Notice

RAINBOW INVESTMENTS LIMITED

CIN: U65993WB1988PLC171011
Regd. Office: DUNCAN HOUSE 31, NETAJI SUBHAS ROAD, KOLKATA WB 700001
Telephone: 033 66251461/Fax :033 22480140;
E-mail: rpsg.secretarial@rpsg.in

NOTICE OF 34th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fourth (34th) Annual General Meeting of the Members of **Rainbow Investments Limited** ('the Company") will be held on **Saturday 30th September, 2023** at 11:00 A.M. at the Registered Office of the Company at Duncan House, 31, Netaji Subhas Road, Kolkata -700 001, at a shorter notice to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statement of the Company and Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Harish Toshniwal (DIN: 00060722), who retires from office by rotation and being eligible, offers himself for re-appointment.

By order of the Board of Directors
For **Rainbow Investments Limited**

Sd/-
Pradip Halder
Company Secretary
Membership No.:A50353

Place: Kolkata
Date: 25th September, 2023

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   The proxies in order to be valid and effective, proxy form should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.

   A person can act as a proxy on behalf of Members, not exceeding fifty and holding in the aggregate not more than ten 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 ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other Person or Member.
2. 34th Annual General Meeting of the Company has been called at a shorter notice upon receipt of consent in writing from all the Shareholders of the Company.
3. Members/Proxies should bring duly-filled Attendance Slips sent herewith to attend the meeting.
4. Members are requested to notify change of address, if any, with PIN CODE quoting reference of their DP ID, Client ID.
5. The Corporate Members intending to send their authorised representative to attend and vote at the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a duly certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. All documents referred to in the accompanying Notice and Statutory Registers as may be required are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except on Saturday, Sunday and other public holiday.
7. Information pertaining to Directors seeking appointment/re-appointment is annexed.
8. The Company has admitted its Equity Shares for dematerialization with the Depository, National Securities Depository Limited and Company's ISIN number is INE903W01011. Members, who hold shares in physical form, are requested to dematerialize their shares.
9. Route map to attend the venue of the meeting is annexed to this Notice.

Notice

Disclosure relating to Director seeking re-appointment as set out in Item No.3 of this Notice pursuant to Clause 1.2.5 of Secretarial Standard-2 on General Meeting:

Name of Directors	**Mr. Harish Toshniwal**
DIN	00060722
Date of Birth/Age	10/08/1967
Brief Resume	Mr. Toshniwal has more than 30 years of experience in the field of finance and accounts. He has been responsible for finalizing accounts and audit, tracking cash flow and interpretation financial statements, treasury operations and has been instrumental in leading various mergers and acquisitions, fund raising programs for the RPSG Group.
Date of First Appointment	1/10/2021
Terms and Conditions of Appointment / re-appointment	Proposed to be re-appointed as a Non-Executive Director, liable to retire by rotation every year.
Past Remuneration drawn from the Company	Nil
Remuneration sought to be paid	Nil
Shareholding in the Company	Nil
Relationship with the Other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Board Meetings attended during the FY 2022-23	10 out of 10
List of other Companies in which Directorship is held	Alipore Towers Private Limited Best Apartments Private Limited Devise Properties Private Limited Highway Apartments Private Limited Indent Investments Private Limited Kutub Properties Private Limited Lebnitze Real Estates Private Limited Sarala Real Estate Limited Blue Ocean Infrastructures Pvt. Ltd. Sundaram Vinimay Private Limited Dev-Harsh Vinimay Private Limited Tinnevelly Tuticorin Investments Ltd. RPSG Resources Private Limited RPSG Sports Private Limited Quest Capital Markets Limited
Chairperson/Member of Committee(s) of Board of Directors of other Companies	Chairman – Stakeholder 's Relationship Committee- Quest Capital Markets Limited

- *AC – Audit Committee, NRC – Nomination and Remuneration Committee, SRC – Stakeholders Relationship Committee, CSRC – Corporate Social Responsibility Committee*

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ATTENDANCE SLIP

D.P. I.D./Client I.D.	
No. of Shares	
Name and address	

I hereby record my/our presence at the **34th ANNUAL GENERAL MEETING** of the Company at **Duncan House, 31, Netaji Subhas Road, 4th Floor, Kolkata-700001,** and **West Bengal, India on Saturday, 30th September, 2023 at 11:00 A.M.**

Full name of the Proxy, if attending the Meeting: ______________________________

Signature of the Member / Joint Member/ Proxy: ______________________________

Notes:

Members/proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand it over the same duly signed, at the entrance venue of the meeting.

Route Map to attend the venue of the Meeting

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Form No. MGT-11

Proxy Form

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

Name of the Member(s):	
Registered address:	
E-mail Id:	
DP ID/Client Id:	

I/We being the member(s) holding …………….. Shares of the above-named Company hereby appoint:

1. ____________ of ____________ having e-mail id ____________ or failing him/her
2. ____________ of ____________ having e-mail id ____________ or failing him/her
3. ____________ of ____________ having e-mail id ____________

as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 34th Annual General Meeting of the shareholders of the Company to be held on Saturday, 30th September, 2023 at Duncan House, 31, Netaji Subhas Road, 4th Floor, Kolkata-700001, West Bengal, India at 11.00 A. M. and at any adjournment thereof in respect of resolutions as are indicated below:

Item No.	Description	No. of equity shares held	I/ We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1.	Adoption of the Audited Standalone Financial Statement and Audited Consolidated Financial Statement for the financial year ended 31st March, 2023, together with the Reports of the Directors' and Auditors' thereon.			
2.	Re-appointment of Mr. Harish Toshniwal (DIN: 00060722), who retires from office by rotation, and being eligible, offers himself for re-appointment.			

Affix Revenue Stamp of ₹ 1/-

Place: Kolkata

Signed this……………………………………………day of …………………………2023 (Sign. of the Shareholder)
(Sign. of the 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.