



RAINBOW FOUNDATIONS LIMITED

Regd. Office : No.4, Thanikachalam Road, T.Nagar, Chennai-600017

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of **M/s. Rainbow Foundations Limited** will be held on Wednesday, December 5, 2018 at 9.30 A.M at the registered office of the Company situated at New No.4, Thanikachalam Road, T.Nagar, Chennai – 600017 to transact the following business:

SPECIAL BUSINESS:

1. Increase in Authorised Share Capital

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules made there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 12,00,00,000 (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs. 10/- each to Rs. 70,00,00,000 (Rupees Seventy Crores) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each amounting to Rs. 20,00,00,000 (Rupees Twenty Crores only) and 5,00,00,000 (Five Crore) Preference Shares of Rs. 10/- each amounting to Rs. 50,00,00,000 (Rupees Fifty Crores Only).”

2. Alteration in Memorandum of Association & Articles of Association pursuant to increase in authorised share capital:

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

“RESOLVED THAT, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V:

V. The Authorized Share Capital of the Company is Rs. 70,00,00,000 (Rupees Seventy Crores) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each amounting to Rs. 20,00,00,000 (Rupees Twenty Crores only) and 5,00,00,000 (Five Crore) Preference Shares of Rs. 10/- each amounting to Rs. 50,00,00,000 (Rupees Fifty Crores only).

RESOLVED FURTHER THAT the existing Article 3 of the Article of Association of the Company be deleted and the same be substituted with the following Article 3:

3. The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, as provided in Clause V of Memorandum of Association.”

3. Issue of Non-Convertible Redeemable Cumulative Preference Shares(NCRCPS)

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

“RESOLVED THAT pursuant to the provisions. of Section 42, 55 and other applicable provisions, if any of the Companies Act, 2013 read with Rules framed thereunder as may be amended from time to time and in accordance with the Articles of Association of the Company and any Rules, Regulations/Guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot upto 5,00,00,000 Non-Convertible Redeemable Cumulative Preference Shares (‘NCRCPS’) that are eligible for 0.01% dividend per annum, at a face value of Rs 10/- aggregating to Rs.50,00,00,000 (Rupees Fifty Crores Only) on a Private Placement basis for a term of 20 years on such terms and conditions as per the details below and further set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT in accordance with the provisions of Section 43 of the Act and the Rules framed there under:

- the NCRCPS shall be non-participating in the surplus funds
- the NCRCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- the NCRCPS shall not be convertible into equity shares;
- the NCRCPS shall carry a preferential right Vis-a-vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital

- the NCRCPs shall carry voting rights as per the provisions of Section 47 (2) of the Act
- the NCRCPs shall be redeemable
- the NCRCPs shall bear a cumulative dividend equal to 0.01% per annum payable till the date of redemption, on a yearly basis. The Dividend will be calculated on pro-rata basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Resolution, the Board of Directors be and is hereby authorised to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as maybe necessary or desirable in this respect including but not limited to :

- execute all such deeds, documents, applications and file forms and documents in this connection
- authorise officials of the Company to act for and on behalf of the Company in this regard
- take such steps to resolve all questions incidental to issue and allotment of NCRCPs in its absolute discretion without any further, approval of the Members of the Company and the decision of the Board shall be final and conclusive.”

4. Adoption of new set of Memorandum of Association of the Company in Conformity with Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the amended set of Memorandum of Association submitted to this meeting be and are hereby approved.”

5. Adoption of new Set of Articles of Association of the Company in conformity with Companies Act, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

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

Gajraj Jain
Joint Managing Director
DIN: 01182117

Place: Chennai

Date: 7th November, 2018

Registered Office:

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

NOTES:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
- A MEMBER OF THE COMPANY WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
- INSTRUMENT OF PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY’S REGISTERED OFFICE NOT LATER THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

- D. **A REQUISITION FOR INSPECTING PROXY MAY BE MADE BY ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING AND SUCH REQUISITION SHALL BE MADE IN WRITING AND DEPOSITED WITH THE COMPANY ATLEAST 3 DAYS BEFORE THE COMMENCEMENT OF THE MEETING. SUCH INSPECTION SHALL BE PROVIDED DURING 24 HOURS BEFORE THE COMMENCEMENT OF THE MEETING AND SHALL CONTINUE TILL THE CONCLUSION OF THE MEETING.**
- E. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
- F. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- G. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registered Office at No.4, Thanikachalam Road, T.Nagar, Chennai - 600017.
- H. All communication relating to shares may be addressed to the Company at: **No.4, Thanikachalam Road, T.Nagar, Chennai - 600017.**
- I. Members / proxy are requested to bring attendance slip to the meeting.
- J. Members who hold shares in the dematerialized form are requested to write their Client ID and DP ID and those who hold shares in the physical form are requested to write their folio number in the attendance slip.
- K. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules thereto, companies can serve EGM Notice and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to Cameo Corporate Services Limited or with the depository participants with whom their demat account is maintained. Members holding shares in demat form are requested to register/ update their e-mail address with their Depository Participant(S) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
- L. SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN Card, duly attested, to the **Registrar and Share Transfer Agents M/s. Cameo Corporate Services Ltd, Subramanian Building, No.1,Club House Road, Chennai-600002.**
- M. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 10.00 A.M. and 05.00 P.M. upto the date of the ensuing Extra- Ordinary General Meeting.
- N. The road map of the location for the venue of Extra-Ordinary General Meeting is attached herewith.
- O. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the ensuing Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
- i. Log on to the e-voting website www.evotingindia.com.
 - ii. Click on "Shareholders" tab.
 - iii. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
 - v. Next enter the Captcha Code 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 login id and password are to be used.

