

## NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of **Rainbow Foundations Limited** will be held on Monday, December 28, 2020 at 11.00 A.M through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business: The venue of the meeting shall be deemed to be the Registered Office of the Company at NO. 4, Thanikachalam Road, T. Nagar, Chennai, Tamil Nadu 600017 India.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anop Chand Jain (DIN: 02215110), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. **Appointment of Mr. Navin Jain (DIN: 02213825) as Director of the company**

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 Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Navin Jain (DIN: 02213825), who was appointed as the Additional Director of the Company with effect from 30<sup>th</sup> June, 2020 by the Board of Directors pursuant to Section 161 of the Act as recommended by the Nomination and Remuneration Committee and who holds office upto this Annual General Meeting of the Company 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 a Director of the Company”

4. **Appointment of Mr. Navin Jain (DIN: 02213825) as an Executive Director of the company.**

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 Sections 152, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the shareholders of the Company be and is hereby accorded for the appointment of Mr. Navin Jain (DIN:

02213825) as Executive Director of the Company, liable to retire by rotation from the conclusion of this Annual General Meeting at a remuneration as stated below:-

<b>Salary</b>	Rs. 1,00,000 /- p.m.
<b>Perquisites</b>	<ol style="list-style-type: none"> <li>1. One Company maintained car with driver for use of Company's business and personal use</li> <li>2. Fees / Expenses of clubs used for business purpose not exceeding Rs.2,00,000/- p.a.</li> <li>3. Entertainment expenses up to Rs. 1,00,000/- p.a.</li> <li>4. Medical Re-imbusement  Expenses incurred for the Director and the family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years</li> <li>5. Leave travel Allowance  For the Director and his family subject to a maximum limit of one month salary and this includes travel to abroad also.</li> <li>6. Personal Accident insurance - Premium not to exceed Rs.25,000 p.a.</li> </ol>

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits during the tenure of service of the director, the payment of salary, commission, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** 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. To invest in other Company for an amount exceeding the limit specified under section 186 of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) to give any loan(s) and/or any guarantee(s) and/or provide any security(ies) in connection with any loan(s) to any other body corporate or person and/ or to make any further investments/acquisition by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate, up to an amount of Rs. 500 Crore

(Rupees Five Hundred Crore Only) over and above the limits available to the Company of 60% (Sixty Percent) of its paid up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves and securities premium account, whichever is more, and remaining outstanding at any point of time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

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

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

**Place:** Chennai  
**Date:** 04<sup>th</sup> December, 2020

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

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. In compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and MCA Circulars, the AGM of the Company is being held through VC/OAVM mode only and physical participation facility will not be available.
2. *Pursuant to the provisions of the Act, 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. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.*

3. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM and the Financial Statements for the year ended 31<sup>st</sup> March, 2020 along with the Auditors Report and Board's Report are being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.rainbowfoundations.in](http://www.rainbowfoundations.in), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL <https://www.evotingindia.com>.
4. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to RTA at [investor@cameoindia.com](mailto:investor@cameoindia.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to [rainbowfoundations@gmail.com](mailto:rainbowfoundations@gmail.com).
5. A statement pursuant to section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the Annual General Meeting is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is also annexed.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection electronically for Members attending the AGM through VC/OAVM upon log-in to CDSL e-Voting system.
7. 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.
8. To support the 'Green Initiative', Members who have not yet registered their email address are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
9. 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.
10. 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.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
12. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 12<sup>th</sup> December, 2020 through email on rainbowfoundations@gmail.com. The same will be replied by the Company suitably.
13. The Register of Members and the Share Transfer Books of the company will remain closed from 22<sup>nd</sup> December, 2020 to 28<sup>th</sup> December, 2020 both days inclusive.
14. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
16. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
18. Instructions for joining the AGM are as follows:-

**A. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER**

- (i) The voting period begins on Friday, 25<sup>th</sup> December, 2020 at 9.00 AM and ends on Sunda, 27<sup>th</sup> December, 2020 at 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 21<sup>st</sup> December,2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on “Shareholders” module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.

- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN : 201201005 'Rainbow Foundations Limited'
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor@cameoindia.com](mailto:investor@cameoindia.com)
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card),

AADHAR (self attested scanned copy of Aadhar Card) to [investor@cameoindia.com](mailto:investor@cameoindia.com)

**C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **One Week (7 days) prior to AGM** mentioning their name, demat account number/folio number, email id, mobile number at ([rainbowfoundations@gmail.com](mailto:rainbowfoundations@gmail.com)). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **One Week (7 days) prior to AGM** mentioning their name, demat account number/folio number, email id, mobile number at ([rainbowfoundations@gmail.com](mailto:rainbowfoundations@gmail.com)). The Chairman will endeavor to respond to the same at the AGM. Queries received after the above deadline may not be responded to, at the AGM. Further, the Company reserves the right to restrict the number of speakers depending upon availability of time for the AGM.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through



VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### **E. Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [mail@saspartners.com](mailto:mail@saspartners.com) and to the Company at [rainbowfoundations@gmail.com](mailto:rainbowfoundations@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

19. 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 21<sup>st</sup> December, 2020. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
20. Mr. Soy Joseph, Company Secretary (Membership No. 13852) Partner, M/s. JM & Associates, Practicisng Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. 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](http://www.rainbowfoundations.in) and on the website of CDSL immediately after the result is declared. The
23. Company shall simultaneously forward the results to BSE limited ("BSE") where the shares of the Company are listed.
24. After the conclusion of the AGM held through VC/OAVM recording of the meeting shall be kept in the safe custody.

