



Rainbow Foundations Ltd.

25th November, 2021

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 30th October, 2021, we confirm that the 27th Annual General Meeting 'AGM' of the Company held on 24th November, 2021 from 11.00 a.m. to 12.05 p.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





JM & Associates

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: 27th Annual General Meeting of **M/s. Rainbow Foundations Limited** held on Wednesday, 24th November, 2021 at 11.00 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 Foundations Limited** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and electronic voting during the Twenty seventh 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 as per the Ministry of Corporate Affairs ("MCA") Circular dated 05th May, 2020 and 13th January, 2021 read with circular dated 08th April, 2020 and 13th April, 2020 (collectively referred to as "MCA circulars") and SEBI Circular dated 12th May, 2020 and 15th January, 2021 in respect of the below mentioned resolutions proposed at the AGM of the Equity Shareholders of the Company held on Wednesday, 24th November, 2021 at 11:00 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.

JM & Associates

Company Secretaries

No.18, 3rd Floor, RMS Apartment, 12, Gopalakrishna Street, Pondy Bazaar, T. Nagar, Chennai - 600 017, INDIA.
Ph : 044 - 2815 2673, 2815 2674, 4859 4676 E-mail : mail@saspartners.com



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 27th 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 02nd November, 2021, the remote e-voting opened at 9:00 AM on 21st November, 2021 and remained open up to 5:00 PM on 23rd November, 2021.
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 17th November, 2021, "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

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To receive, consider and adopt the audited standalone financial statements of the Company for the year ended 31st March 2021 and the reports of the Board of Directors and Auditors thereon.

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

| Number of members voted through Remote e-voting and voting by electronic means at the meeting | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------|
| 30 | 1477154 | 99.995 |

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

| Number of members voted through Remote e-voting and voting by electronic means at the meeting | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------|
| 13 | 75 | 0.005 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 0 | 0 |

(b) Resolution 2–Ordinary Resolution

To appoint a Director in place of Mr. Gajraj Jain (DIN:01182117), who retires by rotation and being eligible, offers himself for re-appointment.



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

| Number of members voted through Remote e-voting and voting by electronic means at the meeting | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------|
| 30 | 1477154 | 99.995 |

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

| Number of members voted through Remote e-voting and voting by electronic means at the meeting | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------|
| 13 | 75 | 0.005 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 0 | 0 |

(c) Resolution 3–Special Resolution

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

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

| Number of members voted through Remote e-voting and voting by electronic | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------|
|--------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------|

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| | | |
|----------------------|--------|-------|
| means at the meeting | | |
| 22 | 387398 | 99.98 |

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

| Number of members voted through Remote e-voting and voting by electronic means at the meeting | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------|
| 13 | 75 | 0.02 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 8 | 1089756 |

(d) **Resolution 4–Special Resolution**

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

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

| Number of members voted through Remote e-voting and voting by electronic means at the meeting | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------|
| 22 | 387398 | 99.98 |

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

| Number of members voted through Remote e-voting and voting by electronic means at the meeting | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------|
| 13 | 75 | 0.02 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 8 | 1089756 |

(e) Resolution 5–Special Resolution

To consider and approve the variation in terms w.r.t redemption of Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs)

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

| Number of members voted through Remote e-voting and voting by electronic means at the meeting | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------|
| 30 | 1477154 | 99.995 |

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

| Number of members voted through Remote e-voting and voting by electronic | Number of votes cast against the resolution | % of total number of valid votes cast |
|--------------------------------------------------------------------------|---------------------------------------------|---------------------------------------|
|--------------------------------------------------------------------------|---------------------------------------------|---------------------------------------|



| | | |
|----------------------|----|-------|
| means at the meeting | | |
| 13 | 75 | 0.005 |

(iii) **Invalid votes:**

| | |
|-----------------------------------------------------------|------------------------------------|
| Total number of members whose votes were declared invalid | Total number of votes cast by them |
| 0 | 0 |

(f) Resolution 6–Special Resolution

Increase in Authorised Share Capital of the Company and consequently approve the alteration of capital clause of Memorandum of Association

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

| | | |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------|
| Number of members voted through Remote e-voting and voting by electronic means at the meeting | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
| 30 | 1477154 | 99.995 |

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

| | | |
|-----------------------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------|
| Number of members voted through Remote e-voting and voting by electronic means at the meeting | Number of votes cast against the resolution | % of total number of valid votes cast |
| 13 | 75 | 0.005 |

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(iii) **Invalid votes:**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 0 | 0 |

All relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the 27th 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

Digitally signed by SOY JOSEPH
DN: cn=SOY JOSEPH, o=JM & Associates, ou=Practicing Company Secretaries, email=soy.joseph@jaspartners.com, c=IN

SOY JOSEPH

JM & Associates

Practicing Company Secretaries

M.No.: 13852

COP : 5612

UDIN: A013852C001544700

Place: Chennai

Date: 25th November, 2021

Countersigned by the Chairman of the Meeting
For Rainbow Foundations Limited

Gajraj Jain
DIN: 01182117

Pushpala Motiram Manjith
DIN : 02161987

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