

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated March 07, 2022 ("Letter of Offer") which is available on the websites of the Registrar, our Company, the Lead Manager and the stock exchanges where the Equity Shares of our Company are listed, i.e., BSE Limited ("BSE", the "Stock Exchange"). You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer

**THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

Our Company has made available on the Registrar's website at <https://rights.cameoindia.com/rainbow> and the Company's website, Abridged Letter of Offer along with the Rights Entitlement Letter and Application Form to the Eligible Equity Shareholder who have provided an Indian address to our Company. You may also download the Letter of Offer from the websites of the Company, the Stock Exchange, the Lead Manager and the Registrar, i.e., at [www.rainbowfoundations.in](http://www.rainbowfoundations.in), [www.bseindia.com](http://www.bseindia.com), [www.tcagroup.in](http://www.tcagroup.in), and <https://rights.cameoindia.com/rainbow>, respectively. The Application Form is available on the respective websites of the Lead Manager, the Stock Exchange, our Company and the Registrar to the Issue.



### RAINBOW FOUNDATIONS LIMITED

**Corporate Identity Number:** L55101TN1994PLC027739

**Registered & Corporate Office:** No. 4, Thanikachalam Road, T. Nagar, Chennai, Tamil Nadu- 600017

**Telephone:** +91- 44-24344647, 24354647; **Email:** [rfl.rightsissue@gmail.com](mailto:rfl.rightsissue@gmail.com)

**Website:** [www.rainbowfoundations.in](http://www.rainbowfoundations.in)

**Contact Person:** Mrs. Niroshaa Kathiravan, Company Secretary and Compliance Officer

**OUR PROMOTERS: MR. ANOPCHAND JAIN , MR. GAJRAJ JAIN, MR. NAVIN KUMAR JAIN, MR. VIKASH KUMAR JAIN, MR. NITESH JAIN, MR. ASHISH JAIN, MRS. SARALA JAIN, MS. LALITHA JAIN, MRS. N. ANITHA JAIN, MRS. SAPNA, ANOP CHAND JAIN HUF, GAJRAJ JAIN HUF, NAVIN AND SONS, VIKASH JAIN HUF**

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF RAINBOW FOUNDATIONS LIMITED ("OUR COMPANY" OR "THE ISSUER") ONLY**

**ISSUE DETAILS, LISTING AND PROCEDURE**

**ISSUE OF UP TO 4,41,04,800 (FOUR CRORES FORTY ONE LAKHS FOUR THOUSAND EIGHT HUNDRED) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF RS. 11 EACH PER RIGHTS EQUITY SHARE ("ISSUE PRICE") FOR AN AGGREGATE AMOUNT UP TO RS. 48,51,52,800 (RUPEES FORTY EIGHT CRORES FIFTY ONE LAKH FIFTY TWO THOUSAND EIGHT HUNDRED ONLY) ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 8 (EIGHT) RIGHTS EQUITY SHARE FOR EVERY 1 (ONE) FULLY PAID-UP EQUITY SHARE HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON FRIDAY, MARCH 11, 2022 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 1.1 (ONE POINT ONE) TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 154 OF THE LETTER OF OFFER.**

**\*Assuming full subscription**

The existing Equity Shares are listed on the BSE Limited ("BSE" or "Stock Exchange"). Our Company has received 'in-principle' approvals from BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide its letter dated January 24, 2022. Our Company will also make an application to the Stock Exchanges to obtain the trading approval for the Rights Entitlements as required under the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/13) dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE.

#### ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on BSE. Our Company is eligible to offer Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

#### MINIMUM SUBSCRIPTION

The objects of the Issue involve financing other than financing of capital expenditure for a project and further our Promoters and Promoter Group have undertaken that they will subscribe to the full extent of their Rights Entitlements and that they shall not renounce their Rights Entitlements (except to the extent of renunciation by any of them in favour of any other Promoter or member of the Promoter Group) subject to the aggregate shareholding of our Promoters and Promoter Group being compliant with the minimum public shareholding requirements under the SCRR and the SEBI LODR Regulations. Accordingly, in terms of Regulation 86 of the SEBI ICDR Regulations, the requirement of minimum subscription is not applicable to the Issue. The above is subject to the terms mentioned under "Issue Information" on page 154 of the Letter of Offer.