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

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

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

### **Item No: 3**

Mr. Navin Jain (DIN : 02213825) was appointed as an Additional Director w.e.f. 30<sup>th</sup> June, 2020 in accordance with the provisions of Section 149(1), 161 of the Companies Act, 2013, read along with Rule 3 of Companies (Appointment of Directors) Rules, 2014. Pursuant to Section 161 of the Companies Act, 2013 the above Director holds office up to the date of this Annual General Meeting. In this regard the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying intention to propose Mr. Navin Jain, as a candidate for the office of Director of the Company along with the requisite deposit. Mr. Navin Jain, if appointed, will be liable to retire by rotation under Sections 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company.

Mr. Navin Jain is a Graduate in Business Administration and has a rich experience in the field of marketing, public relations or liaison.

Mr. Navin Jain (DIN : 02213825), aged 43 years, is the son of Mr. Anop Chand Jain, Managing Director and nephew of Mr. Gajraj Jain, Managing Director and cousin brother of Mr. Nitesh Jain, Chief Financial Officer of the Company.

The Board feels that presence of Mr. Navin Jain on the Board is desirable and would be beneficial to the company.

The Board recommends the resolution set forth in item No. 3 for Members approval by way of an Ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Navin Jain 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**

Mr. Navin Jain (DIN : 02213825), aged 43 years was designated as the Executive Director of the Company upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings on 30<sup>th</sup> June, 2020 with effect from 30<sup>th</sup> June, 2020

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

As per the provisions of Sections 152, 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), it is proposed to appoint Mr. Navin Jain (DIN: 02213825) as Executive Director of the Company, liable to retire by rotation.

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

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

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

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Navin Jain and his relatives is, in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

#### **Item No. 5**

In order to achieve long term strategic and business objectives, the company is in process of acquiring the other Body Corporate by making investment the securities of the said Body Corporate

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice for an amount not exceeding Rs. 500 Crore, outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board recommends passing of the Special Resolution as set out at item no. 5 of the Notice.

None of the Directors/Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item no. 5 of the Notice.

#### **Annexure-1**

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

Name of the Director	Mr. Navin Jain
Age	43 years
DIN	02213825
Category	Executive Director
Date of first appointment on the Board as Director	30 <sup>th</sup> June, 2020
Qualification(s)	Graduate in Business Administration
Expertise in Specific Functional Area	Field of marketing, public relations or liaison
Terms & conditions of appointment	As per resolution mentioned in Item No.4 of the Notice

Details of remuneration sought to be paid and remuneration last drawn.	As per resolution mentioned in Item No.4 of the Notice
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Navin Jain is the son of Mr. Anop Chand Jain, MD and nephew of Mr. Gajraj Jain, JMD and cousin brother 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.
Number of Board Meetings attended during the year	NIL
Directorships held in other public Companies, including listed Companies [excluding foreign private Companies and deemed public Company] as on 31st March, 2020	1
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees of other Public Companies as on 31st March, 2020	NIL
Number of shares held in the Company as on 31st March, 2020	181957 equity shares of Rs.10/-each

#### 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 Thousand	
	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
Revenue from operations	2,58,493.78	3,77,577.81
Profit/(loss) before tax	23,257.39	11,641.74
Profit/(loss) after tax	17,012.58	6,412.26

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

#### II Information about Mr. Navin Jain:

Particulars	
Background details	Mr. Navin Jain, is associated with construction industry being a Director of M/s Rajgharana Housing Ltd. He has more than 18 years' experience in the project development, construction, sales, marketing and administration. By virtue of his dedicated services he has reached prominent position in his professional career.
Past remuneration	NA
Recognition or awards	NA

Job profile and his suitability	Mr. Navin Jain being Executive Director of the Company provides leadership, strategic vision and direction to the Company's business operations. His ability to keep abreast of the upto dates in the field of marketing, public relations or liaison.
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. Navin 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. Navin Jain is promoter of the company and son of Mr. Anop Chand Jain, MD and nephew of Mr. Gajraj Jain, JMD and cousin brother 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.

### III Other Information

1. Reasons of loss or inadequate profits	Though the Company has made profit during the year, Company is expected to perform better in coming years and the productivity and profits are expected to be improved.
2. Steps taken or proposed to be taken for improvement	
3. Expected increase in productivity and profits in measurable terms	

### IV Disclosures:

The information on remuneration package of Mr. Navin Jain is provided in Corporate Governance Report forming part of the Annual Report for FY 2019-20.

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

**Place:** Chennai  
**Date:** 04<sup>th</sup> December, 2020

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