

NOTICE

NOTICE is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the members of M/s. RAINBOW PAPERS LIMITED will be held on **Monday, the 16th day of September, 2013, at 11.00 am**, at Ahmedabad Textiles Mills Association (ATMA) Hall, Ashram Road, Ahmedabad – 380 009, to transact the following business :

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013 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, 2013.
- 3) To appoint a Director in place of Shri Kantibhai Patel, who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint a Director in place of Shri Rahul Maheshwari, who retires by rotation and being eligible, offers himself for re-appointment.
- 5) 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 re-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:

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

"RESOLVED THAT pursuant to and in accordance with the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time-being in force, ("Act"), read with Schedule XIII thereto and as recommended by Remuneration Committee and approved by the Board of Directors, consent of the Company be and is hereby accorded for reappointment and payment of remuneration to Shri Ajay R. Goenka as the Managing Director of the Company for a period of 5 (five) years from 21.8.2013 to 20.8.2018 (both days inclusive), on terms and conditions as set out in the draft agreement to be entered into between the Company and Shri Ajay R. Goenka, a copy whereof initialed by the Chairman for the purpose of identification has been placed before the meeting, which agreement is hereby specifically approved with liberty to the Remuneration Committee and Board of Directors to alter, vary and modify, from time to time, the terms and conditions of the said appointment and/or agreement including review of remuneration annually and/or otherwise, in such manner as may be decided by them and agreed upon by Shri Ajay R. Goenka, and in accordance with the limits prescribed under Schedule XIII to the Companies Act, 1956 or any statutory amendment(s) and modification(s) thereto.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, the remuneration payable to Shri Ajay R. Goenka as the Managing Director by way of salary, perquisites, commission and other allowances, shall not exceed 5% of the net profits of the Company computed in the manner as provided in Section 349 of the Companies Act, 1956 and 10% in aggregate for all the working directors of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the tenure of Shri Ajay R. Goenka, Managing Director of the Company, the remuneration, perquisites and other allowances shall be governed by the limits prescribed in Section II of Part II of Schedule XIII to the Companies Act, 1956, as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters or things and they may take such steps necessary, expedient or desirable in this regard.

BY ORDER OF THE BOARD OF DIRECTORS

PLACE : AHMEDABAD
DATE : 8th August, 2013

RUNEL RATHI
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 Items No. 6 pursuant to Section 173 [2] of the Companies Act, 1956 is annexed herewith.
- e) The relevant details of director seeking appointments/re-appointments under Item No. 3 and 4 above, as required by Clause 49 of the Listing Agreements entered into with the BSE 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 10th September, 2013 to 16th September, 2013 (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 of 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) Members are requested to note that dividend not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Account will, as per Section 205C of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund (IEPF).

The details of unclaimed amounts are as follows:-

Year	Date of transfer to unclaimed account	Amount unclaimed as on 31.03.2013(Amount in INR)	Date of transfer of dividend
2005-06	26 th September, 2006	148320.00	3 rd November, 2013
2006-07	21 st September, 2007	147900.80	28 th October, 2014
2007-08	22 nd September, 2008	198596.80	29 th October, 2015
2008-09	23 rd September, 2009	235230.95	30 th October, 2016
2009-10	8 th July, 2010	193672.00	16 th August, 2017
2010-11	27 th September, 2011	199108.40	3 rd November, 2018
2011-12	27 th September, 2012	216798.80	3 rd November, 2019

The applicants / Members wishing to claim unclaimed dividend are requested to correspond with the Compliance Officer or Registrar and Share Transfer Agent of the Company i.e. **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:
 - 1. as Beneficial Owners as at the end of business on 9th September, 2013, 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
 - 2. 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 10th September, 2013.
- j) 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.
- k) 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.
- l) In all correspondences 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.
- m) 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.
- n) 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 along with the share transfer form to our Registrar & Share Transfer Agents, **M/s. Sharepro Services (India) Pvt. Ltd.**
- o) A copy of revised Certificate dated 15th May, 2013 issued by the Statutory Auditors of the Company to the effect of compliance with entire Chapter VII of SEBI ICDR (Regulations) 2009, is also available for inspection to the members of the Company per undertaking sought from the Company by NSE, while giving approval for listing of 15,00,000 Equity Shares allotted on part conversion of 90,00,000 warrants issued on 20.12.2012.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 6

The Board of Directors of the Company at its meeting held on 8th August, 2013 had subject to approval of members in a general meeting reappointed Shri Ajay R. Goenka as the Managing Director of the Company for a period of 5 years from August 21, 2013 to August 20, 2018 (both days inclusive).

The terms of his appointment and the payment of remuneration have also been approved by Remuneration Committee at its meeting held on 8th August, 2013.

The principal terms and conditions as contained in the draft agreement are as under:-

The re- appointment shall be for a period of 5 years from August 21, 2013 to August 20, 2018.

