

NOTICE

NOTICE is hereby given that the TWENTY EIGHTH ANNUAL GENERAL MEETING of the members of M/s. RAINBOW PAPERS LIMITED will be held on Thursday, the 25th day of September, 2014, at 11.00 am, at Ahmedabad Management Association (AMA), ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, to transact the following business :

ORDINARY BUSINESS:

01. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with Directors' and the Auditors' Report thereon.
02. To declare Dividend on the Equity Shares of the Company, for the financial year ended on 31st March, 2014.
03. To appoint a Director in place of Shri Ajay Goenka (DIN 00135912), who retires by rotation and being eligible, offers himself for re-appointment.
04. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. P A R Y & Co, Chartered Accountants (Firm Registration No. 007288C) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon by Board of Directors and the Auditors.

SPECIAL BUSINESS:

05. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Mr. Mahendra M. Patel (DIN 00137602), who was appointed as an Additional Director with effect from 21st October, 2013, and holds office upto the date of ensuing Annual General Meeting and in respect of whom a notice under Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Mahendra M. Patel as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company upto 31st Annual General Meeting of the Company".
06. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Mrs. Aanal N. Trivedi (DIN 06931339), who was appointed as an Additional Director with effect from 12th August, 2014, and holds office upto the date of ensuing Annual General Meeting and in respect of whom a notice under Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mrs. Aanal N. Trivedi as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company upto 31st Annual General Meeting of the Company".
07. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, Mr. Shashikant N. Thakar (DIN 02887471), Director of the Company, liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st Annual General Meeting of the Company".
08. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, Mr. Kantibhai H. Patel (DIN 02325787), Director of the Company, liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st Annual General Meeting of the Company".
09. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby approves the re-appointment of Mr. Rahul Maheshwari (DIN 00289730), as an Executive Director of the Company, for a period of three years with effect from 30th August, 2014 upon such terms and conditions including remuneration as are set out in the Statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to the Notice of this Annual General Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any duly authorized Committee of the Board) to alter and vary the terms and conditions of the said re-appointment, including the remuneration which shall not exceed an overall ceiling of ₹ 3,50,000/- (Rupees Three Lacs Fifty Thousand Only) per month, as may be agreed upon between the Board and Mr. Rahul Maheshwari."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration payable to Shri Rahul Maheshwari, as the Executive 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 198 of the Companies Act, 2013 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 Rahul Maheshwari, Executive 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 V to the Companies Act, 2013, 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 as necessary, expedient or desirable in this regard".

10. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the rules notified thereunder, and Clause 49 of the Listing Agreement executed with the Stock Exchanges, consent of the members be and is hereby accorded to the Board of Directors to enter into various related party transactions during the Financial Year 2014-15 and 2015-16, upto the maximum amount as prescribed herein below:

Sr. No.	Related Parties	Relationship	Description	Maximum Amount Per Annum (₹ in Lacs)
1	Shri Ajay R. Goenka	Promoter & Managing Director	Office Rent	10.00
2	Smt. Draupadidevi R. Goenka	Mother of Shri Ajay Goenka, who is Promoter & Managing Director	Office Rent	1.50
3	M/s Talati & Talati	A partnership firm in which relative of Director is a partner	Payment for professional services / reimbursement of expenditure	50.00
4	Rainbow Papers JLT	Wholly owned subsidiary	Sale of Goods	50000.00

"FURTHER RESOLVED THAT in order to give effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, things etc.

BY ORDER OF THE BOARD OF DIRECTORS

PLACE : AHMEDABAD
DATE : 12th AUGUST, 2014

RUNEL RATHI
COMPANY SECRETARY

NOTES:

01. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and such a proxy need not be a member of the Company.** A person can act as proxy on behalf of members not exceeding fifty (50) who are holding, in the aggregate, not more than ten percent of the total share capital of the Company carrying voting rights.

The enclosed proxy form, if intended to be used, should reach the registered office of the Company duly completed not less than forty eight hours before the scheduled time of the meeting.

02. The Register of Members and Share Transfer Books shall remain closed from 19th September, 2014 to 25th September, 2014 (both days inclusive) for payment of dividend on equity shares. Dividend, if approved at the Annual General Meeting, will be paid to those eligible members whose names appear:-
- a) In respect of shares held in dematerialized form, as Beneficial Owners as at the end of business hours on 18th September, 2014 as per the list to be furnished by the respective Depositories for this purpose.
 - b) In respect of shares held in physical form, as members in the Register of Members of the Company after giving effect to all valid share transfers, if any, lodged with the Company/RTA on or before 18th September, 2014.
03. Please bring your copy of the annual report to the meeting as the Company would not provide any copy at the venue of the Annual General Meeting.
04. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out above is annexed hereto.
05. All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 5.00 pm on any working days prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.
06. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least ten days in advance of the Annual General Meeting.
07. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
08. Members holding shares in physical form are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company/RTA.
09. Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the "Investor Education and Protection Fund" of the Central Government pursuant to Section 205C of the Companies Act, 1956 on the respective dates mentioned there against. Kindly note that after such transfer, the members will not be entitled to claim such dividend.

