

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; www.rainbowinvestments.net

NOTICE

NOTICE is hereby given that the **Thirty-Seventh (37th) Annual General Meeting** of the Members of **Rainbow Investments Limited** ("the Company") will be held on **Wednesday, 30th September 2026** 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 2026, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Yugesh Kanoria (DIN: 08009119), who retires from office by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s. RUBS & Co, Chartered Accountants as Statutory Auditor of the Company and fix their remuneration and in this regard 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 Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, RBI Circular No. RBI/DoS/2026-27/465 dated 31st July, 2026, M/s. RUBS & Co., Chartered Accountants, Kolkata (Firm Registration No. 014560C) be and are hereby appointed as Statutory Auditors of the Company for a term of 3 (three) continuous years from the conclusion of this 37th AGM till the conclusion of the 40th AGM of the Company to be held in the year 2029, at such remuneration plus applicable taxes, and out of pocket expenses as may be determined by the Audit Committee of the Board of Directors in consultation with the Auditors of the Company."

SPECIAL BUSINESS:

4. **Re-appointment of Ms. Rusha Mitra (DIN: 08402204) as an Independent Director of the Company for a second term of 5 (five) consecutive years.**

To consider, and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 and all other relevant provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 made thereunder (including any amendment, variation, statutory modifications or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act and subject to the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Ms. Rusha Mitra (DIN: 08402204) who was appointed as an Independent Non-Executive Director of the Company for a first term of five years commencing from 16th March, 2021 up to 15th March, 2026, who has submitted the declaration that she meets the criteria of independence under Section 149(6) of the Act and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years from 16th March, 2026 to 15th March, 2031.

RESOLVED FURTHER THAT any Director of the Company (including its committee thereof) or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things,

including filing e-forms and taking steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

5. Appointment of Arvind Baheti (DIN: 08094824) as an Independent Director of the Company

To consider, and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT Mr. Arvind Baheti (DIN: 08094824) who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from 15th January, 2026 by the Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Company, in terms of Section 161(1) of the Companies Act, 2013 (“Act”) read with Article of Associations of the Company, who is eligible for appointment and who has consented to act as a Non-Executive Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Act read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the appointment of Mr. Arvind Baheti (DIN: 08094824) as a Non-Executive Independent Director of the Company, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, with effect from 15th January, 2026, and who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act, be and is hereby approved, as an Independent Directors of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years with effect from 15th January, 2026 up to 14th January, 2031.

RESOLVED FURTHER THAT any Director of the Company (including its committee thereof) or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, including filing e-forms and taking steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

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

Place: Kolkata
Date: 5th September, 2026

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

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS NOTICE.**

A person can act as a proxy on behalf of Members not exceeding fifty percent and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
3. Members holding shares in the dematerialized form are requested to intimate all changes pertaining to their Bank details, National Electronic Clearing Service (NECS), Electronic Clearing Services (ECS) mandates, nominations, a power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records, which will help the Company and the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited, to provide more efficient and better services. In case the mailing address mentioned on the Attendance Slip does not include the PINCODE, Members are requested to kindly provide the PINCODE immediately.
4. 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.
5. 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 01:00 P.M. on all working days except on Saturday, Sunday, and other public holidays.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM
7. Details as required in accordance with clause 1.2.5 of Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) in respect of the Director seeking re-appointment at the Annual General Meeting form an integral part of the Notice.
8. A route map to attend the venue of the meeting is annexed to this AGM Notice.

Additional information for Ms. Rusha Mitra seeking re-appointment in accordance with clause 1.2.5 of Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI)

