

9th Annual Report 2007-2008

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**RAINBOW**  
**DENIM LTD**

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# **RAINBOW DENIM LIMITED**

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## **BOARD OF DIRECTORS**

**CHAIRMAN & MANAGING DIRECTOR**  
H. D. RAMSINGHANI

**WHOLETIME DIRECTOR**  
S. S. ARORA

**DIRECTORS**  
D. N. SINGH  
MAHENDRA LODHA  
UMESH JAIN - Nominee Director of IDBI

**COMPANY SECRETARY**  
R. D. JOG

**AUDITORS**  
DAYAL & LOHIA  
CHARTERED ACCOUNTANTS  
MUMBAI

**BANKERS**  
BANK OF INDIA  
DENA BANK  
ARAB BANGLADESH BANK

**REGISTERED OFFICE & WORKS**  
VILLAGE CHAUNDHERI,  
PO DAPPAR, TEHSIL DERABASSI,  
DIST MOHALI, PUNJAB 140506  
Email : [rainbow@rainbowdenim.com](mailto:rainbow@rainbowdenim.com)

**CORPORATE OFFICE** -  
51/52, FREE PRESS HOUSE,  
FREE PRESS JOURNAL MARG,  
NARIMAN POINT,  
MUMBAI - 400 021.  
Email : [rainbowdenim@vsnl.com](mailto:rainbowdenim@vsnl.com)

**REGISTRARS & TRANSFER AGENT**  
INTIME SPECTRUM REGISTRY LTD.  
C-13, PANNALAL SILK MILLS  
COMPOUND,  
L. B. S. MARG, BHANDUP (WEST),  
MUMBAI 400 078  
TEL.: 2596 3838 FAX : 2594 6969  
EMAIL : [isrl@intimespectrum.com](mailto:isrl@intimespectrum.com)

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**ANNUAL REPORT 2007-2008**


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## NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the Members of Rainbow Denim Limited will be held on Saturday the 20<sup>th</sup> day of September 2008 at 10.00 a. m. at the Registered Office of the Company at Village Chaundheri, P O Dappar, Tehsil Derabassi, District Mohali, Punjab 140506 to transact the following business :

### ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the year ended March 31, 2008 and the Balance Sheet as on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. D N Singh who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS

4. To consider, and if thought fit, to pass with or without modifications, the following Resolution, as a Special Resolution :

“RESOLVED THAT subject to the provisions of Sections 16(1), 94 and other applicable provisions, if any, of the Companies Act, 1956 and in terms of the Articles of Association of the Company and subject to such approvals, consents and sanctions as may be required, 70,00,000 (Seventy lacs) Preference Shares of Rs 10/- each forming part of the existing un issued Authorised Share Capital of the Company be and are hereby reclassified into 70,00,000 (Seventy Lacs) Equity Shares of Rs 10/- each and on such reclassification, the Authorised Share Capital of the Company be and is hereby reclassified as Rs. 27,00,00,000/- (Rupees Twenty seven Crore Only) divided into 2,70,00,000 (Two Crore Seventy Lacs) Equity Shares of Rs 10/- each.”

“FURTHER RESOLVED THAT consequent upon reclassification as above the Authorised Share Capital of the Company shall stand altered and accordingly the Memorandum of Association of the Company be and is hereby altered by deleting there from the existing Clause V and substituting in its place and stead the following as new Clause V :

V. The Authorised Share Capital of the Company is Rs 27,00,00,000/- (Rupees Twenty seven Crore Only) divided into 2,70,00,000 (Two Crore Seventy Lacs ) Equity Shares of Rs 10/- (Rupees Ten Only) each with the rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide and/or subdivide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company but subject always to the provisions of the Companies Act, 1956 (1 of 1956) including amendments thereto from time to time.

“FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

5. To consider, and if thought fit, to pass with or without modifications, the following Resolution, as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions of the Companies Act, 1956, the Articles of Association of the Company be and is hereby altered by deleting there from the existing Article 2A and substituting in its place and stead the following as new Article 2A :

2A. The Authorised Share Capital of the Company is Rs. 27,00,00,000/- (Rupees Twenty seven Crore Only) divided into 2,70,00,000 (Two Crore Seventy Lacs) Equity shares of Rs. 10/- (Rupees Ten only) each.