Year	Date of transfer of dividend
2006-07	28 th October, 2014
2007-08	29 th October, 2015
2008-09	30 th October, 2016
2009-10	16 th August, 2017
2010-11	3 rd November, 2018
2011-12	3 rd November, 2019
2012-13	20 th October, 2020

10. The Company has implemented the "Green Initiative" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective depository participants accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/documents including those covered under section 136 of the Companies Act, 2013 (corresponding to section 219 of the erstwhile the Companies Act, 1956). The Notice of AGM and the copies of audited financial statements, directors' report, auditors' report etc. will also be displayed on the website (www.rainbowpapers.com) of the Company and the other requirements of the aforesaid MCA circular will be duly complied with. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
12. Information under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment/re-appointment at the Annual General Meeting is given hereinafter.
13. **Voting through electronic means:**
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members the facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business(es) contained therein may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):
Instructions for E-Voting:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "RAINBOW e- Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login.
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Rainbow Papers Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rainbowscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
 - (i) Initial password will be provided separately: EVEN (E Voting Event Number) USER ID, PASSWORD/PIN

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the meeting.
- V. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- VI. The e-voting period commences on 19th September, 2014 (9.00 am) and ends on 22nd September, 2014 (9.00 am). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd August, 2014.
- VIII. Mr. M.C. Gupta, of M/s. M. C. Gupta & Co., Company Secretaries, (Membership No. FCS:2047) (Address : A-201, Fairdeal House, Swastik Char Rasta, Navrangpura, Ahmedabad -380 009) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.
- IX. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- X. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rainbowpapers.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.

ANNEXURE TO NOTICE

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

Item No. 5 & 6

Mr. Mahendra M. Patel and Mrs. Aanal N. Trivedi were appointed as Additional Directors of the Company with effect from 21st October, 2013 and 12th August, 2014 respectively to hold office of Director upto the date of ensuing Annual General Meeting of the Company. A Notice under Section 160 of the said Act with the prescribed deposit has been received from the members of the Company signifying their intention to propose the name of Mr. Mahendra M. Patel and Mrs. Aanal N. Trivedi for appointment as the Directors of the Company.

Mr. Mahendrabhai M. Patel is a commerce graduate, having more than 25 years of experience in paper and chemicals. Mrs. Aanal N. Trivedi is M.B.A. (Finance), having experience of more than 5 years. The appointment of both the Directors would be beneficial for the efficient working of the Company.

Mr. Mahendrabhai M. Patel and Mrs. Aanal N. Trivedi have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act and in the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the Management.

Mr. Mahendra M. Patel and Mrs. Aanal N. Trivedi, are concerned or interested in the respective resolutions of the accompanying notice relating to their concerned appointment. None of the other Directors except Mr. Shashikant N. Thakar, being father of Mrs. Aanal N. Trivedi, and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 5 & 6 of the accompanying Notice.

Item No. 7 & 8

In terms of Section 149 (4) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors had appointed Mr. Kantibhai Patel and Mr. Shashikant Thakar as Independent Directors.

Pursuant to the provisions of Section 149 of the Act, every listed Company is required to have at least one third of the total number of Directors as Independent Directors, who will not be liable to retire by rotation.

The aforesaid Directors have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and in the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the Management.

The Board considers that it is desirable to continue to avail their services as Independent Directors and accordingly, the Board commends the above resolutions for the approval of the shareholders of the Company.

Mr. Kantibhai Patel and Mr. Shashikant Thakar are concerned or interested in their respective resolutions of the accompanying notice. None of the other Directors, and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item no. 7 & 8.

Item No. 9

Shri Rahul Maheshwari is a graduate and a qualified Cost Accountant. He started his career in 1998-99 and got associated with the Company since 2003. Prior to his appointment as Executive Director, he was working with the Company as a Vice President (Commercial). He is responsible for marketing of finished goods & procurement of raw materials as well as exploring Indian and foreign markets for sourcing raw material and marketing finished goods. Considering his knowledge, expertise and ability, he was promoted as a Director on the Board of the Company w.e.f. 30/08/2011.

At its Meeting held on 12th August, 2014, the Board of Directors of the Company had subject to approval of members in general meeting, have made the re-appointment of Shri Rahul Maheshwari, as Executive Director of the Company at a monthly remuneration not exceeding ` 3,50,000/- per month, for a period of 3 years w.e.f. 30th August, 2014. The said appointment and remuneration has been considered and recommended by the Remuneration Committee in its Meeting held on 12th August, 2014.

The said remuneration may be altered, modified or varied from time to time by the Board within the permissible ceiling of ` 3,50,000/- per month and, if deem fit, with liberty to the Board for review of the remuneration annually and/or otherwise so as not to exceed ` 3,50,000/- per month.

The Letter of Appointment referred to in the resolution at item No. 9 of the accompanying notice is open for inspection by the Members at the Registered Office of the Company during office hours on any working day of the Company, upto the date of the Annual General Meeting.

Shri Rahul Maheshwari is interested in the resolution since it relates to his re-appointment as an Executive Director of the Company and to the remuneration payable to him as such. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend passing of the above Resolution being holding of the office as Executive Director of the Company for a period of 3 years w.e.f. 30th August, 2014 as set out at item No.9 of the accompanying Notice.

The Explanatory Statement together with the accompanying notice is to be regarded as an abstract of terms of appointment and memorandum of concern or interest under the provisions of Section 190 of the Companies Act, 2013.

Item No. 10

According to the provisions of Section 188 and other applicable provisions under the Companies Act, 2013 and clause 49 of the Listing Agreement executed between the Company and the Stock Exchanges, the consent of the members by Special Resolution is to be accorded for entering into various types of transactions with related parties for the Financial year 2014-15 & 2015-16, subject to such conditions as prescribed under the said provisions.

Sr. No.	Related Parties	Relationship	Description	Maximum Amount Per Annum (₹ in Lacs)
1	Shri Ajay R. Goenka	Promoter & Managing Director	Office Rent	10.00
2	Smt. Draupadidevi R. Goenka	Mother of Shri Ajay Goenka, who is Promoter & Managing Director	Office Rent	1.50
3	M/s Talati & Talati	A partnership firm in which relative of Director is a partner	Payment for professional services / reimbursement of expenditure	50.00
4	Rainbow Papers JLT	Wholly Owned Subsidiary	Sale of Goods	50000.00

Interested shareholders will not be eligible to vote in the resolution as set out at item no. 10 of the accompanying notice in terms of Section 188 of the Companies Act, 2013 and clause 49 of the Listing Agreement.

BY ORDER OF THE BOARD OF DIRECTORS

PLACE : AHMEDABAD
DATE : 12th AUGUST, 2014

RUNEL RATHI
COMPANY SECRETARY

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

Sr. No.	Name	Age (In Years)	Date of Appointment	Qualification	Experience (In Years)
1.	Shri Ajay Goenka	56	11/09/1990	B.Com.	35
2.	Shri Rahul Maheshwari	38	30/08/2011	ACMA	11
3.	Shri Kantibhai Patel	68	12/08/2010	B.Sc., LL.B., MLW	40
4.	Shri Shashikant Thakar	59	30/01/2010	B.Com., LL.B., FCS	27
5.	Shri Mahendra Patel	58	21/10/2013	B. Com.	25
6.	Smt. Aanal Trivedi	31	12/08/2014	MBA (Finance)	5

RAINBOW PAPERS LIMITED

CIN: L21010GJ1986PLC008772

Reg. Office : 801, Avdhesh House, Opp. Guru Govind Gurudwara, Thaltej, Ahmedabad – 380 054

Tel. No. +91 79 26855714/16, Fax No. +91 79 26855712

Website: www.rainbowpapers.com, Email: secretarial@rainbowpapers.com

ATTENDANCE SLIP

(to be handed over at the Registration Counter)

Folio No./DP ID - Client ID No.:	
No. of Shares :	

I/We hereby record my/our presence at the 28th Annual General Meeting of the Company being held on **25th day of September, 2014 at 11.00 a.m.** at Ahmedabad Management Association (AMA), ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015

1. Name (s) of the Member and Joint Holder(s) (in block letters)

1. Mr. / Mrs. _____

2. Mr. / Mrs. _____

3. Mr. / Mrs. _____

2. Address : _____

3. Father's/Husband's
Name (of the Member) : Mr

4. Name of Proxy : Mr./Ms.

Signature of the Proxy

1. _____
2. _____
3. _____
Signature(s) of Member and Joint Holder(s)

Note: Please complete the Attendance slip and hand it over at the Registration Counter at the venue.

