

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of **Rainbow Foundations Limited** will be held on Monday, September 30, 2019 at 10.00 A.M at The Grand Sweets & Snacks, 2nd Floor No.18, Dr. Nair Road, T.Nagar, Chennai-600017 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.
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.

SPECIAL BUSINESS:3. **Re-appointment of Mr. Sampat Raj Singhvi (DIN:01786782) as an Independent Director**

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 Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mr. Sampat Raj Singhvi (DIN: 01786782), who was appointed as an Independent Director at the Twentieth Annual General Meeting of the Company held on 29th September, 2014 and who holds the office as Independent Director upto 28th September, 2019 and who is eligible for re - appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of up to five years commencing with effect from 29th September, 2019 to 28th September, 2024.”

4. **Re - appointment and payment of Remuneration to Mr. Anop Chand Jain (DIN: 02215110) as the Managing Director of the Company**

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the member of the company be and is hereby accorded for the re-appointment of Mr. Anop Chand Jain (DIN: 02215110) as Managing Director of the Company for a period of 3 years commencing from December 17, 2018 at a remuneration as stated below:

Salary	Rs. 2,00,000 /- p.m.
Perquisites	<ol style="list-style-type: none"> 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-imbusement Expenses incurred for the Managing 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 Managing 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.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the tenure of service of the managing 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 Mr. Gajraj Jain (DIN: 01182117), Managing Director of the Company be and is hereby authorised to take all necessary steps to give effect to the said resolution"

5. **Re - appointment and payment of Remuneration to Mr. Gajraj Jain (DIN: 01182117) as the Managing Director of the Company**

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the consent of Members of the company be and is hereby accorded for the re-appointment of Mr. Gajraj Jain (DIN: 01182117) as Managing Director of the Company for the period of 3 years commencing from 14th February, 2019 at a remuneration as stated below:

Salary	Rs. 2,00,000 /- p.m.
Perquisites	<ol style="list-style-type: none"> 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-imbusement Expenses incurred for the Managing 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 Managing 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.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the tenure of service of the managing 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 Mr. Anop Chand Jain, Managing Director of the Company be and is hereby authorised to take all necessary steps to give effect to the said resolution"

6. **Appointment of Mrs. Maithri Jayakkar (DIN: 07155574) as an Independent Director**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time and pursuant to recommendation of the Nomination and Remuneration Committee, Mrs. Maithri Jayakkar (DIN: 07155574), who was appointed as an Additional Director (Non-Executive) of the Company with effect from February 14, 2019, in terms of Section 161(1) of the act and whose term of office expires at the ensuing General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation for a period of five years from the conclusion this Annual General Meeting.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to take all necessary steps to give effect to the said resolution”

7. Appointment of Mr. Pushpala Motiram Manjith (DIN: 02161987) as an Independent Director

RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time and pursuant to recommendation of the Nomination and Remuneration Committee, Mr. Pushpala Motiram Manjith (DIN: 02161987), who was appointed as an Additional Director (Non-Executive) of the Company with effect from August 13, 2019, in terms of Section 161(1) of the act and whose term of office expires at the ensuing General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation for a period of five years from the conclusion this Annual General Meeting.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to take all necessary steps to give effect to the said resolution”

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

**Gajraj Jain
Managing Director
DIN: 01182117**

Place : Chennai
Date : 13th August, 2019

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

NOTES:

- A. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) setting out material facts concerning the business under Item Nos. 3 to 7 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (AGM) are also forming part of said Statement.
- B. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf 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 10 percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10 percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- C. 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. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members

- holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent for assistance in this regard.
- F. The requirement relating to ratification of the appointment of Auditors by members at every Annual General Meeting is done away with vide notification dated 07th May 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors.
- G. 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.
- H. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to Cameo Corporate Services Limited in case the shares are held in physical form.
- I. 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.
- J. 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.
- K. Queries if any relating to Accounts may be sent to the Registered Office of the Company three days in advance before the date of AGM.
- L. All communication relating to shares may be addressed to the Company at: **No.4, Thanikachalam Road, T.Nagar, Chennai - 600017.**
- M. The Register of Members and the Share Transfer Books of the company will remain closed from 24th September, 2019 to 30th September, 2019 both days inclusive.
- N. Members / proxy are requested to bring a copy of Annual report and attendance slip to the meeting.
- O. 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.
- P. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules thereto, companies can serve Annual Reports 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.
- Q. 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 i.e M/s. Cameo Corporate Services Ltd, Subramanian Building, No.1, Club House Road, Chennai-600002.**
- R. 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 12.00 noon upto the date of the 25th Annual General Meeting.
- S. The Register of Directors' shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
- T. (a) Route Map to the venue of the AGM; (b) Proxy Form; and (c) Attendance Slip are annexed to this Notice.
- U. As per Regulation 44 of Listing Regulations, the Company will submit details of the voting results in respect of each of the resolutions proposed in this Notice to the stock exchanges within 48 hours of conclusion of its AGM.

V. 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 25th Annual General Meeting (AGM) 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 : 190830021 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 27th September, 2019 (9:00 am) and ends on 29th September, 2019 (5:00 pm). 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 September, 2019, 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 September, 2019. 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 shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman/any other authorized person of the Company.
- 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 Annual 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.

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

**Gajraj Jain
Managing Director
DIN: 01182117**

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No: 3**

At the Annual General Meeting (AGM) held on 29th September, 2014, Mr. Sampat Raj Singhvi (DIN: 01786782), was appointed as a Non Executive Independent Director of the Company for a first term of 5 consecutive years i.e. upto 28th September, 2019.

On the basis of report of performance evaluation of Mr. Sampat Raj Singhvi, the Nomination and Remuneration Committee (NRC) recommended to the Board that his continued association will immensely benefit the Company. Pursuant to the recommendation of NRC and report of performance evaluation and in order to reap benefits of his rich and varied experience, the Board at its meeting held on 13th August, 2019 approved and recommended re-appointment of Mr. Sampat Raj Singhvi, as a Non-Executive Independent Director of the Company for a second term of five consecutive years with effect from 29th September, 2019 to 28th September, 2024 not liable to retire by rotation.

Mr. Sampat Raj Singhvi has given consent for the said re-appointment and he is not disqualified from being re-appointed as a Director of the Company under Section 164 of the Companies Act, 2013 ("the Act"). Further, the Company has received declaration of independence from Mr. Sampat Raj Singhvi confirming that he meets the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and also the Company has received notice in writing from a Member under Section 160 of the Act proposing candidature of Mr. Sampat Raj Singhvi for the office of Director of the Company.

Copy of the draft letter for appointment of Mr. Sampat Raj Singhvi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day upto the date of AGM.

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. 3 of the Notice for the approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sampat Raj Singhvi and his relatives is, in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of the Notice

Item No: 4

Upon recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on 17th December, 2018 had re-appointed Mr. Anop Chand Jain (DIN : 02215110) as the Managing Director, for a period of three years with effect from 17th December, 2018, subject to the approval of the members at this Annual General Meeting.

The remuneration payable to Mr. Anop Chand Jain as described in the resolution is decided and approved by the Nomination & Remuneration Committee of the Company:

Salary	Rs. 2,00,000 /- p.m.
Perquisites	<ol style="list-style-type: none"> 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-imbusement Expenses incurred for the Managing 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 Managing 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.

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 special resolution in relation to re-appointment of Mr. Anop Chand Jain, Managing Director for the approval by the shareholders of the Company.

Except Mr. Anop Chand Jain Managing 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 except to the extent of their shareholding.

Item No: 5

Upon recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on 14th February, 2019 had re-appointed Mr. Gajraj Jain (DIN : 01182117) as the Managing Director, for a period of three years with effect from 14th February, 2019, subject to the approval of the members at this Annual General Meeting.

The remuneration payable to Mr. Gajraj Jain as described in the resolution is decided and approved by the Nomination & Remuneration Committee of the Company:

Salary	Rs. 2,00,000 /- p.m.
Perquisites	<ol style="list-style-type: none"> 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-imburement Expenses incurred for the Managing 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 Managing 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.

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 special resolution in relation to re-appointment of Mr. Gajraj Jain, Managing Director for the approval by the shareholders of the Company.

