairs to buildings	92.00	84.50
26.17	Repairs to machinery	1.60	1.03
26.18	Sales Promotion	2.82	2.01
26.19	Telephone Expenses	1.01	0.90
26.20	Travelling Expenses	0.15	0.70
26.21	Vehicle Maintenance	14.19	19.34
26.22	Miscellaneous expenses	3.85	5.24
	Total	236.02	212.00

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27	Particulars	31.03.2025	31.03.2024
	Income Tax Recognised In Statement of Profit And Loss		
	Current Tax	304	113
	Deferred tax	(2)	(3)
	Total	302	110
	The income tax expenses for the year can be reconciled to the accounting profit as follows		
	Accounting Profit before income tax	1,103	430
	Applicable Tax Rate	25.168%	25.168%
	Applicable Tax Rate on Capital Gains	0.000%	0.000%
	Computed Tax Expense	278	108
	Tax Effect of:		
	Timing Difference of Depreciation	(2)	4
	Expenses Disallowed	1	1
	Expenses allowed for House Property	(0)	(0)
	Tax relating to Income Tax Demand	19	
	Tax relating to earlier years	(0)	(1)
	Current Tax Provision (A)	295	111
	Incremental Deferred tax Liability on account of Property, Plant and Equipment and Intangible Assets	(2)	(3)
	Deferred Tax Provision (B)	(2)	(3)
	Tax Expenses Recognised in Statement of Profit and Loss (A+B)	293	108
	Effective Tax Rate	26.587%	25.181%
28	Earnings per Equity Share - Basic		
	Net profit / (loss) for the year from continuing operations	801.14	319.29
	Weighted average number of equity shares	496.18	496.18
	Earnings per share from continuing operations - Basic	1.61	0.64
29	Earnings per Equity Share - Diluted		
	Net profit / (loss) for the year from continuing operations	801.14	319.29
	Weighted average number of equity shares	496.18	496.18
	Earnings per share from continuing operations - Diluted	1.61	0.64

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(Amount in Lakhs)

30 Disclosure as per Ind AS 115

a. The Company is engaged in the development, construction, and sale of residential and commercial properties. Revenue from contracts with customers is recognized over time using the percentage of completion method, which reflects the extent of progress toward completion of the performance obligations. The progress is measured based on costs incurred relative to the estimated total costs of the project. This approach ensures that revenue is recognized as control of the goods or services is progressively transferred to the customers, in accordance with the terms of the contract.

(b) Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical area.

Particulars	in Rupees	
	31-Mar-25	31-Mar-24
Primary geographical markets		
India	15,612.50	9,348.28
Total	15,612.50	9,348.28

This disaggregation of revenue helps to provide insight into the different economic factors affecting revenue recognition in each region

(c) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

Particulars	in Rupees	
	31-Mar-25	31-Mar-24
Receivables which are included in Trade and other receivables		
Contract assets		
- Amount due from customers on construction contract	6,011.17	6,097.76
- Accrued value of work done net off provision	0.00	0.00
Contract liabilities		
- Amount due to customers under construction contracts	6,175.75	6,428.10
- Advance from clients	0.00	0.00

Contract Assets: Contract assets represent the Company's right to consideration for work completed but not yet billed as of the reporting date. These assets are reclassified to receivables when the right to payment becomes unconditional, typically upon the issuance of an invoice to the customer. For the period ended 31 March 2025, an assessment was conducted in accordance with Ind AS 109, and no impairment of contract assets was recognized.

Contract Liabilities: Contract liabilities primarily consist of advance payments received from customers for residential and commercial units under construction. Revenue related to these contract liabilities is recognized over time using the Percentage of Completion method, as the Company progresses towards fulfilling its performance obligations under the contract.

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Amounts Due from Contract Customers: These represent the gross unbilled amounts expected to be collected from customers for work performed up to the reporting date. The amount is measured at cost plus profit recognized to date, less progress billings and recognized losses, if any.	
Amounts Due to Contract Customers: These represent the excess of progress billings over the revenue recognized (including attributable profits) for the contract work performed to date. The measurement of these amounts includes all costs directly attributable to specific projects, as well as an allocation of fixed and variable overheads incurred in the Company's contract activities, based on normal operating capacity.	
31	Financial Instruments, Financial Risk and Capital Management
31.1	Initial recognition
	The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.
31.2	Subsequent measurement
	(a) Financial assets carried at amortized cost
	A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
	(b) Financial assets at fair value through other comprehensive income (FVOCI)
	A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
	(c) Financial assets at fair value through profit or loss
	A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.
	(d) Financial liabilities
	Financial liabilities are subsequently carried at amortized cost using the effective interest method,
31.3	Fair value of financial instruments
	In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

