

**MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. RAINBOW PAPERS LIMITED HELD ON MONDAY, THE 14TH DAY OF JULY, 2014 AT 11:00 A.M. AT AHMEDABAD TEXTILES MILLS ASSOCIATION (ATMA) HALL, ASHRAM ROAD, AHMEDABAD: 380 009.**

The following Directors were present:

1. Shri Ajay Goenka : Chairman & Managing Director
2. Shri Rahul Maheshwari : Executive Director
3. Shri Shashikant Thakar : Independent Director
4. Shri Kantibhai Patel : Independent Director

In attendance:

1. Smt. Runel Rathi : Company Secretary

Members present in person : 19

Members present by proxy : 02

Shri Ajay Goenka, Chairman and Managing Director of the Company, occupied the chair.

The Chairman informed that 19 members were present in person and necessary quorum being present, called the meeting to order.

The Notice dated 30th May, 2014 was read by Smt. Runel Rathi, Company Secretary of the Company. However, the shareholders present at the meeting suggested not to read the Notice in full. Hence, a part of the Notice i.e. First and Last paragraphs were read.

The Company Secretary informed the shareholders that in terms of provisions of the Companies Act, 2013, the Company has provided E-Voting to the shareholders. Those shareholders holding shares as on "cut off" date, i.e. 13th June, 2014, were entitled to vote under e-voting system on the proposed resolutions as set out in the notice. E-Voting was opened from 8th July, 9.00 AM to 9th July 6.00 PM. The company had appointed Shri M.C. Gupta of M/s. M.C. Gupta & Co., Company Secretaries, as the Scrutinizer for the E-Voting. Mr. M.C. Gupta has already submitted his report on e-voting. Mrs. Rathi further informed that those shareholders who have not voted electronically shall be entitled to vote in this EOGM. It was informed to the members that the aggregate number of e-voting and the votes through poll to be conducted today shall be considered as the final outcome for each resolution.

The Chairman briefed the shareholders about the progress of the Company. He thereafter requested the Company Secretary to move the resolutions as per the notice dated 30th May, 2014.



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**SPECIAL BUSINESS:**

**ITEM NO. 1 SPECIAL RESOLUTION**

**PROPOSED BY: Shri Gautam Shah**

**SECONDED BY: Shri J.K. Soni**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) and Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, including any rules made thereunder, and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force (“Companies Act, 2013”), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI (ICDR) Regulations”) (including any statutory modification or re-enactment thereof, for the time being in force) the Listing Agreements entered into with the respective stock exchanges where the shares of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies (the “RoC”), the Stock Exchanges where the shares of the Company are listed (the “Stock Exchanges”), and/ or any other competent authorities, and subject to any required approvals, consents, permissions and / or sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), the SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any committee, which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of Rs. 2/- (Rupees Two Only) each (the “Equity Shares”), American Depository Receipts (ADRs), Global Depository Receipts (GDRs), Foreign Currency Exchangeable Bonds (FCEBs), Foreign Currency Convertible Bonds (FCCBs) and/ or other financial instruments convertible into or exercisable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and / or any security convertible into Equity Shares with or without voting / special rights and / or securities linked to Equity Shares and / or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the “Securities”) or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency.



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foreign currency, through public and / or private offerings and / or on preferential allotment basis or any combination thereof or by issue of prospectus and / or placement document and/ or other permissible / requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers in accordance with Chapter VIII of the SEBI (ICDR) Regulations, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and / or bilateral and / or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds, and / or any other categories of investors whether or not such Investors are members of the Company (collectively called the "Investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only) or equivalent thereof inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and / or underwriter(s) and / or other advisor(s) for such issue.

**RESOLVED FURTHER THAT** if any issue of securities is made by way of a Qualified Institutional Placement in terms of Chapter VIII of the SEBI (ICDR) Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI (ICDR) Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this Resolution or such other time as may be allowed under the SEBI (ICDR) Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI (ICDR) Regulations. The Company may, in accordance with the applicable law, also offer a discount of not more than 5% or such percentage as permitted under the applicable law on the price calculated in accordance with the pricing formula provided under the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** in the event that Equity Shares are issued to Qualified Institutional Buyers under Chapter VIII of the SEBI (ICDR) Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI (ICDR) Regulations) are issued to Qualified Institutional Buyers under Chapter VIII of the SEBI (ICDR) Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities.