Shri Ajay R Goenka, subject to such instructions and directions as may from time to time be given to him by the Board of Directors of the Company (hereinafter referred to "the Board") shall endeavor to comply with such directions and subject to such restrictions as the Board may in its sole discretion impose. Shri Ajay R. Goenka shall have powers to look after day to day affairs of the Company and enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things, which, in the ordinary course of business, he may consider necessary or proper or in the interest of the Company.

During the period of his employment, Shri Ajay R. Goenka shall whenever required by the Company, undertake such travelling in India and abroad as the Board may from time to time direct in connection with or in relation to the business of the Company

Remuneration and Perquisites:

Shri Ajay R. Goenka shall be entitled to the following remuneration and perquisites:-

(a) Salary

Salary: ` 14,50,000/- per month in the scale of ` 14,50,000/- - ` 50,000/- - ` 16,50,000/-.

(b) Perquisites

The Managing Director will be entitled to the following perquisites subject to maximum ceiling of ` 1,00,000/- p.m. as under:

(i) Housing

Furnished accommodation with the electricity, gas and water supply.

(ii) Medical Reimbursement

All expenses incurred by the Managing Director for self, parents and family shall be reimbursed by the company.

(iii) Contribution to Provident Fund

Company's contribution to Provident Fund as per Rules of Company.

(iv) Gratuity

As per the Gratuity Act and rules of Company, but shall not exceed half month's salary for each completed years of service.

(v) Leave Encashment:

The Managing Director shall be entitled to fully paid leave as per the Company's Rules. Encashment of leave at the end of the tenure is permitted.

The retirement benefits as provided in item (iii), (iv) and (v) shall not be included in the computation of ceiling on remuneration of Shri Ajay R. Goenka to the extent provided in clause 2 of Section II of Part II of Schedule XIII of the Companies Act, 1956.

(vi) Other Allowances

- a) The company shall provide a chauffeur driven car for use on Company's business and also for personal purpose and telephone at the residence of the Managing Director.
- b) The company shall provide for self and family, once in a year, to and fro fare for any place in India / abroad in accordance with rules of the company.
- c) Annual fees of club subject to maximum of one club.
- d) Reimbursement of all entertainment expenses and other expenses properly incurred for the business of the Company.

The Managing Director in addition to above shall also be entitled to such other benefits or amounts as may be approved by the Board subject to such modification as may be made by the Board within the limits on remuneration prescribed from time to time under Schedule XIII of the Companies Act, 1956.

(vii) Minimum Remuneration

In the event of loss or inadequacy of profits, the Managing Director shall be entitled to receive the remuneration, perquisites and benefits as Minimum Remuneration as provided in under para 1 (B) of Section II of Part II of Schedule XIII of the Act as notified from time to time.

(viii) Overall Remuneration

The aggregate of salary, commission and perquisites in any financial year shall not exceed the limits prescribed from time to time under Section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the said Act, as may for the time being be in force.

(vii) Commission

Shri Ajay Goenka will be entitled to a commission up to 2% of net profits within the overall ceiling on the remuneration at 5% of net profits. For this purpose, Net Profit shall be computed in accordance with the provisions of Section 349 & 350 of the Companies Act, 1956.

The Shri Ajay R. Goenka shall not be entitled to payment of any sitting fees for attending any meeting of the Board of Directors of the Company or any Committee thereof.

A copy of the draft Agreement referred to in the resolution at Item No. 6 of the accompanying notice is open for inspection by a Member of the Company at the Registered Office of the Company on any working day between 11.00 am and 1.00 p.m., upto the date of the ensuing Annual General Meeting.

None of the directors of the Company except Shri Ajay R. Goenka be deemed to be concerned or interested in the said resolution, since it relates to his re-appointment as the Managing Director of the Company.

The directors recommend the resolution for set out at item No. 6 of the accompanying Notice for your approval.

BY ORDER OF THE BOARD OF DIRECTORS

PLACE : AHMEDABAD
DATE : 8th August, 2013

RUNEL RATHI
COMPANY SECRETARY

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

Name	Shri Ajay Goenka	Shri Kantibhai Patel	Shri Rahul Maheshwari
Age	55 Years	66 Years	37 Years
Date of Appointment	11/09/1990	12/08/2010	30/08/2011
Qualification	B.Com.	B.Sc., LL.B., MLW	ACMA
Experience	35 Years	40 Years	11 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. Members who hold shares in physical form are requested to fill the form attached to the Notice and register the same with 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 **27th ANNUAL GENERAL MEETING** of the Company at Ahmedabad Textiles Mills Association (ATMA) Hall, Ashram Road, Ahmedabad – 380 009 (Gujarat) on Monday, 16th September, 2013 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)

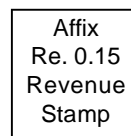
PROXY FORM

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 27th Annual General Meeting of the Company to be
held at Ahmedabad Textiles Mills Association (ATMA) Hall, Ashram Road, Ahmedabad – 380 009 (Gujarat) on Monday,
16th September, 2013 at 11.00 a.m. and at any adjournment thereof.

Signed this _____ day of _____ 2013.



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.

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27th

ANNUAL REPORT
2012-13

