

Mahesh C. Gupta
B. Com (Hons), LL. M. MBA, ACMA, FCS

M. C. GUPTA & CO.
COMPANY SECRETARIES

A-201, FAIRDEAL HOUSE, SWASTIK CHAR RASTA, NAVRANGPURA, AHMEDABAD - 380 009.
PHONE: (O) 2644 1072 (R) 29296990 e-mail: mcguptacs@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(xi) of the Companies
(Management And Administration) Rules, 2014]

The Chairman,
28th Annual General Meeting of the Equity Shareholders
Of M/s Rainbow Papers Limited, to be held on Thursday, the 25th Day of September, 2014 at 11.00
a.m. at Ahmedabad Management Association (AMA), ATIRA Campus, Dr. Vikram Sarabhai Marg,
Ahmedabad-380015.

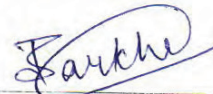
Dear Sir,

I, Mahesh C Gupta, Proprietor of M C Gupta & Co., a Company Secretaries Firm having its office at A-201, Fairdeal House, Near Swastik Char Rasta, Navrangpura, Ahmedabad-380 009, have been appointed as a Scrutinizer for Rainbow Papers Limited ("the Company") for the purpose of Scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provision the Companies Act, 2013 and rule 20(xi) of the Companies (Management And Administration) Rules, 2014] on the below mentioned resolution(s), at the 28th Annual General Meeting of the Equity Shareholders, of the Rainbow Papers Limited to be held on the 25th Day of September, 2014 at 11.00 a.m. at the Ahmedabad Management Association (AMA), ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380015.

We submit our report as under:

1. The e-voting period remained open from 19th September, 2014 (9.00 am) to 22nd September, 2014 (9.00 a.m).
2. The shareholders holding their shares as on "cut off" date i.e. 22nd August, 2014 were entitled to vote on the proposed resolutions (item no. 1 to 10 as set out in the Notice of 28th Annual General Meeting of the Members, of the Rainbow Papers Limited).
3. The votes were unblocked on 22nd September, 2014 around 3.00 p.m. in the presence of two witnesses, Ms. Shivangi Modi (B-304, Indraprastha IV, Shyamal Cross Road, Ahmedabad - 380 015), and Ms. Barkha Jobanputra (A-401 Karnavati Classic Resi., Hansol, Sardarnagar, Ahmedabad-382475) who are not in the employment of the company. They have signed below in confirmation of the votes being unlocked in their presence.


Name: Shivangi Modi


Name: Barkha Jobanputra



Thereafter the details containing inter-alia, list of equity share holders, who voted “For” and “Against” were downloaded from the e-voting website of national Securities Depository Limited (<https://www.evoting.nsdl.com/>), out of which 20 votes tendered by one shareholders holding 20 Equity shares have been considered invalid as the votes were tendered after the 9.00 a.m. on 22nd September, 2014. – **Annexure –A**

1. The result of the e-voting is as under:

a) **Resolution 1 – Ordinary Resolution for Adoption of audited Balance Sheet as at 31st March, 2014, the statement of Profit and Loss for the year ended on that date, the Reports of the Directors and the Auditors thereon.**

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
25	4,46,44,564	100%

(ii) Voted in **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of valid votes cast
1	20

b) **Resolution 2 – Ordinary Resolution for Declaration of Dividend on Equity Shares.**

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
25	4,46,44,564	100%

(ii) Voted in **against** the resolution :

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
-	--	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	% of total number of valid votes cast
1	20



c) **Resolution 3- Ordinary resolution for re-appointment of Shri Ajay Goenka who retires by rotation**

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
25	4,46,44,564	100%

(ii) Voted in **against** the resolution :

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	% of total number of valid votes cast
1	20

d) **Resolution 4 – Ordinary resolution for re-appointment of Statutory Auditors.**

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
25	4,46,44,564	100%

(ii) Voted in **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

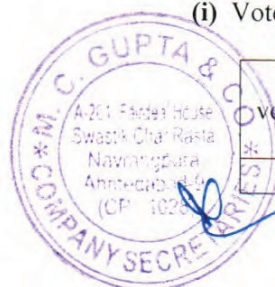
(iii) Invalid votes:

Total number of members whose votes were declared invalid	% of total number of valid votes cast
1	20

e) **Resolution 5 – Ordinary resolution for appointment of Mr. Mahendra M. Patel.**

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
25	4,46,44,564	100%



(ii) Voted in **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	% of total number of valid votes cast
1	20

f) Resolution 6 – Ordinary resolution for appointment of Mrs. Aanal N. Trivedi.