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31.4	In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.				
	Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.				
	Level 2 - Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).				
	Level 3 - Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.				
31.5	Financial instruments by category				
	As at March 31, 2025	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total
	Financial Assets				
	Cash and cash equivalent			165.30	165.30
	Bank deposits			600.12	600.12
	Investments				-
	In Mutual Fund			431.74	431.74
	Trade receivables			6,011.17	6,011.17
	Loans			390.51	390.51
	Other Financial Assets			4.50	4.50
	Financial liabilities				
	Trade payable			6,273.43	6,273.43
	As at March 31, 2024	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total
	Financial Assets				
	Cash and cash equivalent			97.83	97.83
	Bank deposits			561.21	561.21
	Investments				-
	In Mutual Fund			179.25	179.25
	Trade receivables			6,097.76	6,097.76
	Loans			349.78	349.78
	Other Financial Assets			4.30	4.30
	Financial liabilities				
	Trade payable			6,428.10	6,428.10

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As at March 31, 2024	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total
Financial Assets				
Cash and cash equivalent			97.83	97.83
Bank deposits			561.21	561.21
Investments				-
In Mutual Fund			179.25	179.25
Trade receivables			6,097.76	6,097.76
Loans			349.78	349.78
Other Financial Assets			4.30	4.30
Financial liabilities				
Trade payable			6,428.10	6,428.10

31.6 Financial Risk Management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, and market risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance

(a) Credit Risk

Credit risk arises from cash and cash equivalents, deposits with banks, and credit exposures to customers, including outstanding receivables.

Credit Risk Management: The Company assesses the credit quality of customers, taking into account their financial position, past experience, and other factors. Individual risk limits are set based on internal or external ratings, and the utilization of credit limits is regularly monitored.

Exposure to Credit Risk: The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was as follows:

	Particulars	31.Mär.25	31.Mär.24
	Trade Receivables	6,011.17	6,097.76
	Cash and Cash Equivalents	165.30	97.83
	Other Financial Assets	1,448.14	758.19

Credit Quality and Impairment: None of the Company's cash equivalents, including time deposits with banks, are past due or impaired. Regarding trade receivables and other receivables, and other loans or receivables that are neither impaired nor past due, there were no indications as at March 31, 2025, and March 31, 2024, that defaults in payment obligations will occur.

(b) Liquidity Risk

Liquidity risk is managed by maintaining sufficient cash and marketable securities and by ensuring the availability of funding through adequate credit facilities. Management monitors rolling forecasts of the Company's liquidity reserve (comprising undrawn borrowing facilities and cash and cash equivalents) on the basis of expected cash flows.

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Maturity Profile of Financial Liabilities: The table below analyzes the Company's financial liabilities into relevant maturity groupings based on their contractual maturities:

Financial Liabilities	Less than 1 year	1 to 5 years	More than 5 years
Trade Payables	6,273.43	-	-
Borrowings	31,775.91	80.09	147.96

(c) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk includes three types of risk: currency risk, interest rate risk, and other price risk.

Currency Risk: The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, and borrowings are denominated. The currency risk is managed through natural hedging and forward contracts.

Interest Rate Risk: Interest rate risk arises from long-term borrowings with variable interest rates. The Company monitors the interest rate exposure on a continuous basis and uses interest rate swaps to hedge against the interest rate risk.

Other Price Risk: The Company is exposed to equity price risks arising from equity investments classified as fair value through profit or loss (FVTPL).

31.7 Capital Management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

The Company monitors capital using a gearing ratio, which is net debt divided by total equity. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the balance sheet) less cash and cash equivalents.

	Particulars	31.Mär.25	31.Mär.24
	Total Debt (Borrowings)	58,345.2	47,105.1
	Less: Cash and Cash Equivalents	165.3	97.83
	Net Debt	58,179.9	47,007.3
	Total Equity	4,961.7	4,961.7
	Gearing Ratio	11.73	9.47

The Company's capital structure consists of equity (comprising issued capital, reserves, and retained earnings) and debt, which includes borrowings and trade and other payables. The Company's strategy remains unchanged from the previous year.

The Company is subject to externally imposed capital requirements as part of its debt covenants, which require maintaining a minimum interest coverage ratio and a maximum debt-to-equity ratio. As of 31 March 2024, the Company has complied with all externally imposed capital requirements.