#### INDICATIVE TIMETABLE

The below dates are indicative. However actual dates may vary.

<b>Issue Opening Date</b>	Friday, March 25, 2022	<b>Date of Allotment / Initiation of Refunds (on or about)</b>	Tuesday, April 26, 2022
<b>Last Date for On Market Renunciation*</b>	Monday, April 11, 2022	<b>Date of credit of Equity Shares to demat account of Allottees (on or about)</b>	Thursday, April 28, 2022
<b>Issue Closing Date#</b>	Monday, April 18, 2022	<b>Date of listing / Commencement of trading of Equity Shares on the Stock Exchanges (on or about)</b>	Monday, May 02, 2022
<b>Finalisation of basis of Allotment (on or about)</b>	Tuesday, April 26, 2022		

\* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

# Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue including the risks involved. The Equity Shares have neither been recommended nor approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Specific attention of the Investors is invited to the section “**Risk Factors**” on page 20 of the Letter of Offer and “Internal Risk factors” on page 5 of this Abridged Letter of Offer before making an investment in the Issue.

## NOTICE TO INVESTORS

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue material (collectively, the “**Issue Materials**”) will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address and who are located in jurisdictions where the offer and sale of the Rights Entitlement and the Rights Equity Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them, subject to compliance with relevant SEBI circulars/ notices giving/ extending relaxation in dispatch of physical issue material to those eligible equity shareholders who have not provided a valid email address to the Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue materials. Further, the Letter of Offer will be provided through e-mail by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Manager, and the Stock Exchanges, and on R-WAP, subject to the applicable law.

### Notice to Investors in the United States

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia (“**United States**”), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act (“**U.S. QIBs**”) pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act (“**Regulation S**”). In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares in the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the Securities Act.

<b>Names of Lead Manager and contact details</b>	<b>Turnaround Corporate Advisors Private Limited</b> 714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi- 110058 <b>Tel:</b> +91-11-45510390, 41395590 <b>E-mail:</b> info@tcagroup.in <b>Investor Grievance Email:</b> complaints@tcagroup.in <b>Website:</b> www.tcagroup.in <b>Contact Person:</b> Mr. Heemadri Mukerjea /Mr. Adarsh <b>SEBI Registration No.:</b> MB/INM000012290
<b>Name of Registrar to the Issue and contact details</b>	<b>Cameo Corporate Services Limited</b> “Subramanian Building” No.1, Club House Road, Chennai, Tamil Nadu- 600002 <b>Tel:</b> +91-44 -40020700; <b>E-mail:</b> priya@cameoindia.com <b>Investor Grievance Email:</b> investor@cameoindia.com <b>Website:</b> www.cameoindia.com <b>Contact Person:</b> Ms. K. Sreepriya, Vice President & Company Secretary <b>SEBI Registration No.:</b> INR000003753
<b>Statutory Auditor(s) name</b>	<b>M/s GASM DANSR AND CO.,</b> Chartered Accountants
<b>Self Certified Syndicate Banks</b>	Banks which are registered with the SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and offer services of ASBA, and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> , and as updated from time to time

<b>Banker to the Issue</b>	<b>Axis Bank Limited</b> <b>Address:</b> C-3/21, Janakpuri, New Delhi - 110058 <b>Tel :</b> +91-11-41587430 <b>Fax :</b> +91-11-41587430 <b>E-mail:</b> guninder.bhatia@axisbank.com <b>Investor Grievance Email:</b> janakpuri.operationshead@axisbank.com <b>Website:</b> www.axisbank.com <b>Contact Person:</b> Ms. Guninder Bhatia <b>SEBI Registration No.:</b> INBI00000017
----------------------------	--

## 1. SUMMARY OF BUSINESS

The company is in the business of Real estate development in India. It is engaged in the building of Flats, Commercial Complexes and Villas. The company is also engaged in the development and marketing of plots and pieces of land in Chennai.