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
25	4,46,44,564	100%

(ii) Voted in **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	% of total number of valid votes cast
1	20

g) Resolution 7– Ordinary resolution for appointment of Mr. Shashikant N. Thakar.

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
25	4,46,44,564	100%

(ii) Voted in **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-



(iii) Invalid votes:

Total number of members whose votes were declared invalid	% of total number of valid votes cast
1	20

h) Resolution 8– Ordinary resolution for appointment of Mr. Kantibhai H. Patel.

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
25	4,46,44,564	100%

(ii) Voted in **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	% of total number of valid votes cast
1	20

i) Resolution 9– Ordinary resolution for re-appointment and remuneration of Mr. Rahul Maheshwari.

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
25	4,46,44,564	100%

(ii) Voted in **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	% of total number of valid votes cast
1	20



j) Resolution 10–Special Resolution for entering into various related party transaction.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
10	44,54,916	100%

(ii) Voted in against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
-	-	-

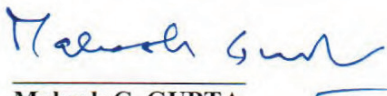
(iii) Invalid votes:

Total number of members whose votes were declared invalid	% of total number of valid votes cast
1	20

4. The Register of all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes on the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,
For M C Gupta & Co,
Company Secretaries,



Mahesh C. GUPTA

Proprietor

Membership No.: 2047 (CP: 1028)

Place: Ahmedabad

Date: 23rd September, 2014



ISIN Name : VADILAL ENT. EQ

EVEN : 100904

Resolution File : [Download File](#)

Record Date : 2014-08-22

Voting End Date : 2014-09-22

ISIN : INE693D01018

Logo File : [Download File](#)

Voting Start Date : 2014-09-20

Voting Result Date : 2014-09-25

Resolution : To receive consider and adopt the audited Statement of Profit Loss for the year ended March 31 2014

Description : RESOLVED THAT the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon, be and are hereby received, approved and adopted.

I/We Assent To The Resolution(For/ Yes/ Favour)	455614.000
I/We Dissent To The Resolution(Against/ No)	110.000

Resolution : To declare dividend on Equity Shares for the financial year ended on March 31 2014.

Description : RESOLVED THAT a dividend of Re. 0.80 per Share (i.e. @ 8%) on 8,62,668 Equity Shares of Rs.10/- each of the Company for the year ended on 31st March, 2014, absorbing 107.82 lacs, be and is hereby approved and declared and the same be paid # to those members, whose names appear on the Register of Members after giving effect to all valid share transfers in physical form lodged with the Company/Share Transfer Agent on or before 12th September, 2014 or # in respect of shares held in electronic form, to those "Beneficial Owners" whose names appear in the Statement of Beneficial Ownership furnished by NSDL and CDSL as at the end of business hours on 12th September, 2014

I/We Assent To The Resolution(For/ Yes/ Favour)	455614.000
I/We Dissent To The Resolution(Against/ No)	100.000



Resolution Description : **Re-appointment of Shri Ajay Goenka**
 : **Re-appointment of Shri Ajay Goenka, who retires by rotation and being eligible, offers himself for re-appointment**

I/We Assent To The Resolution(For/ Yes/ Favour)	44644584.000
I/We Dissent To The Resolution(Against/ No)	0.000

Resolution Description : **Appointment of P A R Y and Company Chartered Accountants as the Statutory Auditors**
 : **Appointment of M/s P A R Y & Co., Chartered Accountants, as the Statutory Auditors of the Company**

I/We Assent To The Resolution(For/ Yes/ Favour)	44644584.000
I/We Dissent To The Resolution(Against/ No)	0.000

Resolution Description : **Appointment of Shri Mahendra Patel as Independent Director**
 : **Appointment of Shri Mahendra Patel, as Independent Director of the Company**

I/We Assent To The Resolution(For/ Yes/ Favour)	44644584.000
I/We Dissent To The Resolution(Against/ No)	0.000

Resolution Description : **Appointment of Mrs Aanal Trivedi as Independent Director**
 : **Appointment of Mrs. Aanal Trivedi, as Independent Director of the Company**

I/We Assent To The Resolution(For/ Yes/ Favour)	44644584.000
I/We Dissent To The Resolution(Against/ No)	0.000



Resolution : **Appointment of Shri Shashikant Thakar as Independent Director**
Description : **Appointment of Shri Shashikant Thakar, as Independent Director of the Company**

[Empty box for resolution details]

I/We Assent To The Resolution(For/ Yes/ Favour)	44644584.000
I/We Dissent To The Resolution(Against/ No)	0.000

Resolution : **Appointment of Shri Kantibhai H Patel as Independent Director**
Description : **Appointment of Shri Kantibhai H. Patel, as Independent Director of the Company**

