



## REPORT OF SCRUTINIZER

To,

The Chairman,  
Rainbow Foundations Limited

Dear Sir,

**Sub: Scrutinizer's Report on the remote e-voting and voting through physical ballots conducted at the 23<sup>rd</sup> Annual General Meeting of the members of Rainbow Foundations Limited held on 27<sup>th</sup> September, 2017.**

I, Soy Joseph, Partner of M/s. JM & Associates, Practising Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of M/s. Rainbow Foundations Limited (the "Company") for the purpose of scrutinizing the e-voting process and to scrutinize the physical ballot, in a fair and transparent manner in respect of the below mentioned resolutions passed at the 23<sup>rd</sup> Annual General Meeting of the Members of Rainbow Foundations Limited held on Wednesday, 27<sup>th</sup> September, 2017 at 09.30 A.M. at the registered office situated at No.4, Thanikachalam Road, T. Nagar, Chennai – 600 017, Tamil Nadu submit our report as under:

1. In accordance with the Notice of the 23<sup>rd</sup> Annual General Meeting sent to the shareholders and the advertisement published pursuant to Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014, the e-voting opened on Sunday, 24<sup>th</sup> September, 2017 at 09:00 A.M. and ended on Tuesday, 26<sup>th</sup> September, 2017 at 05:00 P.M.
2. The Company has availed the e-voting facility offered by the Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Members holding Equity Shares of the Company.
3. The Members holding Equity Shares as on the cut-off date i.e. 20<sup>th</sup> September, 2017 were entitled to vote on the resolutions stated in the Notice of the 23<sup>rd</sup> Annual General Meeting of the Company.
4. The CDSL e-voting platform was blocked on Tuesday, 26<sup>th</sup> September, 2017 at 05:00 P.M. and was then unblocked in the presence of two witnesses who were not in the employment of the Company.
5. I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the votes casted at the venue of the Annual General Meeting by physical ballot paper.
6. I now submit my consolidated report as under on the result of the remote e-voting and the physical voting facility provided at the venue of the Annual General Meeting.

## JM & Associates

Company Secretaries

No.18, 3rd Floor, RMS Apartment, 12, Gopalakrishna Street, Pondy Bazaar, T. Nagar, Chennai - 600 017, INDIA

Ph : 044 - 2815 2673, 2815 2674 E-mail : mail@saspartners.com





For **Resolution 1:** As an Ordinary Resolution to receive, consider and adopt the Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2017 and the reports of the Board of Directors and Auditors thereon.

Sl. No.	Particulars	Resolution 1	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Votes
a.	Votes casted through physical ballots	27	365,847
b.	Votes casted through e-voting confirmations	15	1,734,954
	<b>Total</b>	<b>42</b>	<b>2,100,801</b>
c.	Less: Invalid physical ballot / remote e-voting confirmations*	1	0*
d.	<b>Net valid physical ballots / remote e-voting confirmations</b>	<b>41</b>	<b>2,100,801</b>
	i. Physical ballots / remote e-voting confirmations with assent for the Resolution	41	2,100,801
	<b>% of Assent</b>	<b>100%</b>	
	ii. Physical ballots / remote e-voting confirmations with dissent for the Resolution	0	0
	<b>% of Dissent</b>	<b>0%</b>	

*\*One physical ballot paper was considered as invalid as he was not a member as on cut-off date and also the number of shares was not specified in the ballot paper.*

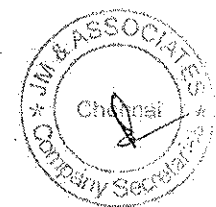




For **Resolution 2**: As an Ordinary Resolution for Appointment of director in place of Ms. Lakshmi Sreedhar (DIN: 00636082), who retires by rotation and being eligible, offers herself for re-appointment.

Sl. No.	Particulars	Resolution 2	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Votes
a.	Votes casted through physical ballots	27	365,847
b.	Votes casted through e-voting confirmations	15	1,734,954
	<b>Total</b>	<b>42</b>	<b>2,100,801</b>
c.	Less: Invalid physical ballot / remote e-voting confirmations*	1	0*
d.	<b>Net valid physical ballots / remote e-voting confirmations</b>	<b>41</b>	<b>2,100,801</b>
	i. Physical ballots / remote e-voting confirmations with assent for the Resolution	41	2,100,801
	<b>% of Assent</b>	<b>100%</b>	
	ii. Physical ballots / remote e-voting confirmations with dissent for the Resolution	0	0
	<b>% of Dissent</b>	<b>0%</b>	

*\*One physical ballot paper was considered as invalid as he was not a member as on cut-off date and also the number of shares was not specified in the ballot paper.*





**For Resolution 3:** As an Ordinary Resolution for the appointment of M/s GASM DANSR & Co., Chartered Accountants, as the Statutory Auditors for the period of 5 years.