The increasing city population has encouraged the promotion of apartments as well as individual houses and the demand in and around the city is increasing constantly. At present, the business of promotion of residential apartments is considered as one of the most profitable businesses. And there are not many promoters of independent houses. Independent houses promoted by reputed promoters are suited for higher income group and the number of promoters is a niche segment and there is ample scope for this business.

Further, the company has already constructed many apartments and independent houses in Chennai and the quality of the construction, the competitive rate of construction, the promptness in the execution of the contracts have already attracted many people.

It is ensured by the Company that all requisite infra-structural facilities like power, water, transport etc., are available in abundance in the place of identified projects. It is ensured by the Company that all requisite infra-structural facilities like power, water, transport etc., are available in abundance in the place of identified projects.

The proposed Residential Projects of the Company are in prime locations of the City like Choolai and Purasawalkkam.

*For Further detail on our business, please refer to chapter titled “Our Business” on page 62 of the Letter of Offer*

## 2. SUMMARY OF OBJECTS OF THE ISSUE AND MEANS OF FINANCE

### OBJECTS OF THE ISSUE

The objects of the Issue are:

1. Redemption of upto 3,65,00,000 (Three Crore Sixty Five Lakhs only) 0.01% Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 10 each; and
2. General Corporate Purposes

We intend to utilize the gross proceeds raised through the Issue (the “Issue Proceeds”) after deducting the Issue related expenses (“Net Proceeds”) for the abovementioned Objects.

The objects set out in the Memorandum of Association enable us to undertake our existing activities and the activities for which funds are being raised by us through the Issue and the activities for which the monies were raised through issue of NCRCPs which are now proposed to be redeemed in full or in part from the Net Proceeds.

### DETAILS OF NET PROCEEDS OF THE ISSUE

The details of the estimated proceeds of the Issue are as follows:

Particulars	Amount in Rs. Lakh
Gross Proceeds from the Issue	4851.53
Less: Issue related expenses	35.00
<b>Net Proceeds from the Issue</b>	<b>4816.53</b>

### UTILIZATION OF NET PROCEEDS OF THE ISSUE

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

*(Amount in Rs. Lakh)*

Particulars	Amount to be funded from the Net Proceeds	Estimated schedule of deployment of Net Proceeds in	
		FY 2021-22	FY 2022-23
Redemption of upto 3,65,00,000 (Three Crore Sixty Five Lakhs only) 0.01% Non- Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 10 (Rupees Ten only) each	3650.00	-	3650.00
General Corporate Purposes	1166.53	-	1166.53
<b>Net Proceeds from the Issue</b>	<b>4816.53</b>		<b>4816.53</b>

## MEANS OF FINANCE

Our Company proposes to meet the entire requirement of funds for the proposed objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

For Further detail, please refer to chapter titled “**Objects of the Issue**” on page 53 of the Letter of Offer

### 3. NAME OF MONITORING AGENCY

Since the net proceeds is less than Rs. 100 Crore, our Company is not required to make arrangements for monitoring agency, in terms of SEBI ICDR Regulations.

