

NOTICE

NOTICE is hereby given that the TWENTY NINTH ANNUAL GENERAL MEETING of the members of M/s. RAINBOW PAPERS LIMITED will be held on Monday, the 28th day of September, 2015, at 12.00 noon, 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, 2015 and the Statement of Profit and Loss for the year ended on that date together with Directors' and the Auditors' Report thereon.
02. To appoint a Director in place of Smt. Aanal Trivedi (DIN 6931339), who retires by rotation and being eligible, offers herself for re-appointment.
03. 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(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Mehta Lodha & Co., Chartered Accountants, Ahmedabad be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s P A R Y & Co., Chartered Accountants, Ahmedabad who had been appointed as Statutory Auditors of the Company upto 33rd Annual General Meeting which was subject to ratification at the ensuing Annual General Meeting.

RESOLVED FURTHER THAT M/s. Mehta Lodha & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 106250W) be and are hereby appointed as Statutory Auditors of the Company and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of 33rd Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2016 on such remuneration as may be fixed by the Board of Directors in consultation with them."

SPECIAL BUSINESS:

04. 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 Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, and as amended from time to time, and such other permissions as may be necessary, the payment of the remuneration of ` 90,000/- (Rupees Ninety Thousand Only) with applicable Service Tax plus reimbursement of out of pocket expenses if any, to Shri V. H. Shah, who were appointed by the Board of Directors of the Company, as "Cost Auditor" to conduct the audit of cost records maintained by the Company for Financial Year ending 31st March, 2016, be and is hereby ratified and approved.

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. Indrasinh B. Zala (DIN 02137365), who was appointed as an Additional Director with effect from 12th August, 2015, 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. Indrasinh B. Zala as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of 3 years upto 32nd Annual General Meeting of the Company".

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 (‘the Act’), Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the Members be and is hereby accorded to the Board of Directors/Committee of Directors to offer, issue and allot, in one or more tranches Secured or Unsecured Non- convertible Debentures/Bonds on private placement basis during the Financial Year 2015-2016, for an amount not exceeding USD\$ 250 Million (USD Two Fifty Million) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board/Committee of Directors to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person/persons as the Board/Committee of Directors may decide so, however that the aggregate amount of funds to be raised by issue of Non-convertible Debentures/Bonds shall not exceed US\$ 250 Mn.

RESOLVED FURTHER THAT in connection with the above, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto) and the Rules made thereunder (collectively the “Act”), Clause 49 of the Listing Agreement with the Stock Exchanges on which the shares of the company are listed and Regulation 26(2)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Memorandum and Articles of Association of the Company and subject to requisite approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include a Committee thereof authorised for the purpose) for dilution of either the entire investment of the Company in Rainbow Papers JLT, Dubai {Wholly Owned Subsidiary(WOS)} or to such an extent as the Board may decide by way of sale or dilution of shareholding by raising capital by the said WOS .

RESOLVED FURTHER THAT Shri Ajay Goenka, Chairman & Managing Director and Shri Rahul Maheshwari, Executive Director of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limiting to deciding the time when the dilution be done by the Company, the manner of dilution, extent of dilution, other incidental and ancillary activities thereto determining such other terms and conditions relevant to such dilution, negotiating and finalizing the terms of sale or issue of fresh shares and executing the share purchase agreement(s) by whatever name called and such other contracts, undertakings as may be necessary desirable and expedient to be agreed, signed and executed to complete the aforesaid transaction and to settle any question that may arise in this regard and incidental thereto and to sign such declarations , undertakings, forms confirmations etc, as may be requisite in their behalf. “

BY ORDER OF THE BOARD OF DIRECTORS

PLACE : AHMEDABAD
DATE : 26th AUGUST, 2015

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 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.

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 dividend recommended by the Board of Directors @ ₹ 0.20 per Equity Share of ₹ 2/- each at its meeting held on 29th May, 2015, has been revoked by the Board of Directors in its subsequent meeting held on 12th August, 2015 on account of non receipt of permission from the lenders. Accordingly, the notice of the meeting does not incorporate the item relating to declaration of dividend as an ordinary resolution.