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations / guidelines prescribed by SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations.



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**“RESOLVED FURTHER THAT** in case of an issuance of Foreign Currency Convertible Bonds/American Depository Receipts/Global Depository Receipts/ Foreign Currency Exchangeable Bonds pursuant to the provisions of the Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme 1993 and other applicable pricing provisions issued by the Ministry of Finance, Government of India, the relevant date for the determination of the issue price of the Securities offered, shall be the date of the meeting in which the Board decides to open the Issue after the date of this resolution.”

**“RESOLVED FURTHER THAT** in case of a preferential issuance of Securities, the relevant date for the determination of the issue price of the Securities offered shall be determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations and applicable provisions if any, of the Companies Act, 2013 and any other applicable laws, rules, regulations and guidelines.”

**RESOLVED FURTHER THAT** in pursuance of the aforesaid Resolutions:

- a) The Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) The Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of their issue, all such Equity Shares shall rank pari passu inter se and with the existing Equity Shares of the Company in all respects.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to engage / appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/ or international stock exchange(s).

**“RESOLVED FURTHER THAT** Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any committee of Directors, any other Director(s) or officer(s) of the Company to negotiate, approve, sign, execute, modify and amend necessary documents and other agreements that maybe required and to take any action and execute any instrument that may be deemed necessary or advisable and do all such acts, deeds, matters and things for and on behalf of the Company including executing such other agreements, deeds, contracts, undertakings, letters, documents, forms, authority letter, power of attorneys, disclosure letters, regulatory filings and intimations with



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regulator whether in India or abroad and such other documents which may be required to be entered into by the Company in connection with the proposed issuance of Securities.”

The Chairman invited the queries for the resolution from the shareholders on the said resolution and all the queries were answered to the satisfaction of the querist.

The Chairman announced that Shri M.C. Gupta, Practicing Company Secretary is appointed as Scrutinizer for the Poll to be taken, the results were deferred for Poll.

## ITEM NO. 2 ORDINARY RESOLUTION

**PROPOSED BY: Shri Amit Pasawala**  
**SECONDED BY: Shri Atul Pasawala**

“**RESOLVED THAT** pursuant to Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each, ranking pari passu with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following clause:

The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s) and / or Officer(s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.”

The Chairman invited the queries for the resolution from the shareholders on the said resolution and there were no queries.

The results were deferred for Poll.



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**ITEM NO. 3 SPECIAL RESOLUTION**

**PROPOSED BY: Shri Praful Pasawala**

**SECONDED BY: Shri Gautam Shah**

**“RESOLVED THAT** pursuant to Section 180(1) (c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company and subject to approval, if any, of the Central Government, the Reserve Bank of India, or any other regulatory bodies or authorities or quasi-judicial bodies, the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized to borrow monies from time to time, for the purpose of the business of the Company, from any one or more banks, Indian and foreign financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and issue of short term loans of seasonal character, temporary loans obtained from the Company’s bankers/ financial institutions / bodies corporate / persons / firms etc., in the ordinary course of business) and remaining outstanding at any point of time may exceed the Paid-up Capital of the Company and its free reserves provided that the total amount up to which the monies so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed Rs. 3,000 Crores (Rupees Three Thousand Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers to settle all questions, difficulties, or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit, as required and delegate all or any of its powers herein conferred to any Director(s) and / or officer(s) of the Company.”

The Chairman invited the queries for the resolution from the shareholders on the said resolution and there was no query.

The results were deferred for Poll.



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#### ITEM NO. 4 SPECIAL RESOLUTION