### 4. EQUITY SHAREHOLDING PATTERN

#### A. Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchanges in compliance with the SEBI LODR Regulations

- The shareholding pattern of our Company as on December 31, 2021, can be accessed on the website of the BSE at: <https://www.bseindia.com/stock-share-price/rainbow-foundations-ltd/rainbowf/531694/shareholding-pattern/>
- Statement showing holding of Equity Shares of the Promoter and Promoter Group including details of lock-in, pledge of and encumbrance thereon, as on December 31, 2021 can be accessed on the website of the BSE at: <https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=531694&qtrid=112.00&QtrName=December%202021>
- Statement showing holding of Equity Shares of persons belonging to the category “Public” including shareholders holding more than 1% of the total number of Equity Shares as on December 31, 2021 can be accessed on the website of the BSE at: <https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=531694&qtrid=112.00&QtrName=December%202021>

#### B. Details of the Shareholders holding more than 1% of the issued and paid-up equity share capital

The details of shareholders of our Company holding more than 1% of the issued, subscribed and paid-up Equity Share capital of our Company, as on December 31, 2021 are as under:

Name	Category	Number of Shares	Percentage of Total Shareholding
Anopchand Jain	Promoter	1,92,891	3.50
Gajraj Jain	Promoter	2,00,000	3.63
Lalitha Jain	Promoter Group	66,000	1.20
Anop Chand Jain HUF	Promoter Group	1,15,000	2.09
Gajraj Jain HUF	Promoter Group	1,25,000	2.27
Sarala Jain	Promoter Group	1,34,694	2.44
Nitesh Jain	Promoter Group	1,52,000	2.76
Vikash Kumar Jain	Promoter Group	1,57,850	2.86
Navin Kumar Jain	Promoter Group	1,81,957	3.30
Sapna	Promoter Group	2,11,334	3.83
N Anitha Jain	Promoter Group	2,72,808	4.95
Rajgharana Housing Limited	Public	66,000	1.20
Anil Bohra	Public	69,346	1.26
Dinesh Kumar Bora	Public	1,47,000	2.67
Suruchi Tie Up Private Limited	Public	2,36,603	4.29
Arrowspace Advisors Private Limited	Public	2,53,627	4.60

### 5. BOARD OF DIRECTORS OF THE COMPANY

S. No.	Name	Designation	Other Directorships
1.	Anop Chand Jain	Managing Director in the category of Promoter	Nil
2.	Gajraj Jain	Joint Managing Director in the category of Promoter	1. Annai Rainbow Foundations LLP 2. Annai Buildtech Promoters LLP
3.	Navin Jain	Executive Director in the category of Promoter	1. Rajgharana Housing Limited
4.	Pushpala Motiram Manjith	Non-Executive Director in the category of Independent Director	1. Lalimo Web Services Private Limited 2. Cyclotron Technologies Private Limited 3. Opera Right Choice Realty Private Limited
5.	Sampat Raj Singhvi	Non-Executive Director in the category of Independent Director	Nil
6.	Maithri Jayakkar	Non-Executive Director in the category of Independent Director	Nil

For Further detail, please refer to chapter titled “**Our Management**” on page 72 of the Letter of Offer.

## 6. DETAILS OF THE COMPANY OR ANY OF ITS PROMOTERS OR DIRECTORS BEING A WILFUL DEFAULTER OR FRAUDULENT BORROWER.

Neither our Company nor any of our Promoters or Directors is identified as a Wilful Defaulter or Fraudulent Borrower.

## 7. FINANCIAL STATEMENT SUMMARY:

Following are the details as per the Restated Financial Information as at and for the Financial Year ended on March 31, 2021 and nine months period ended December 31, 2021:

(Rs. In Lakhs)

Particulars	As at December 31, 2021	As at March 31, 2021
Total Income from Operations (net)	3,416.51	3,461.88
Net Profit/(Loss) before Tax and extraordinary items	80.05	152.35
Profit/(Loss) after Tax and extraordinary items	28.26	114.38
Equity Share Capital	5,101.31	5,101.31
Reserves and Surplus	1,360.18	1,332.37
Net Worth	1,911.49*	1,883.68*
Basic earnings per share	0.51	2.07
Diluted earnings per share	0.51	2.07
Net asset value per share (Rs.)	34.67	34.17
Return on Net Worth (RONW)	1.48	6.07

\*For the purpose of calculation of Net Worth, we have considered Equity Share Capital and Reserve & Surplus and ignored the redeemable preference shares.