Except Mr. Gajraj Jain, Managing 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 except to the extent of their shareholding.

Item No: 6

Pursuant to provisions of Section 161(1) of the Companies Act, 2013 and other applicable provision of the Act and on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mrs. Maithri Jayakkar (DIN: 07155574) as an Additional Director in the category of Non Executive Independent Director with effect from February 14, 2019.

As per the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act), it is proposed to appoint Mrs. Maithri Jayakkar (DIN: 07155574) as Independent Director of the Company, not liable to retire by rotation for a period of five years from the conclusion this Annual General Meeting.

Mrs. Maithri Jayakkar has given consent for the said appointment and she is not disqualified from being appointed as a Director of the Company under Section 164 of the Companies Act, 2013 ("the Act"). Further, the Company has

received declaration of independence from her confirming that she meets the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and also the Company has received notice in writing from a Member under Section 160 of the Act proposing candidature of Mrs. Maithri Jayakkar for the office of Director of the Company.

Copy of the draft letter for appointment of Mrs. Maithri Jayakkar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day upto the date of AGM.

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. 6 of the Notice for the approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mrs. Maithri Jayakkar and her relatives is, in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of the Notice

Item No: 7

Pursuant to provisions of Section 161(1) of the Companies Act, 2013 and other applicable provision of the Act and on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Pushpala Motiram Manjith (DIN: 02161987) as an Additional Director in the category of Non Executive Independent Director with effect from August 13, 2019.

As per the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act), it is proposed to appoint Mr. Pushpala Motiram Manjith (DIN: 02161987) as Independent Director of the Company, not liable to retire by rotation for a period of five years from the conclusion this Annual General Meeting.

Mr. Pushpala Motiram Manjith) 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"). Further, the Company has received declaration of independence from him confirming that he meets the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and also the Company has received notice in writing from a Member under Section 160 of the Act proposing candidature of Mr. Pushpala Motiram Manjith for the office of Director of the Company.

Copy of the draft letter for appointment of Mr. Pushpala Motiram Manjith as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day upto the date of AGM.

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. 7 of the Notice for the approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Pushpala Motiram Manjith and his relatives is, in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 of the Notice.

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. Sampat Raj Singhvi
Age	61 years
DIN	01786782
Category	Non-Executive Independent Director
Date of first appointment on the Board as Director	03 rd September, 2007
Qualification(s)	Intermediate
Expertise in Specific Functional Area	Finance and Property development
Terms & conditions of re-appointment	As per resolution mentioned in Item No.3 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	7
Directorships held in other public Companies, including listed Companies [excluding foreign private Companies and deemed public Company] as on 31st March, 2019	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees of other Public Companies as on 31st March, 2019	NIL
Number of shares held in the Company as on 31st March, 2019	27 shares
Name of the Director	Mr. Anop Chand Jain
Age	67 years
DIN	02215110
Category	Managing Director
Date of first appointment on the Board as Director	07 th June, 1994
Qualification(s)	Intermediate
Expertise in Specific Functional Area	Finance, Real Estate & Property Development
Terms & conditions of re-appointment	As per resolution mentioned in Item No.4 of the Notice
Details of remuneration sought to be paid and remuneration last drawn.	For remuneration sought to be paid, please refer resolution mentioned in item No. 4. For the FY 18-19 Rs. 12 Lakhs
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Anop Chand Jain is brother of Mr. Gajraj Jain and Paternal Uncle 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, including listed Companies [excluding foreign private Companies and deemed public Company] as on 31st March, 2019	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees of other Public Companies as on 31st March, 2019	NIL
Number of shares held in the Company as on 31st March, 2019	1,85,584 equity shares of Rs.10/-each

Name of the Director	Mr. Gajraj Jain
Age	58 years
DIN	01182117
Category	Managing Director
Date of first appointment on the Board as Director	07 th June, 1994
Qualification(s)	B.Com.
Expertise in Specific Functional Area	Real Estate & Property Deveopment
Terms & conditions of re-appointment	As per resolution mentioned in Item No.5 of the Notice
Details of remuneration sought to be paid and remuneration last drawn.	For remuneration sought to be paid, please refer resolution mentioned in item No. 5.For the FY 18-19 Rs. 12 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 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, including listed Companies [excluding foreign private Companies and deemed public Company] as on 31st March, 2019	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees of other Public Companies as on 31st March, 2019	NIL
Number of shares held in the Company as on 31st March, 2019	2,00,000 equity shares of Rs.10/-each