03. The Register of Members and Share Transfer Books shall remain closed from 21st September, 2015 to 28th September, 2015 (both days inclusive).

04. Please bring copy of the annual report at the Annual General Meeting of the Company.

05. 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.

06. 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 day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.

07. 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.

08. 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.

09. 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.

10. 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
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
2013-14	29 th October, 2021

11. 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 participant 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 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).
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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.
13. 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.
14. Voting through electronic means:
 - I. In compliance with 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 facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business(es) contained therein may be transacted through Remote e-Voting Services provided by National Securities Depository Limited (NSDL):

Instructions for Remote 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.

You will not receive this PDF file if you are already registered with NSDL for e-voting. In that case, you can use your existing password for casting the vote. If you have forgot your password, you can reset your password by using "Forget User Details / Password" option available available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - (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 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 Remote 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 Participant(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.
 - (iii) 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.
 - (iv) 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.
 - (v) 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.
 - (vi) 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).
 - (vii) The Remote e-voting period commences on 24th September, 2015 (9.00 am) and ends on 27th September, 2015 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2015, 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.
 - (viii) 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 21st September, 2015.
- Any person, who acquires shares of the Company and becomes member of the Company after 28th August, 2015 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or secretarial@rainbowpapers.com.
- (ix) Mr. M.C. Gupta of 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.
 - (x) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - (xi) 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 and also will be 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. 3

M/s P A R Y & Co., Chartered Accountants, Ahmedabad have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. Mehta Lodha & Co., Chartered Accountants, Ahmedabad be appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s P A R Y & Co., Chartered Accountants, Ahmedabad who had been appointed as Statutory Auditors of the Company upto 33rd Annual General Meeting which was subject to ratification at the ensuing Annual General Meeting.

M/s. Mehta Lodha & Co., Chartered Accountants, Ahmedabad have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members for appointment of M/s. Mehta Lodha & Co., Chartered Accountants, Ahmedabad as Statutory Auditor of the Company from the conclusion of this Annual General Meeting until the conclusion of 33rd Annual General Meeting of the Company.

None of the Directors, Key managerial Personnel or their relatives, in any way, concerned or interested in the said resolution.

Item No. 4

The Board, on the recommendations of the Audit Committee, has approved the appointment of Shri V.H. Shah as the Cost Auditor of the Company at a remuneration of ₹ 90,000/- (Rupees Ninety Thousand Only) with applicable Service Tax plus reimbursement of out of pocket expenses if any, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be ratified by the Shareholders of the Company. Accordingly, approval of the members is requested for passing an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors to conduct audit of the cost records of the Company for the Financial Year ending March 31, 2016.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 8 for approval by the shareholders.

Item No. 5

Mr. Indrasinh B. Zala was appointed as Additional Director of the Company with effect from 12th August, 2015 and hold office of Director upto the date of ensuing Annual General Meeting. 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. Indrasinh B. Zala for appointment as the Director of the Company.

Mr. Indrasinh B. Zala is a commerce graduate, having more than 43 years of experience in print media & electronic media. His appointment as Director of the Company would be beneficial for the efficient working of the Company.

Mr. Indrasinh B. Zala has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and in the opinion of the Board, the Directors fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the Management.

Mr. Indrasinh B. Zala, is concerned or interested in the resolution of the accompanying notice relating to his concerned appointment. None of the other Directors, and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at item No. 5 of the accompanying Notice.

Item No. 6

In order to meet the working capital requirements of the Company that may arise during FY'16, the Board of Directors of the Company at its meeting held on August 12, 2015 has, subject to the approval of Members in the general meeting proposed to issue Non-convertible Debentures/Bonds to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/or Committee of Directors. The amount to be raised by way of issue of Non-convertible Debentures on a private placement basis however shall not exceed US\$ 250 Mn (USD Two Fifty Million) in aggregate.

It may be noted that Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Companies Act, 2013, allows a company to pass a previous special resolution once in a year for all the offer or invitation for non-convertible debentures to be made during the year through a private placement basis in one or more tranches.

