



Rainbow Foundations Ltd.

01<sup>st</sup> October, 2022

To  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalai Street,  
Mumbai – 400001

**SCRIP CODE: 531694**

Dear Sir,

**SUB: Details regarding voting results of the Annual General Meeting as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

In furtherance to our letter dated 07<sup>th</sup> September, 2022, we confirm that the 28<sup>th</sup> Annual General Meeting 'AGM' of the Company held on 30<sup>th</sup> September, 2022 from 10.22 a.m. to 11.05 a.m. through video conferencing / other audio video mode.

As required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed (a) Voting Results and (b) Scrutinizer's Report.

Kindly acknowledge receipt and take the same on your records.

Thanking you,

Yours faithfully,

**For RAINBOW FOUNDATIONS LIMITED**



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



Encl: As above





## REPORT OF SCRUTINIZER

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman

**SUB: Annual General Meeting of M/s. Rainbow Foundation Limited held on Friday, 30<sup>th</sup> September, 2022 at 10.15 A.M through Video Conferencing (VC) / Other Audio Visual Means (OAVM).**

Dear Sir,

I, Soy Joseph of M/s. JM & Associates, Practicing Company Secretaries, Chennai, had been appointed as the Scrutinizer by the Board of Directors of M/s. Rainbow Foundation Limited (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and electronic voting during the Twenty Eighth Annual General Meeting (AGM), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and in accordance with the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations) as amended by the "MCA & SEBI Circulars" issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted. The MCA & SEBI CIRCULARS provides for relaxations in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID-19 (CORONAVIRUS) pandemic. In respect of the below mentioned resolutions proposed at the AGM of the Equity Shareholders of the Company held on Friday, 30<sup>th</sup> September, 2022 at 10:15 A.M through VC/OAVM, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.





2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services (India) Limited (CDSL)
3. In accordance with the Notice of the 28<sup>th</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 on 08<sup>th</sup> September, 2022 the remote e-voting opened at 9:00 AM on 27<sup>th</sup> September, 2022 and remained open up to 5:00 PM on 29<sup>th</sup> September, 2022.
4. After Chairman announced that e-voting is open for those members who have not cast their vote through remote e-voting, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.
5. The Equity Shareholders holding shares as on 23<sup>rd</sup> September, 2022, "cut-off date", were entitled to vote on the resolutions stated in the AGM Notice of the Company.
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services (India) Limited(www.evotingindia.com.)in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

**(a) Resolution 1—Ordinary Resolution**

To receive, consider and adopt:

- a) the audited standalone financial statements of the Company for the year ended 31<sup>st</sup> March 2022, together with the Board of Directors' and Auditors' Reports thereon; and

- (i) Voted **in favour** of the resolution:





Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
50	25027482	99.9995

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
11	122	0.0005

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

## (b) Resolution 2–Ordinary Resolution

To appoint a Director in place of Mr. Navin Jain (DIN: 02213825), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
50	25027482	99.9995

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
11	122	0.0005





(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**(c) Resolution 3—Ordinary Resolution**

To re-appoint M/s. GASM DANSR and Co. Chartered Accountants, as the Statutory Auditors of the Company

(i) **Voted in favour** of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
50	25027482	99.9995

(ii) **Voted against** the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
11	122	0.0005

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**(d) Resolution 4—Special Resolution**

To increase the borrowing powers under Section 180(1)(c) of the Companies Act, 2013 upto Rs.1000 Crores;

(i) **Voted in favour** of the resolution:





Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
50	25027482	99.9995

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
11	122	0.0005

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

## (e) Resolution 5–Special Resolution

Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
50	25027482	99.9995

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
11	122	0.0005





(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**(f) Resolution 6–Special Resolution**

Approval for Amendment to the Articles of Association of the Company

(i) **Voted in favour** of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
50	25027482	99.9995

(ii) **Voted against** the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
11	122	0.0005

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**(g) Resolution 7 –Special Resolution**

Private Placement of Non-Convertible Debentures amounting to INR 175 Crores.





(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
50	25027482	99.9995

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
11	122	0.0005

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

## (g) Resolution 8 –Special Resolution

To approve conversion of loan into equity or other capital of the Company in case of Event of Default and in this regard,

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
50	25027482	99.9995







(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
11	122	0.0005

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

All relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the 28<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Company for safe keeping.

Thanking you,  
Yours faithfully,



SOY JOSEPH  
JM & Associates  
Practicing Company Secretaries  
M.No.: 13852  
COP : 5612  
UDIN: A013852D001097660  
Peer Review No: 1100/2021



Place: Chennai  
Date: 30<sup>th</sup> September, 2022

For RAINBOW FOUNDATIONS LIMITED

  
Director