Name of the Director	Mrs. Maithri Jayakkar
Age	56 years
DIN	07155574
Category	Non Executive Independent Director
Date of first appointment on the Board as Director	14 th February, 2019
Qualification(s)	M.A. B Ed.,

Expertise in Specific Functional Area	Administration & Marketing
Terms & conditions of re-appointment	As per resolution mentioned in Item No.6 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, including listed Companies [excluding foreign private Companies and deemed public Company] as on 31st March, 2019	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees of other Public Companies as on 31st March, 2019	NIL
Number of shares held in the Company as on 31st March, 2019	NIL

Name of the Director	Mr. Pushpala Motiram Manjith
Age	32 years
DIN	02161987
Category	Non Executive Independent Director
Date of first appointment on the Board as Director	13 th August, 2019
Qualification(s)	B.E.,
Expertise in Specific Functional Area	Marketing, Administration and Real Estate
Terms & conditions of re-appointment	As per resolution mentioned in Item No.7 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, including listed Companies [excluding foreign private Companies and deemed public Company] as on 31st March, 2019	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees of other Public Companies as on 31st March, 2019	NIL
Number of shares held in the Company as on 31st March, 2019	NIL

Annexure-2

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN
SCHEDULE V OF THE COMPANIES ACT, 2013

I General Information

1. **Nature of Industry** : Real Estate
2. **Date of commencement of commercial production:** Operations started in the year 1994
3. **Financial performance based on given indicators:**

Particulars	Rs. In Lakhs	
	31 st March, 2019	31 st March, 2018
Revenue from operations	3,775.78	5,537.78
Profit/(loss) before tax	116.42	225.02
Profit/(loss) after tax	64.12	150.45

4. **Foreign investments or collaborations, if any:** NIL

II Information about Mr. Anop Chand Jain:

Particulars	
Background details	Mr. Anopchand Jain, took to his family business quite early after his studies. He has immense experience lasting over 4 decades in the field of Real Estate, Finance and construction.
Past remuneration	FY 2018-19 Rs. 12 Lakhs
Recognition or awards	NA
Job profile and his suitability	Mr. Anop Chand Jain being Executive Director of the Company provides leadership, strategic vision and direction to the Company's business operations. He is steering the Company for more than 20 years and has rich and varied experience in the Real Estate Industry. Under his leadership, the Company has made enormous progress and today.
Remuneration proposed	As stated in Item No.4 of this Notice
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration of Mr. Anop Chand Jain is in line with the nature of Industry, size of Company, responsibilities entrusted and peer remuneration. The NRC Committee after considering all aforesaid factors has recommended the remuneration specified in Item No. 4 of the notice
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Anop Chand Jain is promoter of the company and brother of Mr. Gajraj Jain and Paternal Uncle of Mr. Nitesh Jain, CFO. Apart from this, he does not have any relationship with the Company, other Directors and Key Managerial Personnel of the Company.

II B Information about Mr. Gajraj Jain

Particulars	
Background details	Mr. Gajraj Jain , opted for a business career very early in life for over two decades, he was a Proprietor of a textile showroom till 90's and later on changed to Real estate business joining hands with his elder brother Mr. Anopchand Jain, Managing Director of Rainbow Foundations Ltd.
Past remuneration	FY 2018-19 Rs. 12 Lakhs
Recognition or awards	NA
Job profile and his suitability	Mr. Gajraj Jain being Executive Director of the Company provides leadership, strategic vision and direction to the Company's business operations. He is steering the Company for more than 20 years and has rich and varied experience in the Real Estate Industry. Under his leadership, the Company has made enormous progress and today.
Remuneration proposed	As stated in Item No.5 of this Notice
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration of Mr. Gajraj Jain is in line with the nature of Industry, size of Company, responsibilities entrusted and peer remuneration. The NRC Committee after considering all aforesaid factors has recommended the remuneration specified in Item No. 5 of the notice
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Gajraj Jain is promoter of the company and brother of Mr. Anop Chand Jain and father of Mr. Nitesh Jain, CFO. Apart from this, he does not have any relationship with the Company, other Directors and Key Managerial Personnel of the Company.