Note: Figures of Basic earnings per share, Diluted earnings per share and Return on Net Worth (RONW), for the nine months period ended December 31, 2021, have not been annualized.

For Further detail, please refer to section titled “**Financial Information**” starting from page 80 of the Letter of Offer.

## 8. INTERNAL RISK FACTORS

1. Our Company is required to comply with environmental legislations and failure to comply with applicable environmental norms could adversely impact our business, results of operation and financial condition.
2. There are outstanding litigations involving our Company which, if determined against us, may adversely affect our business and financial condition.
3. Our Company does not have long-term agreements with suppliers for our raw materials and an increase in the cost of, or a shortfall in the availability or quality of, such raw materials could have an adverse effect on our business and results of operations.
4. Our continued business and financial condition is significantly dependent on the Indian construction industry and demand for housing and commercial spaces.
5. 100% of our revenues are generated from projects that we execute in Tamil Nadu.
6. We have significant unsold units among our Ongoing Projects.
7. The secretarial compliance report for Fiscal 2021 dated August 13, 2021 identifies certain aspects of noncompliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.
8. Our business is highly capital intensive and we have a high working capital requirement. If we are unable to raise or generate sufficient working capital our operations will be adversely affected.
9. We have incurred significant indebtedness which exposes us to various risks and restrictions which may have an adverse effect on our business, results of operations and financial condition.
10. Any inability to maintain our equipment assets or manage our workers or inadequate workloads may cause underutilization of our workforce and equipment bank, and such underutilization may have an impact on our profitability.

For Further detail, please refer to section titled “**Risk Factors**” on page 20 of the Letter of Offer.



## 9. SUMMARY TABLE OF OUTSTANDING LITIGATIONS

A summary of outstanding litigation involving our Company, our Directors and our Promoters as on the date of the Letter of Offer is provided below:

S. No.	Particulars	Number of cases outstanding	Amount involved in such proceedings (in Rs.)
<b>1.</b>	<b>LITIGATION INVOLVING OUR COMPANY</b>		
<b>i.</b>	<b>Litigation against our Company</b>		
a.	Criminal Proceedings	Nil	Nil
b.	Civil Proceedings	02	Rs. 1,90,00,000/- in one proceeding Unascertainable in other proceeding
c.	Actions taken by Statutory/ Regulatory Authorities	Nil	Nil
d.	Tax Proceedings	03	Rs. 8,85,15,558/-
e.	Other Material Litigations	02	Rs. 75,00,000/- in one proceeding Unascertainable in other proceeding
f.	Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals	Nil	Nil
<b>ii.</b>	<b>Litigation by our Company</b>		
a.	Criminal Proceedings	Nil	Nil
b.	Civil and other Material Litigations	Nil	Nil
<b>2.</b>	<b>LITIGATION INVOLVING OUR PROMOTERS</b>		
<b>i.</b>	<b>Litigation against our Promoters</b>		
a.	Criminal proceedings	Nil	Nil
b.	Actions taken by Statutory/ Regulatory Authorities	Nil	Nil
c.	Tax Proceedings	Nil	Nil
d.	Other Material Litigations	Nil	Nil
e.	Disciplinary action against our Promoters by SEBI or any stock exchange in the last five Fiscals	Nil	
<b>ii.</b>	<b>Litigation by our Promoters</b>		
a.	Criminal Proceedings	Nil	Nil
b.	Civil and other Material Litigations	Nil	Nil
<b>3.</b>	<b>LITIGATION INVOLVING OUR DIRECTORS</b>		
<b>i.</b>	<b>Litigation against our Directors</b>		
a.	Criminal proceedings	Nil	Nil
b.	Actions taken by Statutory/ Regulatory Authorities	Nil	Nil
c.	Tax Proceedings	Nil	Nil
d.	Other Material Litigations	Nil	Nil
e.	Disciplinary action against our Directors by SEBI or any stock exchange in the last five Fiscals	Nil	Nil
<b>ii.</b>	<b>Litigation by our Directors</b>		
a.	Criminal Proceedings	Nil	Nil
b.	Civil and other Material Litigations	Nil	Nil

For further details of the outstanding litigation proceedings, please refer to chapter titled “**Outstanding Litigations and Material Developments**” on page 137 of the Letter of Offer.

