

NOTICE

NOTICE is hereby given that the **TWENTY-SIXTH ANNUAL GENERAL MEETING** of the members of M/s. RAINBOW PAPERS LIMITED will be held on **Thursday, the 27th day of September, 2012, at 11.00 am**, at Ahmedabad Textiles Mills Association (ATMA) Hall, Ashram Road, Ahmedabad – 380 009, to transact the following businesses :

Ordinary Business:

- 1] To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2012 and the Statement of Profit and Loss for the year ended on that date together with Directors' and the Auditors' Report thereon.
- 2] To declare Dividend on the Equity Shares of the Company, for the financial year ended on 31st March, 2012.
- 3] To appoint a Director in place of Shri Shashikant N. Thakar, who retires by rotation and being eligible, offers himself for re-appointment.
- 4] To consider, and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:-

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Talati & Talati, Chartered Accountants, Ahmedabad (ICAI Reg. No. 110758W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company at a remuneration as may be decided by the Board of Directors as per the recommendation of the Audit Committee and reimbursement of out of pocket expenses actually incurred by them in connection with the Audit."

Special Business:

- 5] To consider, and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in supersession of the ordinary resolution passed at the Annual General Meeting of the Company held on the 27th September, 2011 and in pursuance of the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the

Company be and is hereby accorded to the Board of Directors of the Company to borrow monies from time to time together with the monies already borrowed by the Company upto a limit of Rs.2500 Crores (Rupees Two Thousand Five Hundred Crores only), in the Indian Rupees and/or in Foreign Currency as suitable, in excess of aggregate of paid-up capital and free reserves [i.e reserves not set apart for any specific purpose] at any time for the purpose of the Company [apart from temporary loans obtained from and/or to be obtained from the Company's bankers in the ordinary course of business] from the Company's bankers or from any person or persons, firms, body corporate or financial institutions, by way of deposits, advances or other loans, whether unsecured or secured by mortgage, charge, hypothecation, or pledge of all or any of the Company's assets and properties including the whole or substantially the whole of undertaking or undertakings of the Company on such terms and conditions as the Board of Directors may deem fit and that the consent be and is hereby given to the Board of Directors for executing as and when necessary such instruments and documents as they may deem fit for mortgage, charge, hypothecation or pledge or otherwise, in connection with the borrowings of the Company".

By order of the Board of Directors

Place : Ahmedabad
Date : 24th MAY, 2012

Runel Rath
Company Secretary

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with a copy of the Annual Report. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting.

- c) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold the shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.
- d) The Explanatory Statement in respect of Item No. 5 pursuant to Section 173 [2] of the Companies Act, 1956 is annexed herewith.
- e) The relevant details of director seeking appointments/re-appointment under Item No. 3 above, as required by Clause 49 of the Listing Agreements entered into with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited are also annexed.
- f) The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September, 2012 to 27th September, 2012 (both days inclusive).
- g) Members holding shares in physical form are requested to notify the change in addresses, their Pin code numbers, email addresses and telephone numbers, if any to the Company at its Registered office or to M/s. Sharepro Services (India) Private Limited - Registrar & Share Transfer Agents by quoting their folio numbers. Members holding shares in electronic mode may update such details with their respective Depository Participants [DP's].
- h) Members holding shares in physical form can avail the nomination facility by filing Form 2B (in duplicate) with the Company or its Registrar & Share Transfer Agent which will be made available on request and in case of shares held in dematerialized form, the nomination has to be lodged with their DP's.
- i) The unclaimed dividend for the financial years ended on 31st March 2005 and onwards are due for transfer to the IEPF, on the dates given in the table below:

Financial Year ended on	Date of Declaration of Dividend	Date of transfer of dividend
31 st March, 2005	29 th September, 2005	6 th November, 2012
31 st March, 2006	26 th September, 2006	3 rd November, 2013
31 st March, 2007	21 st September, 2007	28 th October, 2014
31 st March, 2008	22 nd September, 2008	29 th October, 2015
31 st March, 2009	23 rd September, 2009	30 th October, 2016
31 st March, 2010	8 th July, 2010	16 th August, 2017
31 st March, 2011	27 th September, 2011	3 rd November, 2018

