RAINBOW INVESTMENTS LIMITED

CIN: U65993WB1988PLC171011
REGISTERED OFFICE: DUNCAN HOUSE, 31, NETAJI SUBHAS ROAD, KOLKATA- 700001
PHONE: (033) 2230-8515; **E-mail**: rpsg.secretarial@rpsg.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting ("EGM") of the Members of Rainbow Investments Limited will be held on Friday, 8th December, 2023 at 2:00 P.M. at the Registered Office of the Company situated at 31, Netaji Subhas Road, Kolkata - 700001 to transact the following business:

SPECIAL BUSINESS

Item No. 1: Appointment of Statutory Auditors to Fill Casual Vacancy

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 139 (8), and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, consent of the members be and is hereby accorded to appointment of M/s. V. N. Purohit & Co. Chartered Accountants, Kolkata (Firm Registration No. 304040E) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Ray & Ray, Chartered Accountants, Kolkata and to hold office until the conclusion of the next Annual General Meeting at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors of the Company ."

By Order of the Board of Directors
For Rainbow Investments Limited

RAINBOW INVESTMENTS LTD. Kolkata

Pradip Halder

Pradip Halder
Company Secretary
Membership No.: A50353
Place: Kolkata
Date: 07th November, 2023

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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 EFFECTIVE 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 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 per cent 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. Members/proxies should bring duly-filled Attendance Slips sent herewith to attend the meeting. In case of joint holders attending the Meeting, only such a joint holder who is higher in the order of names in the Register of Members of the Company will be entitled to vote.

3. The corporate members intending to send their authorised representative to attend the meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.

5. All documents referred to in the accompanying Notice, as may be required, and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m. to 01.00 p.m. on all working days except on Saturday, Sunday and other holidays.

6. Route-map of the EGM venue, pursuant to the Secretarial Standard on General meetings, is annexed.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

M/s Ray & Ray, Chartered Accountants, Kolkata, Statutory Auditors of the Company, tendered their resignation from the office of Statutory Auditors, thereby creating a casual vacancy in the office of the Statutory Auditors of the Company.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013, any casual vacancy in the office of an auditor caused by resignation is required to be filled by the Board of Directors within the prescribed period, and such appointment is required to be approved by the Members at a General Meeting convened within three months of the recommendation of the Board.

Accordingly, the Board of Directors appointed M/s V.N. Purohit & Co., Chartered Accountants, Kolkata (Firm Registration No. 304040E), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Ray & Ray, Chartered Accountants, subject to the approval of the Members.

M/s V.N. Purohit & Co. has furnished their consent to act as Statutory Auditors of the Company and have confirmed that their appointment, if made, will be in accordance with the provisions of Sections 139 and 141 of the Companies Act, 2013, and the rules framed thereunder.

The Board considers the appointment of M/s V.N. Purohit & Co. to be in the best interests of the Company and recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
For Rainbow Investments Limited

RAINBOW INVESTMENTS LTD. Kolkata

Pradip Halder

Pradip Halder
Company Secretary
Membership No.: A50353
Place: Kolkata
Date: 07th November, 2023

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ATTENDANCE SLIP

Registered Folio No.	:	
Name and Address of the Member(s)	:	

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company at the Registered office of the Company at 31, Netaji Subhas Road, Kolkata -700 001 at 11:00 A.M. on Friday, 8th December, 2023.

SIGNATURE:

NOTES: Member/ Proxyholder desiring to attend the meeting should bring his/her copy of the Attendance Slip for reference at the meeting.

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PROXY FORM- MGT- 11

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

CIN	
Name of the Company	
Registered Office	
Name of the member (s)	
Registered address	
E-mail Id	
Folio No. / DP Id & Client ID	
No. of Shares	

I /We, being the member (s) of ………… 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 ______________ or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra-Ordinary General Meeting of the Company, to be held on Friday, 8th December, 2023 at 2:00 P.M. at the registered office of the Company at 31, Netaji Subhas Road, Kolkata - 700001 and at any adjournment thereof in respect of such resolution 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.	Appointment of Statutory Auditors to Fill Casual Vacancy			

Affix
1 Revenue
Stamp

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ROUTE MAP FOR THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY