



**Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Date of the AGM/EGM</b>	<b>28<sup>th</sup> September, 2018</b>
<b>Total Number of Shareholders on Record Date / Cut-off Date</b>	<b>12056</b> (Cut-off Date was 21 <sup>st</sup> September, 2018)
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group	<b>6</b> (6 in Person)
Public	<b>25</b> (21 in person & 4 through Proxy)
<b>No. of Shareholders attended the meeting through Video Conferencing *</b>	
Promoters and Promoter Group	<b>Not Applicable</b>
Public	<b>Not Applicable</b>

\* Note: No Video conferencing facility was made available.



**Agenda-wise Disclosure**

Resolution No. 1		Adoption of audited Balance Sheet of the Company as at 31 March, 2018 and the Statement of Profit and Loss for the year ended on that date together with Directors' and the Auditors' Report thereon							
Ordinary Resolution		Whether Promoter/Promoter Group are interested in the Agenda/Resolution?							No
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes Polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		14197680	100.0000	14197680	-	100.0000	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	-	
	<b>Total</b>	<b>14197680</b>	<b>14197680</b>	<b>100.0000</b>	<b>15697680</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	
Public – Institutions	E-Voting		20607945	50.5485	20607945	-	100.0000	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	-	
	<b>Total</b>	<b>40768626</b>	<b>20607945</b>	<b>50.5485</b>	<b>20607945</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	
Public – Non Institutions	E-Voting		987670	1.9271	987667	3	99.8545	0.0003	
	Poll		1436	0.0028	1436	-	100.0000	-	
	Postal Ballot		-	-	-	-	-	-	
	<b>Total</b>	<b>51250994</b>	<b>989106</b>	<b>1.9299</b>	<b>989103</b>	<b>3</b>	<b>99.997</b>	<b>0.0003</b>	
<b>Grand - Total</b>		<b>106217300</b>	<b>35794731</b>	<b>33.6995</b>	<b>35794728</b>	<b>3</b>	<b>100.0000</b>	<b>-</b>	



Resolution No. 2		Re-appointment of Smt. Anal Trivedi (DIN 06931339) who retires by rotation						
Ordinary Resolution								
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?								No
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		14197680	100.0000	14197680	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>14197680</b>	<b>14197680</b>	<b>100.0000</b>	<b>15697680</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Institutions	E-Voting		20607945	50.5485	20607945	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>40768626</b>	<b>20607945</b>	<b>50.5485</b>	<b>20607945</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Non Institutions	E-Voting		987670	1.9271	987667	903	99.9086	0.0914
	Poll		1436	0.0028	1436	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>51250994</b>	<b>989106</b>	<b>1.9299</b>	<b>988203</b>	<b>903</b>	<b>99.9087</b>	<b>0.0913</b>
<b>Grand – Total</b>		<b>106217300</b>	<b>35794731</b>	<b>33.6995</b>	<b>35793828</b>	<b>903</b>	<b>99.9975</b>	<b>0.0025</b>



Resolution No. 3 Ordinary Resolution		Ratification of appointment of M/s. Mehta Lodha & Co. (Firm Registration No. 106250W), Chartered Accountants as the Statutory Auditors of the Company who shall hold office for a period of 3 years commencing from the conclusion of this AGM till the conclusion of 33rd AGM to be held in the year 2019 and authorization to Board of Directors to fix their remuneration						
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?								No
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		14197680	100.0000	14197680	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>14197680</b>	<b>14197680</b>	<b>100.0000</b>	<b>15697680</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Institutions	E-Voting		20607945	50.5485	20607945	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>40768626</b>	<b>20607945</b>	<b>50.5485</b>	<b>20607945</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Non Institutions	E-Voting		987670	1.9271	987167	503	99.9491	0.0509
	Poll		1436	0.0028	1436	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>51250994</b>	<b>989106</b>	<b>1.9299</b>	<b>988603</b>	<b>503</b>	<b>99.9491</b>	<b>0.0509</b>
<b>Grand – Total</b>		<b>106217300</b>	<b>35794731</b>	<b>33.6995</b>	<b>35794228</b>	<b>503</b>	<b>99.9986</b>	<b>0.0014</b>



Resolution No. 4 Special Resolution		Re-appointment of Shri Ajay Goenka as Managing Director of the Company for a period of 5 Years with effect from 19.08.2018 to 18.08.2023						
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?								No
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		14195180	99.9824	14195180	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>14197680</b>	<b>14195180</b>	<b>99.9824</b>	<b>14195180</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Institutions	E-Voting		20607945	50.5485	20607945	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>40768626</b>	<b>20607945</b>	<b>50.5485</b>	<b>20607945</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Non Institutions	E-Voting		987670	1.9271	987267	403	99.9592	0.0408
	Poll		1436	0.0028	1436	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>51250994</b>	<b>989106</b>	<b>1.9299</b>	<b>988703</b>	<b>403</b>	<b>99.9593</b>	<b>0.0407</b>
<b>Grand – Total</b>		<b>106217300</b>	<b>35792231</b>	<b>33.6972</b>	<b>35791828</b>	<b>403</b>	<b>99.9989</b>	<b>0.0011</b>

## SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(xii) and 21 (2) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015]

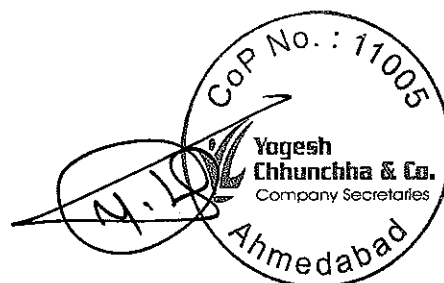
To,

**The Chairman of 32<sup>nd</sup> Annual General Meeting** of the Equity Shareholders of **Rainbow Papers Limited** held on **September 28, 2018** at **11.00 AM** at **Gujarat Paper Makers' Association, 802, 8th Floor, Avdhesh House, Opp. Shri Govind Gurudwara, Sarkhej - Gandhinagar Highway, Thaltej, Ahmedabad- 380 054.**

Dear Sir,

I, Yogesh Chhunchha, Practicing Company Secretary and Proprietor of M/s. Yogesh Chhunchha & Co., Company Secretaries, have been appointed as Scrutinizer for the purpose of Voting through Electronic Means ("*Remote e-Voting*") to be carried out as per the provisions of Section 108 of the Companies Act, 2013 ("*the Act*") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("*the Rules*") and in accordance with the Listing Agreements and Scrutinizing the Voting by Poll to be carried out as per the provisions of Section 109 of the Act read with Rule 21 of the Rules in respect of Resolutions mentioned in the report at the 32<sup>nd</sup> Annual General Meeting of the Company to scrutinize the physical Ballot Forms received from the shareholders at the Annual General Meeting of **Rainbow Papers Limited** ("*the Company*") held on September 28, 2018.

The management of the Company is responsible to ensure the Compliance with the requirements of the Act and the Rules relating to Remote e-Voting and voting by Poll at AGM for the resolutions contained in the Notice of the 32<sup>nd</sup> AGM of Equity Shareholders of the Company. Our responsibility as Scrutinizer is restricted to make a Report of Votes cast 'For' or 'Against' the Resolutions sated in the Notice convening the Meeting.



I submit Report as under :

1. The Company has entered into an arrangement with Central Depository Services Limited (CDSL), the Agency authorized under the Rules and engages by the Company to provide e-Voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-Voting.
2. The cut-off date for the purpose of identifying the Shareholders who will be entitled to vote on the resolution(s) proposed for approval of Shareholders (As set in the Notice of 32<sup>nd</sup> AGM of the Company) was September 21, 2018.
3. The Remote e-Voting facility was kept open from September 25, 2018 (9:00 AM) till September 27, 2018 (5:00 PM).
4. As in cut-off date i.e. September 21, 2017, there were 12056 Shareholders holding 106217300 Equity Shares who were entitled to vote on the proposed resolution (s).
5. At the end of e-Voting period on September 27, 2018 (5:00 PM) the voting portal of the service provider was blocked.
6. There were 31 shareholders present in person or by proxy at the Annual General Meeting.
7. After the time fixed for closing of the poll by the Chairman, 1 (One) Poll Box kept for polling was locked in the presence of members and proxies with due identification marks placed by me.
8. After AGM, the locked poll box was subsequently opened in my presence and diligently scrutinized. The poll papers were reconciled with the records maintained by Company/the Registrar and Transfer Agents and the Authorizations/Proxies with the Company.
9. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
10. The votes cast through remote e-voting were unblocked after counting of votes cast by poll at the AGM on September 28, 2018, in the presence of \_\_\_\_\_