- vii. If you are a first time user follow the steps given below. Now fill up the following details in the appropriate boxes:

User Id	For Members holding shares in DEMAT form For NSDL: 8 Character DP ID followed by 8 digits Client ID For CDSL: 16 digits beneficiary ID	For members holding shares in Physical form Folio Number registered with the Company.
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
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 #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* 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 sequence number in the PAN Field. 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Sequence number has been provided as SI No in the address label.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly 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 'Rainbow Foundations Limited'.
- 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.
- xiii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- 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 Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on 'Forgot Password' & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 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 a Compliance User should be created 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. Please follow all steps from sl. no. (i) to sl. no. (xvii) above, to cast vote.
 - xxi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.cdsl.com
 - xxii. If you are already registered with CDSL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
 - xxiii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- B. The e-voting period commences on 01st December, 2018 (09:00 A.M.) and ends on 4th December, 2018 (05:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd November, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - C. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd November, 2018. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
 - D. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
 - E. Mr. Soy Joseph, Company Secretary (Membership No. 13852) Partner, M/s. JM & Associates, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - F. The Scrutinizer after the conclusion of voting at the Extra-Ordinary General Meeting, will first count the votes cast at the meeting and thereafter will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 working days from conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against the resolution, invalid votes, if any and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorised by him in writing who shall countersign the same.
 - G. The facility for voting through ballot shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.
 - H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - I. The results declared on or after the Extra-Ordinary General meeting of the Company. The result declared along with the Scrutinizers Report shall be placed on the Company's website www.rainbowfoundations.in and on the website of CDSL immediately after the result is declared. The Company shall simultaneously forward the results to BSE limited ("BSE") where the shares of the Company are listed.
 - J. The Route Map for the Extra Ordinary General Meeting:-



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No 1 &2

The present Authorized Share Capital of the company is Rs 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity shares of 10/- each (Rupee Ten each). The company proposes to increase its Authorized Share Capital to Rs. 70,00,00,000 (Rupees Seventy Crores) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each amounting to Rs. 20,00,00,000 (Rupees Twenty Crores only) and 5,00,00,000 (Five Crore) Preference Shares of Rs. 10/- each amounting to Rs. 50,00,00,000 (Rupees Fifty Crores Only) to facilitate raising of funds.

The increase in the Authorized Share Capital of the company will require consequential amendment in Clause V of the Memorandum of Association of the Company and Article No. 3 of the Articles of Association of the company.

Pursuant to provisions of Sections 13, 14 and 61 of the Companies Act, 2013, alteration of the Capital Clause and consequent alteration of MOA and AOA requires approval of the members of the Company by way of passing an Ordinary and Special Resolution to that effect respectively.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are interested in this resolution to the extent of their shareholding in the Company.

Item No 3

As per Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ('Rules') framed there under and other applicable provisions, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a Private Placement basis is required to obtain the prior approval of the Members, by way of a Special Resolution.

In terms of Section 55 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules framed thereunder, the Board of Directors at its Meeting held on November 7, 2018 have granted approval to offer, issue and allot upto 5,00,00,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) at a face value of Rs 10 on a private placement basis subject to the shareholders' approval.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue are as under

1	the size of the issue and number of preference shares to be issued and nominal value of each share	5,00,00,000 (Five Crore) Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) at a face value of Rs 10/- each aggregating to Rs.50,00,00,000 (Rupees Fifty Crores)
2	the nature of such shares	- Cumulative - Non-Participating - Non-Convertible and Redeemable Preference Shares
3	the objectives of the issue	(a) To meet general corporate puposes (b) To meet the long-term fund requirements of the company
4	the manner of issue of shares	The said NCRCPs are proposed to be issued on a Private Placement basis.
5	the price at which such shares are proposed to be issued	The NCRCPs are proposed to be issued at a face value of Rs. 10/- per share
6	the basis on which the price has been arrived at;	Considering the Non Convertible nature of the Preference Shares, the NCRCPs are being issued at par i.e. Rs. 10/- face value.