## 10. TERMS OF THE ISSUE

### A. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Shareholders desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident Shareholders in this Issue, in the event the Shareholders are not able to utilize the ASBA facility for making an Application despite their best efforts). Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue on the basis of Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable.

Please note that one single Application Form shall be used by Shareholders to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Shareholders who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Shareholders will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Shareholders are required to submit a separate Application Form for each demat account.

Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filled on the R-WAP. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar or the Lead Manager.**

➔ **Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company by sending a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either through the R-WAP portal of the RTA i.e. <https://rights.cameoindia.com/rainbow> or through email to the RTA at [investor@cameoindia.com](mailto:investor@cameoindia.com), so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date, i.e. by Monday, April 11, 2022, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

**Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue, unless they register their demat account and receive the Rights entitlement in their demat account. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process or using the R-WAP.**

Eligible Equity Shareholders holding Equity Shares in physical form are advised to refer to the procedure for Application by and credit of Rights Equity Shares in “**Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form**” on 170 of the Letter of Offer.

➔ **Making of an Application through the ASBA process**

Shareholders, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. For details of making application through ASBA process, Eligible Equity Shareholders are advised to refer to “**Making of an Application through the ASBA process**” on page 158 of the Letter of Offer.

➔ **Making of an Application through the Registrar’s Web-based Application Platform (“R- WAP”) process**

In accordance with the SEBI Relaxation Circulars, a separate web-based application platform, i.e., the R-WAP facility (accessible at <https://rights.cameoindia.com/rainbow>), has been instituted for making an Application in this Issue by resident Shareholders. Further, R-WAP is only an additional option and not a replacement of the ASBA process and R-WAP facility should be utilized only in the event that Shareholders are not able to utilize the ASBA facility for making an application despite their best efforts. For details of making application through R-WAP, Eligible Equity Shareholders are advised to refer to “**Making of an Application through the Registrar’s Web-based Application Platform (“R- WAP”) process**” on page 160 of the Letter of Offer.

**PLEASE NOTE THAT ONLY RESIDENT SHAREHOLDERS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. OUR COMPANY, THE REGISTRAR AND THE LEAD MANAGER SHALL NOT BE RESPONSIBLE IF THE APPLICATION IS NOT SUCCESSFULLY SUBMITTED OR REJECTED DURING THE BASIS OF ALLOTMENT ON ACCOUNT OF FAILURE TO BE IN COMPLIANCE WITH THE SAME. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE “RISK FACTORS”.**

➔ **Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process**

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

**PLEASE NOTE THAT THE APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.**

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- (i) Name of our Company, being Rainbow Foundations Limited;
- (ii) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- (iii) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/ DP and Client ID;
- (iv) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
- (v) Number of Equity Shares held as on Record Date;
- (vi) Allotment option – only dematerialised form;
- (vii) Number of Equity Shares entitled to;
- (viii) Number of Equity Shares applied for within the Rights Entitlements;
- (ix) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- (x) Total number of Equity Shares applied for;
- (xi) Total amount paid at the rate of Rs. 11 per Equity Share;
- (xii) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- (xiii) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/ FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- (xiv) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- (xv) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and



(xvi) All such Eligible Equity Shareholders are deemed to have accepted the following:

*“I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

*I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.*

*I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a “U.S. Person” as defined in (“Regulation S”), and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.*

*I/ We acknowledge that the Company, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”*

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where a Shareholders submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Shareholders are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Shareholders. The plain paper Application format will be available on the website of the Registrar at [www.cameoindia.com](http://www.cameoindia.com).

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Shareholders’ ASBA Accounts on or before the Issue Closing Date.