Sl. No.	Particulars	Resolution 3	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Votes
a.	Votes casted through physical ballots	27	365,847
b.	Votes casted through e-voting confirmations	15	1,734,954
	<b>Total</b>	<b>42</b>	<b>2,100,801</b>
c.	Less: Invalid physical ballot / remote e-voting confirmations*	1	0*
d.	<b>Net valid physical ballots / remote e-voting confirmations</b>	<b>41</b>	<b>2,100,801</b>
	i. Physical ballots / remote e-voting confirmations with assent for the Resolution	41	2,100,801
	<b>% of Assent</b>	<b>100%</b>	
	ii. Physical ballots / remote e-voting confirmations with dissent for the Resolution	0	0
	<b>% of Dissent</b>	<b>0%</b>	

*\*One physical ballot paper was considered as invalid as he was not a member as on cut-off date and also the number of shares was not specified in the ballot paper.*






## JM & Associates

7. The Physical Ballot Papers and all other relevant records were sealed and are kept in the safe custody of the Scrutinizer till the Chairman signs the minutes of the Annual General Meeting.
8. All of the above mentioned resolutions have been passed with requisite majority.

Yours faithfully,  
For JM & ASSOCIATES

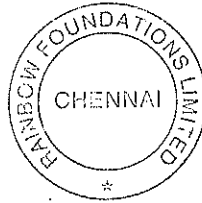



  
**SOY JOSEPH**  
**SCRUTINIZER**  
**MEMBERSHIP NO.: 13852**  
**CP NO.: 3850**

**Place:** Chennai  
**Date:** 27<sup>th</sup> September, 2017

Received the Report together with other data/records mentioned therein:

For RAINBOW FOUNDATIONS LIMITED

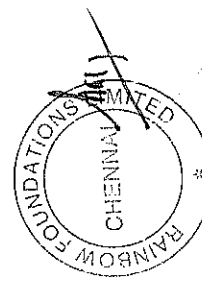


  
**GAJRAJ JAIN**  
**JOINT MANAGING DIRECTOR**  
**DIN: 01182117**

**Place:** Chennai  
**Date:** 27<sup>th</sup> September, 2017

**DETAILS OF VOTING RESULTS**

Date of AGM	27.09.2017
Total number of shareholders on record date (cut-off date): 20.09.2017	2168
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter group: Public	10 23
No. of shareholders attended the meeting through Video conferencing Promoters and Promoter group: Public	Not arranged



## AGENDA WISE DISCLOSURE

Resolution No.: 01

Details of the Agenda: To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2017 and the reports of the Board of Directors and Auditors thereon.

Resolution required:		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Polled outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1,726,996	100%	1,726,996	0	100%	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot(if applicable)	1,726,996	Nil	Nil	Nil	Nil	Nil	Nil
	Total		1,726,996	100%	1,726,996	0	100%	0
Public Institutions	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot(if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Non-Institutions	E-Voting		7,958	0.2102%	7,958	0	100%	0
	Poll		365,847	9.6629%	365,847	0	100%	0
	Postal Ballot(if applicable)	3,786,104	Nil	Nil	Nil	Nil	Nil	Nil
	Total		373,805	9.8731%	373,805	0	100%	0
	Total	5,513,100	2,100,801	38.1056%	2,100,801	0	100%	0



**Resolution No.: 02**

**Details of the Agenda: To appoint a Director in the place of Ms. Lakshmi Sreedhar (DIN: 00636082), who retires by rotation and being eligible, offers herself for re-appointment.**

Resolution required:		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Polled outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1,726,996	100%	1,726,996	0	100%	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot(if applicable)	1,726,996	Nil	Nil	Nil	Nil	Nil	Nil
	Total		1,726,996	100%	1,726,996	0	100%	0
Public Institutions	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot(if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Non-Institutions	E-Voting		7,958	0.2102%	7,958	0	100%	0
	Poll		365,847	9.6629%	365,847	0	100%	0
	Postal Ballot(if applicable)	3,786,104	Nil	Nil	Nil	Nil	Nil	Nil
	Total		373,805	9.8731%	373,805	0	100%	0
			2,100,801	38.1056%	2,100,801	0	100%	0





Resolution No.: 03

Details of the Agenda: To appoint M/s. GASM DANSR & Co., Chartered Accountants, as the Statutory Auditors for a period of 5 years.

Resolution required:		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1,726,996	100%	1,726,996	0	100%	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot(if applicable)	1,726,996	Nil	Nil	Nil	Nil	Nil	Nil
	Total		1,726,996	100%	1,726,996	0	100%	0
Public Institutions	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot(if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Non-Institutions	E-Voting		7,958	0.2102%	7,958	0	100%	0
	Poll		365,847	9.6629%	365,847	0	100%	0
	Postal Ballot(if applicable)	3,786,104	Nil	Nil	Nil	Nil	Nil	Nil
	Total	5,513,100	2,100,801	38.1056%	2,100,801	0	100%	0

Note: All the above said Resolutions were passed with requisite majority.



For RAINBOW FOUNDATIONS LIMITED

*[Signature]*  
DIRECTOR