1	Name of Director	Rusha Mitra
2	Director Identification No.	08402204
3	Date of Birth (Age)	20 th March 1985 (41 years)
4	Nationality	Indian
5	Brief Resume & Qualifications	Ms. Rusha Mitra is a law graduate from W.B National University of Juridical Sciences, Kolkata. She is a partner in the corporate & commercial practice group in Khaitan & Co., Kolkata.
6	Expertise in Specific Functional Area	She specializes in corporate restructuring, mergers, acquisitions, demergers, reconstructions, reorganisation and advises companies on a wide range of corporate law matters and Insolvency & Bankruptcy-related matters.
7	Terms & conditions of Appointment and Re-appointment	Proposed to be re-appointed as an Independent Director for a second term of 5 consecutive years.
8	Remuneration last drawn	Only Sitting fees
9	Date of First Appointment	16 th March, 2021
10	Shareholding in the Company including beneficial owner	Nil
11	No. of Board Meetings attended during the year	13 out of 13
12	Directorship/Partnership held in other Companies as on 31.03.2026	1. Lux Industries Limited 2. GMMCO Limited 3. Texmaco Rail & Engineering Limited 4. GKW Limited 5. PCBL Chemical Limited 6. Naga Dhunseri Group Limited 7. Harrisons Malyalam Limited 8. Quest Capital Markets Limited 9. PCBL (TN) Limited
13	Membership/ Chairmanships of Committees of Board of other Companies*	1. Harrisons Malyalam Limited: Chairperson in Audit Committee; Member in Stakeholders Relationship Committee 2. Texmaco Rail & Engineering Limited: Member in Stakeholders Relationship Committee 3. Lux Industries Limited: Member in Audit Committee 4. GKW Limited: Member in Stakeholders Relationship Committee 5. Quest Capital Markets Limited, Chairperson in Audit and member in NRC and CSR
14	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil

Additional information for Mr. Arvind Baheti seeking re-appointment in accordance with clause 1.2.5 of Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI)

1	Name of Director	Arvind Baheti
2	Director Identification No.	08094824
3	Date of Birth (Age)	18 th October 1977, 49 years
4	Nationality	Indian
5	Date of First Appointment	15 th January, 2026
6	Brief Resume & Qualifications	Arvind Baheti is a rank-holder Chartered Accountant of the 2000 batch, working as an Executive Director with Khaitan & Co, a leading law firm in India. Arvind has been associated with Khaitan & Co for the last 2 decades . Arvind has worked on a number of diverse transactions across industries, in his area of specialization. He is a trusted advisor and a litigator for various reputed groups based in Eastern India and has been retained by them for more than a decade. Some of his key retainer clients include Emami Group, Dhunseri Group, RPSG Group, Shyam Steel Group, Harinagar Sugar Mills, Usha Martin, Supertron Electronics, Jupiter Solar, etc. cutting across diverse industries, etc.
7	Expertise in Specific Functional Area	Arvind's area of specialization covers both contentious and non-contentious aspects associated with the International Trade & Indirect Tax laws, Employment, Labour and Benefits, White Collar Practise at the firm. Arvind carries with him a blend of professional and industrial experience in his area of specialization. Prior to joining Khaitan & Co, in the year 2006, Arvind was associated with the multinational consulting firm KPMG.
8	Terms & conditions of Appointment and Re-appointment	Proposed to be appointed as an Independent Director for the first term of 5 consecutive years.
9	Remuneration last drawn	Nil
10	Shareholding in the Company including beneficial owner	Nil
11	No. of Board Meetings attended during the year	2 out of 2
12	Directorship/Partnership held in other Companies as on 31.03.2026	1. GILLANDERS ARBUTHNOT & CO LTD 2. JUPITER INTERNATIONAL LIMITED 3. RUPA & COMPANY LTD.
13	Membership/ Chairmanships of Committees of Board of other Companies	Nil
14	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil

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

Item No. 4: Re-appointment of Ms. Rusha Mitra (DIN: 08402204) as an Independent Director of the Company for a second term of 5 (five) consecutive years.

Ms. Rusha Mitra (DIN: 08402204), whose term as Non-Executive Independent Director of the Company for five consecutive years is due to expire on 15th March, 2026. Based on the recommendation of the Nomination and Remuneration Committee and considering her skills, expertise, experience, integrity, the outcome of her performance evaluation and substantial contribution to the deliberations of the Board and Committees, the Board of Directors, at its meeting held on 4th March, 2026, approved and recommended to the Members the re-appointment of Ms. Rusha Mitra as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 16th March, 2026 up to 15th March, 2031, subject to the approval of the Members.

The Company has received from Ms. Rusha Mitra:

- a) consent to act as Director in Form DIR-2;
- b) declaration confirming that she meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013;
- c) confirmation regarding compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 relating to registration with the Independent Directors' Databank, wherever applicable; and
- d) confirmation that she satisfies the fit and proper criteria as prescribed under the applicable directions issued by the Reserve Bank of India for Non-Banking Financial Companies.