#### **B. RIGHTS ENTITLEMENT RATIO**

8 (Eight) Equity Shares for every 1 (One) fully paid-up Equity Share held on the Record Date, i.e. Friday, March 11, 2022.

#### **C. FRACTIONAL ENTITLEMENTS**

Since the Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 8:1 (8 Equity Share for every 1 Equity Shares) held as on the Record Date. Hence, there shall be no fractional entitlements in the issue.

#### **D. RENUNCIATION**

##### **Renounees**

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renounee(s) as well.

##### **Renunciation of Rights Entitlements**

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

##### **Procedure for Renunciation of Rights Entitlements**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the “On Market Renunciation”); or (b) through an off-market transfer (the “Off Market Renunciation”), during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders.

**(a) On Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE230F20014 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Friday, March 25, 2022 to Monday, April 11, 2022 (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE230F20014 and indicating the details of the Rights Entitlements they intend to trade.

The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

**(b) Off Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE230F20014, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

**E. APPLICATION FOR ADDITIONAL EQUITY SHARES**

Shareholders are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "Basis of Allotment" mentioned below.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

*For detailed instruction for making application for additional equity shares, please refer to the heading “Application for Additional Equity Shares” on page 165 of the Letter of Offer.*

**F. INTENTION OF PROMOTERS TO SUBSCRIBE TO THEIR RIGHTS ENTITLEMENT**

Pursuant to letter dated December 16, 2021 (“Subscription Letter”), Gajraj Jain, one of our Promoters, have confirmed that they, along with other Promoters and members of the Promoter Group of the Company, intend to subscribe to the full extent of their Rights Entitlements in the Issue and have also confirmed that they shall not renounce their Rights Entitlements (except to the extent of renunciation by any of them in favour of any other Promoter or member of the Promoter Group). Further, our Promoters and Promoter Group reserve the right to apply for, and subscribe to, additional Rights Equity Shares over and above their Rights Entitlements (including unsubscribed portion of the Issue, if any), subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI LODR Regulations.

The acquisition of Rights Equity Shares by our Promoters and our Promoter Group, over and above their Rights Entitlements shall not result in a change of control of the management of our Company and shall be in compliance with the SEBI SAST Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under the Applicable Law.

**G. AVAILABILITY OF COPY OF THE OFFER DOCUMENT OF THE IMMEDIATELY PRECEDING PUBLIC OR RIGHTS ISSUE – Not Applicable**

**11. ANY OTHER IMPORTANT INFORMATION AS PER LEAD MANAGERS AND THE ISSUER**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company in the name “R F L Rights Issue Demat Suspense Escrow account, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit or credit or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self- attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by Monday, April 11, 2022 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE230F20014. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

**DECLARATION**

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Letter of Offer are true and correct.

**SIGNED BY THE DIRECTORS OF OUR COMPANY**

Sd/-

Sd/-

\_\_\_\_\_  
**(ANOP CHAND JAIN)**  
**Managing Director**  
DIN: 02215110

\_\_\_\_\_  
**(GAJRAJ JAIN)**  
**Managing Director**  
DIN: 01182117

Sd/-

Sd/-

\_\_\_\_\_  
**(PUSHPALA MOTIRAM MANJITH)**  
**Independent Director**  
DIN: 02161987

\_\_\_\_\_  
**(SAMPAT RAJ SINGHVI)**  
**Independent Director**  
DIN: 01786782

Sd/-

Sd/-

\_\_\_\_\_  
**(MAITHRI JAYAKKAR)**  
**Independent Director**  
DIN: 07155574

\_\_\_\_\_  
**(NAVIN JAIN)**  
**Executive Director**  
DIN: 02213825

**SIGNED BY OUR CHIEF FINANCIAL OFFICER**

Sd/-

\_\_\_\_\_  
**(NITESH JAIN)**  
**Chief Financial Officer**  
PAN: AAFPJ8666C

**Date:** March 07, 2022

**Place:** Chennai