Members who have so far not encashed the Dividend Warrants for the financial years ended 31st March 2005 and thereafter are advised to submit their claims to the Company's Registered Office at 801, Avdhesh House, Opp. Guru Govind Gurudwara, S.G. Highway, Thaltej, Ahmedabad - 380054 or to the Company's Registrar and Share Transfer Agents, **M/s. Sharepro Services (India) Pvt. Ltd.**

- j] The dividend as recommended by the Board, if approved by the members at the Annual General Meeting will be paid within 30 days from the date of Annual General Meeting to those members whose names stand registered on the Company's Register of Members:
- as Beneficial Owners as at the end of business on 20th September, 2012, as per the data to be furnished by **M/s. Sharepro Services (India) Pvt. Ltd.** in respect of the shares held in electronic form, and
 - as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 20th September, 2012.
- k) Members of the Company who have multiple accounts in identical names or joint accounts in the same order are requested to send all the share certificates to the Registrar & Share Transfer Agents **M/s. Sharepro Services (India) Pvt. Ltd.** or to the Registered Office of the Company for consolidation of all such shareholdings into one account to facilitate better service.
- l) Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to address their questions to the Secretary of the Company so as to reach at least seven days before the date of the meeting, so that the information may be made available at the meeting, to the best extent possible.

- m) In all correspondence with the Company or with its Share Transfer Agents, members are requested to quote their folio number and in case their shares are held in the dematerialized form, they must quote their Client ID and their DP ID Numbers.
- n) The shares of the Company are in compulsory demat segment. Those members who still continue to hold shares in physical form, are requested to get their shares dematerialized at the earliest.
- o) Securities and Exchange Board of India vide its circular has made it mandatory for every participant in the securities/capital market to furnish Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders (including joint holders) holding shares in physical form are requested to submit copy of their PAN Card for the purpose of the transfer to our Registrar & Share Transfer Agents, **M/s. Sharepro Services (India) Pvt. Ltd.**

hypothecation, or pledge of all or any of the Company's assets and properties including the whole or substantially the whole of undertaking or undertakings of the Company, in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

At the 25th Annual General Meeting of the Company held on 27th September, 2011, the members had accorded its consent under Section 293 (1) (d) of the Companies Act, 1956, to the Board of Directors to borrow money upto Rs. 1500 Crores taking into account the future requirements of finance that may be required for any expansion programmes that may be taken by the Company and for part financing any increase in working capital requirements of the Company. A fresh resolution is proposed to increase the said limit of borrowings by the Board of Directors upto Rs. 2500 Crores in Indian Rupees or in Foreign Currency by way of Term Loan or External Commercial Borrowing or any other similar mode.

Hence the Board of Directors recommend passing of this resolution for your consent. None of the Directors of the Company, is in any way, concerned or interested in the resolution as set out at item no. 5 of the accompanying notice .

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS UNDER ITEM NO. 5 PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No-5

Under the provisions of Section 293 (1) (d) of the Companies Act, the Board of Directors of a company cannot, except with the consent of the company in general meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers or from any person or persons, firms, body corporate or financial institutions, by way of deposits, advances or other loans, whether unsecured or secured by mortgage, charge,

By order of the Board of Directors

Place : Ahmedabad
Date : 24th MAY, 2012

Runel Rathi
Company Secretary

Details of the Directors seeking appointment/re-appointment in the ensuing Annual General Meeting

Name	Shri Shashikant N. Thakar
Age	57 Years
Date of Appointment	30/01/2010
Qualification	B.Com., LL.B., FCS
Experience	26 Years

~~Important Communication to Members~~

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants and Members who hold shares in physical form are requested to send their requests to the Registrar : M/s. Sharepro Services (India) Pvt. Ltd., at their office situated at 416-420, 4th floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, Ahmedabad.

RAINBOW PAPERS LIMITED

Registered Office: 801, Avdhesh House, Opp. Shri Guru Govind Gurudwara,
Sarkhej - Gandhinagar Highway, Thaltej, Ahmedabad- 380 054 (Gujarat)

ATTENDANCE SLIP

Please fill in Attendance Slip and hand it over at the Meeting hall
Joint Shareholder may obtain slip on request.

DP ID*
Client Id*
Name of Shareholder

Folio No. :
No. of Share(s) held
Name of the Proxy

hereby record my presence at **26th ANNUAL GENERAL MEETING** of the Company at Ahmedabad Textiles Mills Association (ATMA) Hall, Ashram Road, Ahmedabad – 380 009 (Gujarat) on Thursday, 27th September, 2012 at 11.00 a.m.