[Empty box for resolution details]

I/We Assent To The Resolution(For/ Yes/ Favour)	44644584.000
I/We Dissent To The Resolution(Against/ No)	0.000

Resolution : **Re-appointment of Shri Rahul Maheshwari as an Executive Director**
Description : **Re-appointment of Shri Rahul Maheshwari, as an Executive Director of the Company for the period of 3 years w.e.f. 30th August, 2014**

[Empty box for resolution details]

I/We Assent To The Resolution(For/ Yes/ Favour)	44644584.000
I/We Dissent To The Resolution(Against/ No)	0.000

Resolution : **Authority to the Board of Directors for entering into various related party transactions**
Description : **Authority to the Board of Directors for entering into various related party transactions during the Financial Year 2014-15 and 2015-16**

[Empty box for resolution details]

I/We Assent To The Resolution(For/ Yes/ Favour)	4454936.000
I/We Dissent To The Resolution(Against/ No)	0.000



FORM NO. MGT-13

REPORT OF THE SCRUTINIZER(S)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management And Administration) Rules, 2014]

The Chairman,

28th Annual General Meeting of the Equity Shareholders

Of M/s Rainbow Papers Limited held on Thursday, the 25th Day of September, 2014 at 11.00 a.m. at Ahmedabad Management Association (AMA), ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.

Dear Sir,

I, Mahesh C Gupta, Proprietor of M C Gupta & Co., a Company Secretaries Firm having its office at A-201, Fairdeal House, Near Swastik Char Rasta, Navrangpura, Ahmedabad-380 009, have been appointed as a Scrutinizer for M/s Rainbow Papers Limited ("the Company") for the purpose of the poll taken on the below mentioned resolution(s), at the 28th Annual General Meeting of the Equity Shareholders of M/s Rainbow Papers Limited, held on the 25th Day of September, 2014 at 11.00 a.m at Ahmedabad Management Association (AMA), ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.

We submit our report as under:

1. After the time fixed for closing of the poll by the chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were digitally scrutinized. The poll papers were reconciled with the records maintained by the Company at Sharepro Services India Private Limited, the Registrar and Transfer Agents and the authorizations / proxies lodged with the Company.
3. The poll papers which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:
 - a) **Resolution 1 – Ordinary Resolution for Adoption of audited Balance Sheet as at 31st March, 2014, the statement of Profit and Loss for the year ended on that date, the Reports of the Directors and the Auditors thereon.**

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	968	100.00



(ii) Voted in against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of valid votes cast
1	500

b) Resolution 2 – Ordinary Resolution for Declaration of Dividend on Equity Shares.

(i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	968	100.00

(ii) Voted in against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of valid votes cast
1	500

c) Resolution 3- Ordinary resolution for re-appointment of Shri Ajay Goenka who retires by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	968	100.00

(ii) Voted in against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of valid votes cast
1	500

d) Resolution 4 – Ordinary resolution for re-appointment of Statutory Auditors.

(i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	968	100.00

(ii) Voted in against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of valid votes cast
1	500

e) Resolution 5 – Ordinary resolution for appointment of Mr. Mahendra M. Patel.

(i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	968	100.00

(ii) Voted in against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of valid votes cast
1	500



f) **Resolution 6 – Ordinary resolution for appointment of Mrs. Aanal N. Trivedi.**

(i) Voted in **favour** of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	968	100.00

(ii) Voted in **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of valid votes cast
1	500

g) **Resolution 7– Ordinary resolution for appointment of Mr. Shashikant N. Thakar.**

(i) Voted in **favour** of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	968	100.00

(ii) Voted in **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of valid votes cast
1	500



h) Resolution 8– Ordinary resolution for appointment of Mr. Kantibhai H. Patel.

(i) Voted in **favour** of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	968	100.00

(ii) Voted in **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of valid votes cast
1	500

i) Resolution 9– Ordinary resolution for re-appointment and remuneration of Mr. Rahul Maheshwari.

(i) Voted in **favour** of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	968	100.00

(ii) Voted in **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of valid votes cast
1	500



j) **Resolution 10– Special Resolution for entering into various related party transaction**

(i) Voted in **favour** of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	968	100.00

(ii) Voted in **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of valid votes cast
1	500

5. A Hard copy containing a list of equity shareholders who voted "FOR", "AGAINST" and whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and would be handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,
For M C Gupta & Co,
Company Secretaries,

Mahesh Gupta

Mahesh C. GUPTA

Proprietor

Membership No.: 2047 (CP: 1028)

Place: Ahmedabad

Date: 25th September, 2014