7	the terms of issue, including terms and rate of dividend on each share, etc.;	<ul style="list-style-type: none"> - the NCRCPs shall be non-participating in the surplus funds; - the NCRCPs shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company; - the NCRCPs shall not be convertible into equity shares; - the NCRCPs shall carry a preferential right Vis-a-vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital; - the NCRCPs shall carry voting rights as per the provisions of Section 47 (2) of the Act; - the NCRCPs shall be redeemable;- the holders of NCRCPs shall be paid dividend at the rate of 0.01% p.a. on a cumulative basis The proposed NCRCPs shall be issued on a private placement basis. The preference shares shall be Cumulative. The NCRCPs shall not be listed on Stock Exchange.
8	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;	NCRCPs shall be redeemed not exceeding 20 years and not before completion of 15 years with call option as may be determined by the Board. Redemption shall be done at par or at premium as may be decided by the Board.
9	the manner and modes of redemption;	The proposed NCRCPs shall be redeemed in accordance with the provisions of Companies Act, 2013 read with relevant Rules as amended from time to time
10	the expected dilution in equity share capital upon conversion of preference shares.	Not applicable since the proposed preference shares to be issued are non-convertible.

11. The Current Shareholding Pattern of the Company as on 2nd November, 2018:-

EQUITY SHARES (FACE VALUE – Rs. 10/-):

Sr.No	Category	No.of Shareholders	Total No.of shares held	Percentage of Holding
1	Resident	2120	30,20,138	54.78%
2	NRI	3	979	0.02%
3	Corporate Body	28	7,02,824	12.75%
4	Promoters	12	178,9,159	32.45%
	TOTAL		55,13,100	100%

The Company does not have preference shareholders as on date.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are interested in this resolution to the extent of their shareholding in the Company.

Item No. 4:-

With the enactment of Companies Act, 2013, it is considered expedient to amend the existing Memorandum of Association of the Company in accordance with the requirements and the provisions of the said Act.

Further, In order to comply with the provisions of Section 4(1)(C), Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association of the Company. Consequent to the deletions of the entire Other Objects Clause in the Memorandum of Association of the Company, the Main Object clause has been suitably modified. The amended Memorandum of Association shall be available for inspection during the meeting and can be inspected by members during the business hours at the registered office of the Company. The proposed modification needs to be approved by the shareholders of the Company by passing a Special Resolution.

The Directors recommend the approval of the Members thereto.

None of the Directors, Key Managerial Personnel and their relatives are interested in this resolution to the extent of their shareholding in the Company.

Item No. 5:-

The existing Articles of Association (AOA) of the Company is based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 which are no longer in conformity with the new Companies Act, 2013. Hence, it is considered expedient to wholly replace the existing AOA by a new set of Articles in conformity with the new Companies Act, 2013. The draft AOA shall be available for inspection during the meeting and can be inspected by members during the business hours at the registered office of the Company. The proposed modification needs to be approved by the shareholders of the Company by passing a Special Resolution.

The Directors recommend the approval of the Members thereto.

None of the Directors, Key Managerial Personnel and their relatives are interested in this resolution to the extent of their shareholding in the Company.

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

Gajraj Jain
Joint Managing Director
DIN: 01182117

Place: Chennai
Date: 7th November, 2018

Registered Office:
NO. 4, Thanikachalam Road, T. Nagar, Chennai-600017

RAINBOW FOUNDATIONS LIMITED
L55101TN1994PLC027739
No.4, Thanikachalam Road, T. Nagar,
Chennai, Tamilnadu - 600 017

ATTENDANCE SLIP

Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extra-Ordinary General Meeting at the Registered Office of the Company situated at No.4, Thanikachalam Road, T. Nagar, Chennai - 600 017, Tamil Nadu at 9.30 A.M. on Wednesday, 5 December, 2018.

Folio No.

DP ID No.

Client ID No

Name of the Member.....

Signature.....

Name of Proxy

Signature.....

No. of shares held:.....

1. Only Member/Proxyholder can attend the meeting.
2. Member/Proxyholder should bring his/her copy of the annual report for reference at the meeting

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

RAINBOW FOUNDATIONS LIMITED

L55101TN1994PLC027739

No.4, Thanikachalam Road, T. Nagar,

Chennai, Tamilnadu - 600 017

Extra-Ordinary General Meeting (EGM) – 05 December, 2018

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	
No. of shares held	

I/We, being the member (s) of _____ shares of Rainbow Foundations Limited, hereby appoint:

Name	
Email	
Address	

Or failing him

Name	
Email	
Address	

Or failing him

Name	
Email	
Address	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Wednesday, 5th December, 2018 at 9.30 A.M. at No.4, Thanikachalam Road, T. Nagar, Chennai, Tamilnadu - 600 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS
SPECIAL BUSINESS
1. Increase in Authorised Share Capital
2. Alteration in Memorandum of Association & Articles of Association pursuant to increase in authorised share capital

- | |
|---|
| 3. Issue of Non-Convertible Redeemable Cumulative Preference Shares(NCRCPS). |
| 4. Adoption of new set of Memorandum of Association of the Company in Conformity with Companies Act, 2013 |
| 5. Adoption of new Set of Articles of Association of the Company in conformity with Companies Act, 2013 |

As witness my/our hand(s), this _____ day of _____ 2018.

Signature of the Shareholder

Affix Revenue Stamp Here

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.