11. There were no cases where the Shareholders, who have voted through Remote e-Voting as well as in poll taken at AGM.
12. The consolidated report on result of voting through Electronics means and voting by Poll are as under :

**Item No. 1 : As an Ordinary Resolution**

**Adoption of audited Balance Sheet of the Company as at 31 March, 2018 and the Statement of Profit and Loss for the year ended on that date together with Directors' and the Auditors' Report thereon**

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

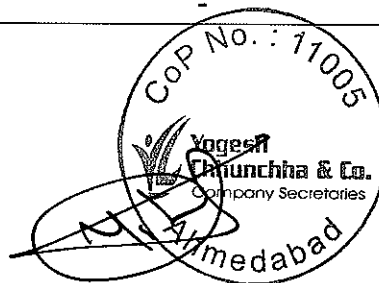
Mode of Voting	Number of Members present and voted (in person or by proxy)	Number of Votes Cast by Members	% of Total Number of Valid Votes Cast
Voting by Poll	3	1436	0.0040
Remote e-Voting	36	35793292	99.9960
<b>Total</b>	<b>39</b>	<b>35794728</b>	<b>100.0000</b>

- (ii) Voted **against** of the resolution :

Mode of Voting	Number of Members present and voted (in person or by proxy)	Number of Votes Cast by Members	% of Total Number of Valid Votes Cast
Voting by Poll	-	-	-
Remote e-Voting	1	3	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

- (iii) Voted **Invalid** :

Mode of Voting	Number of Members present and voted (in person or by proxy)	Number of Votes Cast by Members
Voting by Poll	-	-
Remote e-Voting	-	-
<b>Total</b>	<b>-</b>	<b>-</b>





**Item No. 3 : As an Ordinary Resolution**

Ratification of appointment of M/s. Mehta Lodha & Co. (Firm Registration No. 106250W), Chartered Accountants as the Statutory Auditors of the Company who shall hold office for a period of 3 years commencing from the conclusion of this AGM till the conclusion of 33<sup>rd</sup> AGM to be held in the year 2019 and authorization to Board of Directors to fix their remuneration

**Item No. 4 : As a Special Resolution**

**Re-appointment of Shri Ajay Goenka as Managing Director of the Company for a period of 5 Years with effect from 19.08.2018 to 18.08.2023**

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

Mode of Voting	Number of Members present and voted (in person or by proxy)	Number of Votes Cast by Members	% of Total Number of Valid Votes Cast
Voting by Poll	3	1436	0.0040
Remote e-Voting	34	35790392	99.9949
<b>Total</b>	<b>37</b>	<b>3579128</b>	<b>99.9989</b>

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

Mode of Voting	Number of Members present and voted (in person or by proxy)	Number of Votes Cast by Members	% of Total Number of Valid Votes Cast
Voting by Poll	-	-	-
Remote e-Voting	2	403	0.0011
<b>Total</b>	<b>2</b>	<b>403</b>	<b>0.0011</b>

(iii) Voted **Invalid** :

Mode of Voting	Number of Members present and voted (in person or by proxy)	Number of Votes Cast by Members
Voting by Poll	-	-
Remote e-Voting	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

# Shri Ajay Goenka was abstained from Voting (No. of Shares held 2500) for this Resolution.

13. Based on the above voting, the Voting Results of each Item No. are as follows and accordingly I request the Chairman of the 32<sup>nd</sup> Annual General Meeting to announce the results of the Meeting :

Particulars	Result
Item No. 1 : As an Ordinary Resolution	Carried on with Requisite Majority
Item No. 2 : As an Ordinary Resolution	Carried on with Requisite Majority