RAINBOW INVESTMENTS LIMITED
CIN: U65993WB1988PLC171011
Regd. Office: DUNCAN HOUSE, 31, NETAJI SUBHAS ROAD, KOLKATA, WEST BENGAL- 700001
Telephone: 033 2230 8515; E-mail: rpsg.secretarial@rpsg.in

NOTICE OF 36TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Sixth (36th) Annual General Meeting of the Members of **Rainbow Investments Limited** ("the Company") will be held on **Tuesday, 30th September, 2025** at **11:00 A.M.** at the Registered Office of the Company at **Duncan House, 31, Netaji Subhas Road, Kolkata- 700001**, at a shorter notice to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Standalone Financial Statement and Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and Auditors thereon.**
2. **To appoint a Director in place of Mr. Alok Kalani (DIN: 03082801), who retires from office by rotation and, being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution:**

3. **Regularization of Additional Director, Mr. Sunil Kumar Sanganeria (DIN: 03568648) as a Non-Executive, Non-Independent Director of the company**

   "**RESOLVED THAT,** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as may be in force from time to time, Articles of association of the Company, Mr. Sunil Kumar Sanganeria (DIN: 03568648), who was appointed by Board of Directors, as an Additional Director of the Company with effect from 1st April, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation."

   RESOLVED FURTHER THAT, any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including submitting the requisite filings with the registrar of companies."

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

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

Place: Kolkata
Date: 23rd September, 2025

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 (48) 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 36th 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 a change of address, if any, with PIN CODE quoting the reference of their DPID and 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 andStatutory Registers as may be required are open for inspection at the Registered Office of the Company

Notice

between 11:00 A.M. to 01:00 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 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 AGM Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013

Regularization of Additional Director, Mr. Sunil Kumar Sanganeria (DIN: 03568648) as a Non-Executive, Non-Independent Director of the company

The Board approved the appointment of Mr. Sunil Kumar Sanganeria as an Additional (Non-Executive) Director of the Company with effect from 1st April, 2025, to hold office up to this Annual General Meeting of the Company. A brief profile detailing the academic qualifications, skills, and expertise of Mr. Sunil Kumar Sanganeria is provided separately in this notice.

The Company has received all the statutory disclosures/declarations, including,

(i) consent in writing to act as director in Form DIR-2 as per Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"),

(ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

The Company has also received a notice proposing the candidature of Mr. Sunil Kumar Sanganeria for the office of director under Section 160 of the Act.

The Board recommends appointment of Mr. Sunil Kumar Sanganeria as a Non-Executive Non-Independent Director of the Company by way of an **Ordinary Resolution** as set out in the notice of AGM for approval of the shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Sunil Kumar Sanganeria and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

The disclosure relating to the Director seeking re-appointment as set out in Items No. 2 and 3 of this Notice pursuant to Clause 1.2.5 of Secretarial Standard-2 on General Meeting:

Name of Directors	Mr. Alok Kalani	Mr. Sunil Kumar Sanganeria
DIN	03082801	03568648
Date of Birth/Age	23/02/1969, 56 years	23/03/1964, 61 years
Brief Resume	Mr. Alok Kalani, aged 56 years, is a Bachelor of Commerce (Hons.) from St. Xavier's College, Kolkata. He is an Associate Member of The Institute of Chartered Accountants of India, The Institute of Company Secretaries of India, and The Institute of Cost Accountants of India. He is presently associated with RP-Sanjiv Goenka Group as Executive Director (Corporate Finance) with valuable experience of over 30 years in the field of corporate finance, legal & taxation activities. Further, he has developed considerable expertise in the field of Project Implementation, Raising of Corporate Resources (Domestic & Global), Corporate Restructuring, Acquisition & Mergers, including Global Business Structuring, Foreign Collaboration, Joint Ventures, etc.	Mr. Sunil Kumar Sanganeria, aged 61 years, is a Chartered Accountant, Company Secretary, and Chartered Management Accountant by profession and an accomplished finance professional with over 30 years of extensive experience in financial management, accounting, taxation laws, and corporate secretarial practices. Proven expertise in developing and implementing effective financial strategies, fundraising through various instruments, ensuring regulatory compliance, and optimizing organizational efficiency. He has to his credit handling complex financial operations, tax planning, compliance, and matters relating to tax disputes/ litigations, statutory compliance and reporting, general administration, and management. Experienced in collaborating with cross-functional teams and stakeholders to achieve business objectives and maintain robust financial health. He is presently associated as a Vice-President Corporate Finance, RPSG Group.

