

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015)

To,

The Chairperson,

30th Annual General Meeting (AGM) of the Equity Shareholders of Rainbow Foundations Limited held on Monday, 30th September 2024 at 10.30 A.M. through Video conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

Sub: Consolidated Scrutinizer's Report on Electronic Voting for the 30th Annual General Meeting of Rainbow Foundations Limited (the company) held on Monday, 30th September 2024 at 10.30 A.M. through Video conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

I, Abishek Jain, Practicing Company Secretary, having Membership No. 10925, CP No. 15508, Chennai, representing M/s. ASJ & Associates, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Rainbow Foundations Limited (the Company) vide Board resolution passed on 4th September, 2024 for the purpose of scrutinizing e-voting (remote e-voting and e-voting during the course of AGM) process in respect of the resolutions proposed at the 30th Annual General Meeting ('AGM') of Rainbow Foundations Limited held on Monday, 30th September 2024 at 10.30 a.m. through VS/OAVM.

The AGM Notice dated 04th September, 2024, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses were registered with the Company/Depositories and also by way of public notice on 05th September, 2024 in English newspaper Trinity Mirror and regional language newspaper Makkal Kural in compliance with the MCA Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs Government of India ("MCA Circulars") read with Securities Exchange Board of India Circular dated January 5, 2023 bearing Ref. No.: SEBI/HO/CFD/PoD-2/P/CIR/2023/4, May 13, 2022 bearing Ref. No: SEBI/HO/CFD/CMD2/CIR/P/2022/62 (collectively "Circulars"), the AGM Notice was also uploaded on the website of the Company, the Stock Exchanges and of the Depository on 06th September 2024.

The Company had appointed Central Depository Services (India) Ltd. (hereinafter CDSL or the Service Provider) as the e-Voting Service Provider, for extending the facility of electronic voting (remote e-voting) to the shareholders of the Company from 9:00 a.m. on 27th September 2024 till 5:00 p.m. on 29th September 2024.

The Company had also provided, through the same Service Provider, remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the businesses sought to be transacted at the 30th Annual General Meeting (AGM) of the Company.

The Service Provider accordingly had set up e-Voting facility on their website www.evotingindia.com. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through remote e-voting and e-voting during the course of AGM.

The Cut-off date (record date) for the purposes of identifying the shareholders who were entitled to vote on the resolutions placed for approval of the shareholders was 23rd September 2024. As on that date the Company had 4797 (Four Thousand and Seven Hundred and Ninety Seven) shareholders.

Apart from sending the notice of AGM to the shareholders through electronic mode, the Company also gave access to the said notice electronically on the following URL link as available on the date of signing this Report <https://www.rainbowfoundations.in/uploads/Documents/154/33315.pdf>

The AGM Notice sent contained the instructions to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three (3) days from 9:00 a.m. on 27th September 2024 till 5:00 p.m. on 29th September 2024.

The Public notice released by the Company by way of advertisement on 07th September 2024 in English newspaper Trinity Mirror and regional language newspaper Makkal Kural, confirmed regarding electronic dispatch of Annual Report to the shareholders.

At the end of the remote e-voting period on 29th September 2024 at 5.00 p.m. the voting portal of the Service Provider was blocked forthwith and thereupon we had unblocked the list of the members who have exercised the votes through remote e-voting. The Company had also provided remote e-voting facility to the shareholders present at the AGM through Video Conference / Other Audio-Visual Means and who had not cast their votes earlier. On 30th September, the voting facility was blocked by the Service Provider. After the conclusion of the AGM The votes cast through remote e-Voting facility before the AGM and during the course of the AGM were duly unblocked and the results were downloaded from CDSL portal by us as a Scrutinizer in the presence of Mr. Vignesh and Ms. Mahek B Shah who are not in employment of the Company and acted as witnesses, as prescribed in sub rule 4 (xii) of the said rule 20.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules and the applicable provisions of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 relating to remote e-voting prior to and during the AGM on the resolutions forming part of the Notice of the AGM. My responsibility as a scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Based on the data downloaded from the official website of CDSL for e-voting, the result of the remote e-Voting is as under:

ORDINARY BUSINESS.

Agenda No.1:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2024 and the reports of the Board of Directors and Auditors thereon.