Consent of the Members is therefore sought in connection with the aforesaid issue of debentures/bonds from time to time and they are requested to authorize the Board (including any Committee of the Board) to issue Non-convertible Debentures/Bonds during the FY'16 on private placement basis upto US\$ 250 Mn as stipulated above, in one or more tranches.

The Board recommends the Special Resolution set forth in Item No.6 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 7

Rainbow Papers JLT, Dubai is a Wholly Owned subsidiary of the company engaged into business of trading in paper. The company has grown over a period of time and has exhibited good financial performance. However, on account of slow recovery of the receivables, the said subsidiary is facing liquidity crunch and had requested the company to provide much needed working capital and funds for on going business activities. However, on account of financial position of the company, the Board of Directors of the company had felt that it would not be possible for the company to provide more funds to the said subsidiary for operations and working capital requirements, as requested.

In view of above, Rainbow Papers JLT, Dubai has taken a decision to raise fresh capital by issue and allotment of shares to outside investors so that needed funds may be garnered. The company does not have any option except to agree to the aforesaid decision.

Consequently, the shareholding of the company in the said Wholly Owned Subsidiary may be reduced to minority and may fall below 50%. Clause 49 of the Listing Agreement provides that any disinvestment by a company in its subsidiary, which reduces its holding below 50% will need approval of the members by way of Special Resolution in General Meeting. Though the same is not a disinvestment, the Board of Directors of the company, as an abundant caution decided to seek approval of the members in the General Meeting by way of Special Resolution for such dilution under Clause 49 of Listing Agreement as well as under Section 180(i)(a) of the Companies Act, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

PLACE : AHMEDABAD
DATE : 26th AUGUST, 2015

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.	Smt. Aanal Trivedi	31	12/08/2014	MBA (Finance)	5
2.	Shri Indrasinh B. Zala	65	12/08/2015	B.Com.	43

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 29th Annual General Meeting of the Company being held on **28th day of September, 2015 at 12.00 noon** 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. _____

_____ 1. _____
Signature of the Proxy 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.

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

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Company : RAINBOW PAPERS LIMITED

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

Website: www.rainbowpapers.com

Name of the Member (s) :

Registered address :

E-mail Id :

Folio No. / Client Id : DP ID :

I / We, being the member(s) of Rainbow Papers Limited holding ____ Equity Shares of the Company, hereby appoint

1. Name : _____
 Address : _____
 E-mail Id : _____
 Signature : _____ or failing him / her

2. Name : _____
 Address : _____
 E-mail Id : _____
 Signature : _____ or failing him / her

3. Name : _____
 Address : _____
 E-mail Id : _____
 Signature : _____ or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 29th Annual General Meeting of the Company, to be held on the **28th day of September 2015 at 12.00 noon** at Ahmedabad Management Association (AMA) Hall, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

Ordinary Business:

1. Adoption of Audited Balance Sheet as on 31st March, 2015, and the Statement of Profit and Loss for the year ended on that date, both on standalone and consolidated basis together with the Reports of the Board of Directors and the Auditors' thereon (Ordinary Resolution).
2. Re-appointment of Mrs. Aanal Trivedi, who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution).
3. Appointment of M/s. Mehta Lodha & Co., Chartered Accountants, as the Statutory Auditors of the Company in place of M/s. PARY & Co., Chartered Accountants. (Ordinary Resolution).

Special Business:

4. Payment of Remuneration to Cost Auditors (Ordinary Resolution)
5. Appointment of Shri Indrasingh B. Zala, as Independent Director of the Company (Ordinary Resolution).
6. Issue of Non-Convertible Debentures / Bonds for Amount not exceeding \$ 250 million (Special Resolution).
7. Dilution of Share holding of Rainbow Papers JLT, Dubai by raising capital by the said Company (Special Resolution).

Signed this day of 2015

Signature of Shareholder _____

Signature of Proxy Holder(s) _____

Revenue
Stamp

Note: The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the meeting.