Signature of the attending member / Proxy

RAINBOW PAPERS LIMITED

Registered Office: 801, Avdhesh House, Opp. Shri Guru Govind Gurudwara,
Sarkhej - Gandhinagar Highway, Thaltej, Ahmedabad- 380 054 (Gujarat)

PROXY FORM

DP ID*
Client Id*

Folio No. :
No. of Share(s) held

I/We _____ of _____ in the district
of _____ being a member / members of the above named Company, hereby
appoint _____ of _____ in the district
of _____ or failing him _____
of _____ in the district of _____
as my / our proxy to attend vote for me/us on my/our behalf at the 26th Annual General Meeting of the Company to be
held at Ahmedabad Textiles Mills Association (ATMA) Hall, Ashram Road, Ahmedabad – 380 009 (Gujarat) on Thursday,
27th September, 2012 at 11.00 a.m. and at any adjournment thereof.

Signed this _____ day of _____ 2012.

Affix
Re. 0.15
Revenue
Stamp

Signature of the member
across the stamp

* Applicable for member holding shares in electronic form.

Note: The proxy in order to be effective should be duly stamped, completed and signed and be deposited at the Registered Office of the Company not Less than Forty Eight hours before the time of holding the aforesaid meeting. The Proxy need not be a member of the Company.



..soaring to new heights

26th **ANNUAL REPORT | 2011-12**



Late Shri Radheshyamji Goenka
1929-2010

Founder & Visionary

His integrity, commitment and passion towards his work will always inspire us to grow with excellence.

CORPORATE INFORMATION

BOARD OF DIRECTORS

SHRI AJAY R. GOENKA	:	CHAIRMAN & MANAGING DIRECTOR
SHRI RAHUL J. MAHESHWARI	:	EXECUTIVE DIRECTOR
SHRI RAJENDRA V. PATAWARI	:	INDEPENDENT DIRECTOR
SHRI KANTIBHAI H. PATEL	:	INDEPENDENT DIRECTOR
SHRI SHASHIKANT N. THAKAR	:	INDEPENDENT DIRECTOR

COMPANY SECRETARY

SMT. RUNEL RATHI

STATUTORY AUDITORS

M/s. TALATI & TALATI
CHARTERED ACCOUNTANTS
AHMEDABAD

COST AUDITORS

SHRI VINOD H. SHAH
COST ACCOUNTANTS
AHMEDABAD

INTERNAL AUDITORS

M/s. DHANESH B. KHATRI & CO.
CHARTERED ACCOUNTANTS
AHMEDABAD

BANKERS

- INDIAN OVERSEAS BANK
- CORPORATION BANK
- UNION BANK OF INDIA
- ALLAHABAD BANK
- AXIS BANK
- BANK OF INDIA
- PUNJAB NATIONAL BANK
- DENA BANK

REGISTERED OFFICE

801, Avdhesh House

Opp. Shri GuruGovind Gurudwara

SG Highway, Thaltej

Ahmedabad-380054. Gujarat. INDIA

Phone: 079-26855714/16

Email: info@rainbowpapers.com

www.rainbowpapers.com

MARKETING OFFICE

DELHI BRANCH

202, Krishna House, 4805/24, Bharat Ram Road

Opp. State Bank Of India, Daryaganj,

New Delhi – 110 002. INDIA

MUMBAI BRANCH

101, 1st Floor, Gemini, Nehru Road

Vile Parle(E), Mumbai – 400 057. INDIA

WORKS

1453, 1423, Village Rajpur, Tal: Kadi

Kalol-mehsana Highway:382715

North Gujarat. INDIA

LISTINGS

1. BOMBAY STOCK EXCHANGE LIMITED
(SCRIP CODE 523523)
2. NATIONAL STOCK EXCHANGE OF
INDIA LIMITED
(STOCK SYMBOL RAINBOWPAP)
3. LUXEMBOURG STOCK EXCHANGE
(STOCK CODE US7508461073)

REGISTRAR & SHARE TRANSFER AGENTS

M/s. SHAREPRO SERVICES (INDIA)
PRIVATE LIMITED

416-420, 4th Floor, Devnandan Mall,

Opp. Sanyas Ashram, Ellisbridge,

Ahmedabad – 380 006

Phone: 079-26582381-84

Email: [sharepro.ahmedabad@](mailto:sharepro.ahmedabad@shareproservices.com)

shareproservices.com