Based on the outcome of the performance evaluation criteria framework adopted by NRC, the Board is of the view that she continues to possess the requisite skills, knowledge, experience and expertise required for the effective discharge of her duties as an Independent Director and that her continued association with the Company would be beneficial to the Company. Accordingly, based on the performance evaluation and considering her contribution to the Company, the Board recommends the re-appointment of Ms. Rusha Mitra (DIN: 08402204) as an Independent Director for a second term of five consecutive years, as set out in the resolution.

In the opinion of the Board, Ms. Rusha Mitra fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder and the applicable RBI Directions for her re-appointment for a second term of five consecutive years as an Independent Director and is independent of the management. A brief profile of Ms. Rusha Mitra, including the nature of her expertise, experience, skills and other disclosures as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI), is annexed to this Notice.

Except Ms. Rusha Mitra and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board recommends the **Special Resolution** set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5: Appointment of Mr. Arvind Baheti (DIN: 08094824) as an Independent Director of the Company

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Arvind Baheti (DIN: 08094824) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 15th January, 2026, subject to the approval of the Members of the Company. The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Arvind Baheti for appointment as a Non-Executive Independent Director of the Company.

The Company has received from Mr. Arvind Baheti:

- a) consent to act as Director in Form DIR-2;
- b) declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013;
- c) confirmation regarding compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 relating to registration with the Independent Directors' Databank, wherever applicable; and
- d) confirmation that he satisfies the fit and proper criteria as prescribed under the applicable directions issued by the Reserve Bank of India for Non-Banking Financial Companies.

The Nomination and Remuneration Committee, after considering the qualifications, skills, expertise, knowledge and experience of **Mr. Arvind Baheti** determines that he possesses the requisite skills, knowledge and experience required for effective discharge of the functions and responsibilities of an Independent Director.

Accordingly, the Board has considered his professional experience and expertise, particularly his ability to provide independent judgement and guidance in matters relating to the business, governance, compliance and overall affairs of the Company. His experience and perspective are expected to contribute meaningfully to the deliberations of the Board and its Committees and further strengthen the Company's corporate governance and compliance framework. The Board is of the opinion that Mr. Arvind Baheti fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder and the applicable RBI Directions for his appointment as an Independent Director and is independent of the management.

A brief profile of Mr. Arvind Baheti, including the nature of his expertise, experience, skills and other disclosures as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI), is annexed to this Notice.

Except Mr. Arvind Baheti, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends passing of the **Special Resolution** as set out at **Item No. 5** of this Notice for approval by the Members.

RAINBOW INVESTMENTS LIMITED

CIN: U65993WB1988PLC171011

Regd. Office: DUNCAN HOUSE, 31, NETAJI SUBHAS ROAD, KOLKATA, WEST BENGAL- 700001

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ATTENDANCE SLIP

37th ANNUAL GENERAL MEETING, WEDNESDAY, 30th SEPTEMBER 2026 AT 11:00 A.M.

DPID/Client ID/Folio No.	:	Sl. No.
Name and Address	:	
No. of Shares:		

I/we hereby record my/our presence at the Thirty-Seventh ANNUAL GENERAL MEETING of Rainbow Investments Limited at Duncan House 31, Netaji Subhas Road, Kolkata- 700001 on Wednesday, 30th September, 2026 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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CIN: U65993WB1988PLC171011

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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]*

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 37th Annual General Meeting of Rainbow Investments Limited, to be held at **Duncan House 31, Netaji Subhas Road, Kolkata-700001, on Wednesday, 30th September, 2026 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 31 st March 2026, together with the Reports of the Board of Directors and Auditors thereon			
2.	To appoint a director in place of Mr. Yugesh Kanoria (DIN: 08009119), who retires from office by rotation and, being eligible, offers himself for re-appointment.			
3.	To appoint M/s. RUBS & Co, Chartered Accountants as Statutory Auditor of the Company and fix their remuneration and in this regard to consider and if, thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution			
4.	Re-appointment of Ms. Rusha Mitra (DIN: 08402204) as an Independent Director of the Company for a second term of 5 (five) consecutive years			
5.	Appointment of Arvind Baheti (DIN: 08094824) as Independent Director of the Company			

Place: Kolkata

Affix
INR-1
Revenue
Stamp

Signed this -----, 2026 (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