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32				Financial Ratios			
Sl. No	Particular	Numerator	Denominator	31.03.2025	31.03.2024	% Variance	Reason for significant
1	Current Ratio	Total current assets	Total current liabilities	1.11	1.12	0.89%	
2	Debt-Equity Ratio	Total debt	Shareholder's equity	7.27	6.52	11.49%	
3	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes+Non-	Debt service=Interest and lease payments+Principal	0.42	0.50	15.39%	
4	Return on Equity Ratio	Profit for the year	Average total equity	10.51%	4.52%	132.45%	Due to Increase in Profit
5	Inventory turnover	Revenue	Average inventory	0.26	0.21	24.76%	
6	Trade Receivables turnover	Revenue	Average trade receivables	2.59	1.85	40.59%	Due to Increase in
7	Trade payables	Purchases of services	Average trade payables	1.57	1.27	23.29%	
8	Net capital turnover ratio	Revenue	Working capital	2.10	1.45	44.99%	Due to Increase in Inventory
9	Net profit ratio	Net profit	Revenue	5.10%	3.28%	55.27%	Due to Increase in Profit
10	Return on Capital employed	Profit before tax and	Average capital employed	50.86%	23.59%	115.62%	Due to Increase in Profit
11	Return on investment	Income generated	Time weighted average	0.00%	0.00%	0.00%	

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33	<u>Other Statutory Information</u>
33.01	There is no such Immovable Property whose title deeds are not held in the name of the company.
33.02	The company does not hold any Investment property, hence Valuation not applicable.
33.03	The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets)
33.04	The company does not hold any Intangible property, hence Valuation not applicable.
33.05	There is no Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties
33.06	The company does not hold any capital work in progress during the year.
33.07	There is no intangible asset under development held by the company
33.08	There is no proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder
33.09	The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
33.10	There is no transactions with companies struck off under section 248 of the Companies Act, 2013
33.11	The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

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No.	Description of relationship		Name(s) of related partie(s)	
34	(a) Key Management Personnel (KMP)	1	Anop Chand Jain-Managing Director	
		2	Bilal Mohammed Ali -Company Secretary	
		3	Gajraj Jain-Joint Managing Director	
		4	Maithri Jayakkar-Director	
		5	Manjith P M-Director	
		6	Navin Jain - Director	
		7	Nitesh Jain-CFO	
		8	Rikin Dilip Gandhi - Director	
		9	Sampat Raj Singhvi-Erstwhile Director	
		10	Vikash Jain - CEO	
	(b) Relative of Key Management Personnel (KMP)	1	Ashish Jain	
			(Amount in Lakhs)	
34.1	Related Party Transaction		31.03.2025	31.03.2024
	Unsecured Loan - payable			
	Anoop Chand Jain	1	6,042.30	6,953.80
	Gajraj Jain	2	3,764.69	6,814.53
	Navin Jain	3	6,636.37	5,460.44
	Total		16,443.37	19,228.77
	Salary			
	Anoop Chand Jain	1	24.00	15.66
	Gajraj Jain	2	24.00	14.96
	Nitesh Jain	3	18.00	12.89
	Ashish Jain	4	18.00	12.89
	Navin Jain	5	18.00	13.54
	Bilal Mohammed Ali	6	3.00	3.00
	Vikas Jain	7	15.00	-
	Total		105.00	72.95
	Interest			
	Anop Chand Jain	1	715.00	745.80
	Gajraj Jain	2	778.06	1,005.38
	Navin Jain	3	652.98	531.85
	Total		2,146.04	2,283.03
a	List of related parties are provided by the Management and relied upon by the Auditors			

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35	Contingent Liabilities And Commitments The total outstanding demand of Income Tax is Rs. 8,12,14,228 as on date. The matter is pending at various stages of appeal. Based on the interpretations of relevant provisions of the Income tax Act, the Company has been legally advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.
36	Corresponding figures for the previous period have been regrouped wherever necessary to confirm the current period classification.
Place: Chennai 30/05/2025 For and on behalf of the Board (Anop Chand Jain) Managing Director (Nitesh Jain) CFO (Gajraj Jain) Joint Managing Director (Bilal Mohammed Ali) Company Secretary As per our report of even date attached Date: For GASM DANSR AND CO (Chartered Accountants) Firm Reg No : 005986S (V Ranga Rao) Partner Membership No: 024963 UDIN: 25024963BMKUJJ6869	