Notice

Name of Directors	Mr. Alok Kalani	Mr. Sunil Kumar Sanganeria
Date of First Appointment	05/04/2023	01/04/2025
Terms and Conditions of Appointment / Re-appointment	Proposed to be re-appointed as a Non-Executive Director, liable to retire by rotation every year.	Proposed to be re-appointed as a Non-Executive Director, liable to retire by rotation every year.
Past Remuneration drawn from the Company	Nil	Nil
Remuneration sought to be paid	Nil	Nil
Shareholding in the Company	Nil	Nil
Relationship with the Other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Number of Board Meetings attended during the FY 2024-25	7 out of 7	Not Applicable
List of other Companies in which Directorship is held	• RPG Resorts Limited • Tinnevelly Tuticorin Investments Limited • Kutub Properties Private Limited • Highway Apartments Private Limited • Castor Investments Limited • Digidrive Distributors Limited • Ace Applied Software Services Private Limited • STEL Holdings Limited • Spencer International Hotels Limited • Grand Royale Enterprises Limited	• Kolkata Metro Networks Limited • Stylefile Events Limited • Organized Investments Limited • Devise Properties Private Limited • Ritushree Vanijya Private Limited • APA Services Private Limited • Solty Commercial Private Limited • Quest Capital Markets Limited • Brabourne Investments Limited • Trade Apartments Limited • Tinnevelly Tuticorin Investments Limited • Shrikrishna Chaitanya Trading Private Limited • Shreeya Warehousing & Logistics Private Limited • RPSG Resources Private Limited
Chairperson/Member of Committee(s) of Board of Directors of other Companies	STEL Holdings Limited • AC- Member • SRC- Chairman Castor Investments Limited • AC- Member Digidrive Distributors Limited • SRC- Chairman	Quest Capital Markets Limited • AC, NRC, SRC- Member • CSR- Chairman Brabourne Investments Limited • AC- Member Tinnevelly Tuticorin Investments Limited • AC- Member

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

I/we hereby record my/our presence at the Thirty-Sixth ANNUAL GENERAL MEETING of Rainbow Investments Limited at Duncan House 31, Netaji Subhas Road, Kolkata- 700001 on Tuesday, 30th September, 2025 at 11:00 A.M.

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

Signature of the Member/Joint Member/Proxy attending the Meeting:

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.

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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:	
DPID/Client ID/Folio No.:	

I/We being the member(s) holding ....Shares of Rainbow Investments Limited 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 ______________________ or failing

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of Rainbow Investments Limited, to be held at **Duncan House 31, Netaji Subhas Road, Kolkata-700001, on Tuesday, 30th September, 2025, 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.	**To consider and adopt the Audited Standalone Financial Statement and Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and Auditors thereon.**			
2.	**To appoint a Director in place of Mr. Alok Kalani (DIN: 003082801), who retires from office by rotation and, being eligible, offers himself for re-appointment.**			
3.	**Regularization of Additional Director, Mr. Sunil Kumar Sanganeria (DIN: 03568648) as Non-Executive, Non-Independent Director of the company**			

Affix
INR-1
Revenue
Stamp

Place: Kolkata

Signed this 2025

(Signature of Shareholder)

(Signature of Proxy holders)

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.

Route Map to Attend the Venue of the Annual General Meeting