Type of Resolution: Ordinary Resolution

| Manner of Voting | Votes in favour of the resolution | Votes against the resolution | Invalid votes |
|--------------------------------|--|-------------------------------------|----------------------|
| Remote E-voting prior to AGM | 18955492 | 55 | |
| Remote E-voting during the AGM | | | |
| Total | 18955492 | 55 | |
| Total - % | 99.9997 | 0.0003 | |

Agenda No. 2:

To Appoint a Director in place of Mr. Navin Jain (DIN: 02213825), who retires by rotation and being eligible, offers himself for Re-appointment.

Type of Resolution: Ordinary Resolution

| Manner of Voting | Votes in favour of the resolution | Votes against the resolution | Invalid votes |
|--------------------------------|--|-------------------------------------|----------------------|
| Remote E-voting prior to AGM | 18955492 | 55 | |
| Remote E-voting during the AGM | | | |
| Total | 18955492 | 55 | |
| Total - % | 99.9997 | 0.0003 | |

SPECIAL BUSINESS.

Agenda No. 3:

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

Type of Resolution: Special Resolution

| Manner of Voting | Votes in favour of the resolution | Votes against the resolution | Invalid votes |
|--------------------------------|--|-------------------------------------|----------------------|
| Remote E-voting prior to AGM | 18930992 | 24555 | |
| Remote E-voting during the AGM | | | |
| Total | 18930992 | 24555 | |
| Total - % | 99.8705 | 0.1295 | |

Agenda No. 4:

Re-Appointment and Payment of Remuneration to Mr. Gajraj Jain (DIN- 01182117) as the Managing Director of the Company.

Type of Resolution: Special Resolution

| Manner of Voting | Votes in favour of the resolution | Votes against the resolution | Invalid votes |
|--------------------------------|--|-------------------------------------|----------------------|
| Remote E-voting prior to AGM | 18930992 | 24555 | |
| Remote E-voting during the AGM | | | |
| Total | 18930992 | 24555 | |
| Total - % | 99.8705 | 0.1295 | |

Agenda No. 5:

Re-Appointment of Mr. Pushpala Motiram Manjith (DIN: 02161987) as an Independent Director.

Type of Resolution: Special Resolution

| Manner of Voting | Votes in favour of the resolution | Votes against the resolution | Invalid votes |
|--------------------------------|--|-------------------------------------|----------------------|
| Remote E-voting prior to AGM | 18955492 | 55 | |
| Remote E-voting during the AGM | | | |
| Total | 18955492 | 55 | |
| Total - % | 99.9997 | 0.0003 | |

Agenda No. 6:

Re-Appointment of Mrs. Maithri Jayakkar (DIN: 07155574) as an Independent Director.

Type of Resolution: Special Resolution

| Manner of Voting | Votes in favour of the resolution | Votes against the resolution | Invalid votes |
|--------------------------------|--|-------------------------------------|----------------------|
| Remote E-voting prior to AGM | 18955492 | 55 | |
| Remote E-voting during the AGM | | | |
| Total | 18955492 | 55 | |
| Total - % | 99.9997 | 0.0003 | |

Agenda No. 7:

Appointment of Mr. Rikin Dilip Gandhi (DIN: 05262533) as an Independent Director (Non-Executive) of the Company.

Type of Resolution: Special Resolution

| Manner of Voting | Votes in favour of the resolution | Votes against the resolution | Invalid votes |
|--------------------------------|--|-------------------------------------|----------------------|
| Remote E-voting prior to AGM | 18955492 | 55 | |
| Remote E-voting during the AGM | | | |
| Total | 18955492 | 55 | |
| Total - % | 99.9997 | 0.0003 | |

All the Resolutions/Matters indicated in the notice to the said Annual General Meeting stand passed under remote E-voting prior to AGM and E-voting, during the Annual General Meeting with the Consolidated requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through remote E-Voting prior to AGM and remote E-voting during the Annual General Meeting through which votes were cast by the shareholders of the Company during the said Annual General Meeting. I shall be arranging to handover these records to the Company, as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014.

Sincerely yours,
For ASJ & Associates, Company Secretaries

Abishek Jain
Practicing Company Secretary
ACS -10925; CP -15508
UDIN: F010925F001377721



Place: Chennai
Date: 30.09.2024.

Witness-01
Vignesh
Occupation: Service

Witness-02
Mahek B Shah
Occupation: Service