NOTICE

RAINBOW INVESTMENTS LIMITED

CIN: U65993WB1988PLC171011
Regd. Office: DUNCAN HOUSE 31,
NETAJI SUBHAS ROAD, KOLKATA, W. B. - 700001
Telephone: 033 2230 8515; Fax: 033 22480140;
E-mail: rpsg.secretarial@rpsg.in

NOTICE OF 35th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Fifth (35th) Annual General Meeting of the Members of **Rainbow Investments Limited** ('the Company") will be held on **Monday 30th September, 2024 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, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Bhandari (DIN: 00052161), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To consider the Appointment of Statutory Auditors.

   "**RESOLVED THAT** pursuant to provisions of section 139, 141 and 142 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, Messrs V. N. Purohit & Co., Chartered Accountants, Kolkata (Firm Registration No. 304040E), be and are hereby appointed as Statutory Auditor of the Company from the conclusion of this Annual General Meeting of the Company for the financial year 2023-2024 up-to the conclusion of the Annual General Meeting for the financial year 2025-2026 to be held in the calendar year 2026, at such remuneration to be fixed by the Board of Directors of the Company in consultation with the Statutory Auditor.

   RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorized to do all such actions as may be required to give effect to the aforesaid resolution."By order of the Board of Directors

For **Rainbow Investments Limited**

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

Place: Kolkata
Date: 23rd September, 2024

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 a proxy for any other Person or Member.
2. The 35th Annual General Meeting of the Company has been called at a shorter notice upon receiving 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 holidays.
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 the Company's

Notice

ISIN number is INE903W01011. Members, who hold shares in physical form, are requested to dematerialize their shares.

9. A route map to attend the venue of the meeting is annexed to this Notice.

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

Name of Directors	Mr. Sunil Bhandari
DIN	00052161
Date of Birth/Age	22/08/1960; 64 yrs.
Brief Resume	Mr. Bhandari is a Chartered Accountant by profession and has vast experience in Corporate Accounting and Finance. He has wide exposure in corporate mergers, takeovers and restructuring accounting systems. He has also produced two feature films, looked after a radio station and a TV channel, edited group magazines, and is also a renowned poet.
Date of First Appointment	22/06/2010
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 2023-24	8 out of 8
List of other Companies in which Directorship is held	Spencer International Hotels Ltd. Grand Royale Enterprises Ltd. Rainbow Investments Ltd. Quest Capital Markets Ltd. Lebnitze Real Estates Private Limited Dotex Merchandise Pvt. Ltd. Ritushree Vanijya Pvt. Ltd. Solty Commercial Pvt. Ltd. RPSG Resources Private Limited Kolkata Games & Sports Private Limited Ace Applied Software Services Private Limited
Chairperson/Member of Committee(s) of Board of Directors of other Companies	Quest Capital Markets Limited **Chairperson -** Board Meeting, Investment Committee, Assets & Liability Committee **Member -** NRC, Risk Management Committee

- *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.		Sl. No.
No. of Shares		
Name and address		

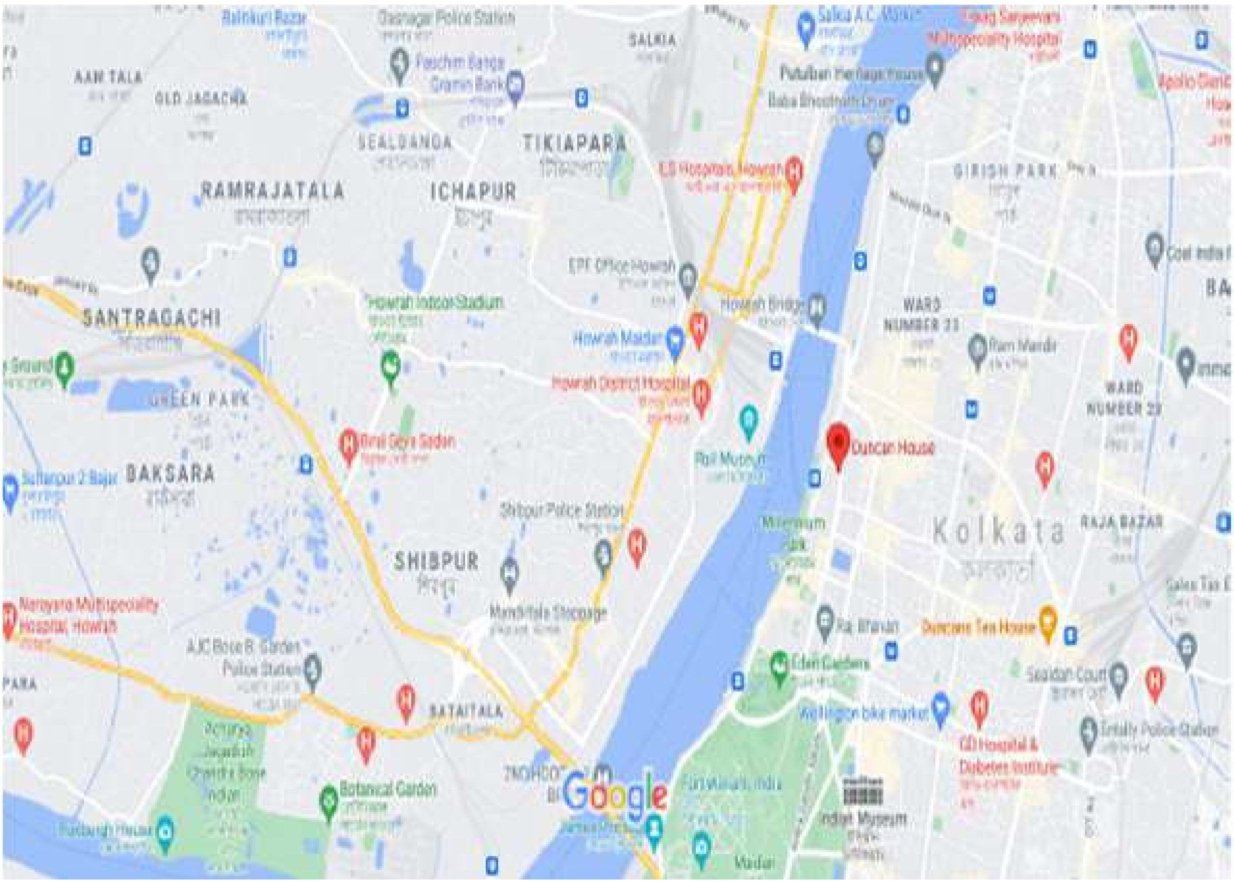
I/we hereby record my/our presence at the **Thirty-Fifth ANNUAL GENERAL MEETING** of the Company at **DUNCAN HOUSE 31, NETAJI SUBHAS ROAD, KOLKATA - 700001** on **Monday, 30th September, 2024, at 11:00 A.M.**

SIGNATURE OF THE MEMBER/PROXY:

Notes:

Member/Proxyholder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over the same duly signed, at the entrance.

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]

CIN: U65993WB1988PLC171011
Name of the Company: Rainbow Investments Limited
Registered office: Duncan House, 31, Netaji Subhas Road, Kolkata – 700 001

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 35th Annual General Meeting of the Company, to be held at DUNCAN HOUSE 31, NETAJI SUBHAS ROAD, KOLKATA 700001 on Monday, 30th September, 2024 at 11:00 A.M. and at any adjournment thereof in respect of such 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, 2024, together with the Reports of the Directors' and Auditors' thereon.			
2.	Re-appointment of Mr. Sunil Bhandari (DIN: 00052161), who retires from office by rotation, and being eligible, offers himself for re-appointment.			
3	Appointment of Statutory Auditors of the Company			

Affix Revenue Stamp of ₹ 1/-

Place: Kolkata

Signed this……………………………………………….day of ……………………….2024 (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.