**PROPOSED BY: Shri Sarav Suratwala**  
**SECONDED BY: Shri J.K. Soni**

**“RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, the consent of the Members be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) to manage, charge and/or hypothecate, in addition to the existing mortgages / charges / hypothecation created by the Company, in such form and manner and with such ranking and at such a time and on such terms as the Board may determine, the movable and/ or immovable properties of the Company, wheresoever situate, both present and future, of the whole or substantially the whole of the undertaking(s) of the Company in favour of any person including but not limited to banks, financial institutions, corporate bodies, trustee of debenture holders and/ or any other lending agencies or other persons (the “Lenders”) for the purpose of securing (i) the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and/ or Indian rupee currency) and / or (ii) securities (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments) which may be issued or allotted by the Company, from time to time, subject to the limits approved by the Members from time to time under Section 180 (1)(c) of the Companies Act, 2013, as the case may be, together with interest at the respective agreed rates, additional interest, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s) / trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into/ to be entered into between the Company and the Lender(s) in respect of the said loan/ borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of Security as may be stipulated in that behalf and agreed to between the Board and the Lender(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to finalize and settle with the Lenders, the terms and conditions of such mortgage or charge and execute such documents / deeds / writings / papers / agreements for creation of the aforesaid mortgage and charge as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with regard to creating mortgages / charges as aforesaid.”

The Chairman invited the queries for the resolution from the shareholders on the said resolution and there was no query.

The results were deferred for Poll.



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Then, the Chairman requested Shri M.C. Gupta, the Scrutinizer to conduct the Poll on all the resolutions. The Ballot papers serially numbered and initialed by the Scrutinizer were distributed to the members who had not participated in E-voting process. In all 15 Ballot papers were distributed out of which 12 Ballot papers duly filled in and signed were received through due process. After Poll process was over, the Scrutinizer prepared his report and the Chairman declared the result on the resolutions as under:

**Resolution No. 1 - As Special Resolution**

**Consent of the Company under Section 62 (1) (c) of the Companies Act, 2013 to the Board of Directors to Raise funds up to Rs. 1,000 Crores.**

Mode of Voting	Favour		Against		Invalid	
	No. of Members	Shares/Votes	No. of Members	Shares/Votes	No. of Members	Shares/Votes
E-Voting	22	3,51,41,772	0	0	2	15,02,500
Poll	12	1,552	0	0	0	0
<b>Total</b>	<b>34</b>	<b>3,51,43,324</b>	<b>0</b>	<b>0</b>	<b>2</b>	<b>15,02,500</b>

**“PASSED UNANIMOUSLY”**

**Resolution No. 2 - As Ordinary Resolution**

**Increase in the Authorised Share Capital of the company from Rs. 35 Crores to Rs. 40 Crores pursuant to Section 13 & 61 of the Companies Act, 2013.**

Mode of Voting	Favour		Against		Invalid	
	No. of Members	Shares/Votes	No. of Members	Shares/Votes	No. of Members	Shares/Votes
E-Voting	22	3,51,41,772	0	0	2	15,02,500
Poll	12	1,552	0	0	0	0
<b>Total</b>	<b>34</b>	<b>3,51,43,324</b>	<b>0</b>	<b>0</b>	<b>2</b>	<b>15,02,500</b>

**“PASSED UNANIMOUSLY”**



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**Resolution No. 3 - As Special Resolution**

Consent of the Company under Section 180 (1) (c) of the Companies Act, 2013 to the Board of Directors to borrow up to Rs. 3,000 Crores.

Mode of Voting	Favour		Against		Invalid	
	No. of Members	Shares/Votes	No. of Members	Shares/Votes	No. of Members	Shares/Votes
E-Voting	22	3,51,41,772	0	0	2	15,02,500
Poll	11	1,522	1	30	0	0
<b>Total</b>	<b>33</b>	<b>3,51,43,294</b>	<b>1</b>	<b>30</b>	<b>2</b>	<b>15,02,500</b>

**“PASSED BY MAJORITY”**

**Resolution No. 4 - As Special Resolution**

Consent of the Company under Section 180 (1) (a) of the Companies Act, 2013 to the Board of Directors to create charges on the movable and immovable properties of the Company.

Mode of Voting	Favour		Against		Invalid	
	No. of Members	Shares/Votes	No. of Members	Shares/Votes	No. of Members	Shares/Votes
E-Voting	21	3,51,41,272	1	500	2	15,02,500
Poll	11	1,522	1	30	0	0
<b>Total</b>	<b>32</b>	<b>3,51,42,794</b>	<b>2</b>	<b>530</b>	<b>2</b>	<b>15,02,500</b>

**“PASSED BY MAJORITY”**

Thereafter the meeting concluded with a Vote of thanks to the Chair.

PLACE: AHMEDABAD  
DATE:



  
CHAIRMAN



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