I Other Information**1. Reasons of loss or inadequate profits:**

The Company has adequate profits under Section 198 of the Companies Act, 2013 and does not envisage any loss or inadequate profits. However, as a matter of abundant caution, the Company proposes to obtain approval of the members of the Company for payment of minimum remuneration to Mr. Anop Chand Jain and Mr. Gajraj Jain in case of situation of inadequate profits. As a matter of compliance under Para A of Section II of Part II of Schedule V of Companies Act, 2013, this statement is given.

2. Steps taken or proposed to be taken for improvement:

Not Applicable. However, the Company constantly endeavors to take all such measures which shall improve the performance of the Company.

3. Expected increase in productivity and profits in measurable terms:

The Company is conscious about improvement in productivity and undertakes constant measures to improve the same. However, it is extremely difficult in present scenario to predict profits in measurable terms. For the year ended 31st March, 2019, net profit after tax stood at Rs. 64.12 lakhs

II Disclosures:

The information on remuneration package of Mr. Anop Chand Jain & Mr. Gajraj Jain Managing Directors is provided in Corporate Governance Report forming part of the Annual Report for FY 2018-19.

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

**Gajraj Jain
Managing Director
DIN: 01182117**

Place : Chennai
Date : 13th August, 2019

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

The Route map of the Annual General Meeting



ATTENDANCE SLIP

RAINBOW FOUNDATIONS LIMITED

CIN: L55101TN1994PLC027739

Registered Office: NO. 4, THANIKACHALAM ROAD, T. NAGAR, CHENNAI TN 600017

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Folio No.:	
No. of shares :	

Name(s) in Full	Father's/Husband's Name	Address as Regd. with the Company
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____

I/We hereby record our presence at the 25th Annual General Meeting of the Company being held on Monday, 30.09.2019 at 10.00 AM at The Grand Sweets & Snacks, 2nd Floor No.18, Dr. Nair Road, T.Nagar, Chennai-600017.

Please () in the box

Member/Proxy ()

Member's/Proxy's Signature* _____

*** Please strike out whichever is not applicable**

PROXY FORM

RAINBOW FOUNDATIONS LIMITED

CIN: L55101TN1994PLC027739

Registered Office: NO. 4, THANIKACHALAM ROAD, T. NAGAR, CHENNAI TN 600017

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s)	
Registered Address:	
E-mail id:	
Folio No/Client ID:	

I/We _____ being a Member/Members of RAINBOW FOUNDATIONS LIMITED, hereby appoint:

1. _____ residing at _____ having e-mail id _____ or failing him;
2. _____ residing at _____ having e-mail id _____ or failing him;
3. _____ residing at _____ having e-mail id _____ or failing him;

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Monday, 30.09.2019 at 10.00 A.M. at The Grand Sweets & Snacks, 2nd Floor No.18, Dr. Nair Road, T.Nagar, Chennai-600017.

RESOLUTIONS

1.	To consider and adopt the Financial Statements of the Company for the Financial Year ended on 31.03.2019 along with the Auditor's Report and the Boards Report thereon.
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
3.	Re- appointment of Mr. Sampat Raj Singhvi (DIN:01786782) as an Independent Director
4.	Re-appointment and payment of Remuneration to Mr. Anop Chand Jain (DIN: 02215110) as the Managing Director of the Company

(Contd.,)

5.	Re-appointment and payment of Remuneration to Mr. Gajraj Jain (DIN: 01182117) as the Managing Director of the Company
6.	Appointment of Mrs. Maithri Jayakkar (DIN: 07155574) as an Independent Director
7.	Appointment of Mr. Pushpala Motiram Manjith (DIN: 02161987) as an Independent Director

As witness my/our hand(s), this _____ day of _____ 2019.



Signature of the Shareholder

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.