

RAINBOW DENIM LTD.

Regd. Office: Village Chaundheri, Post Office Dappar,
Tehsil Derabassi, Dist. Mohali, Punjab 140 506.
Tel: 01762 248810/11/12; **Fax:** 01762-248761/248809
Email: rainbow@rainbowdenim.com; **Website:** www.rainbowdenim.com
Corporate Identification No.: L18101PB1999PLC022452

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given that the resolutions appended below are proposed to be passed by the Members of Rainbow Denim Limited through Postal Ballot :

The Board of Directors of the Company has appointed Mr. Ajay Arora, Practicing Company Secretary (CP993) as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on 06.02.2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

The Company is pleased to offer e-voting facility as an alternate to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. Also, please note that e-voting is optional. Members desiring to opt for e-voting are requested to read the instructions in the Notes under the section "Voting through electronic means". References to Postal Ballot(s) in this notice include votes received electronically. The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on 08.02.2017 and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.rainbowdenim.com and on the website of CDSL at www.evoting.cdslindia.com

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules, circulars, orders and notifications issued there under and subject to such approvals as may be necessary, the consent of the Members be and it is hereby accorded to the Board of Directors (the Board) for selling, transferring or otherwise disposing off at prevailing market rates, either as a whole or in smaller parcels as the Board may deem fit, the vacant plot of land situated at Mukam Post Jakhwada, Taluka Viramgam, District Ahmedabad, Gujarat 382150 (the said Plot)."

"RESOLVED FURTHER THAT the Board (which term shall include a committee thereof) be and it is hereby authorized to take all such steps and do all such acts, deeds, matters and things, including the authority to negotiate with prospective buyers, finalize the terms and conditions for the said sale/transfer and execute documents etc, as may be required, necessary and expedient to give effect to the above Resolution to the end and intent that no further approval of the Members shall be required for the sale, transfer and disposal of the said Plot."

By Order of the Board
For **RAINBOW DENIM LIMITED**

R. D. JOG
COMPANY SECRETARY
ACS 4895

Place : 51/52, Free Press House,
Nariman Point, Mumbai - 400 021.

Date : 19.12.2016

NOTES :

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Board has appointed Mr. Ajay Arora, Practicing Company Secretary, S.C.O. 64 - 65, 1st Floor, Sector 17A, Madhya Marg, Chandigarh 1600017 as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 23.12.2016. Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 23.12.2016 will be considered for the purpose of voting.
4. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in the newspaper, and display/publication on the Company website.
5. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage-prepaid self-addressed Business Reply Envelope. In case a member is desirous of obtaining Postal Ballot Form in printed form or a duplicate, the Member may send an e-mail to rainbow@rainbowdenim.com.
6. The address for communication shall be as follows :

RAINBOW DENIM LIMITED:

Corporate Office	51/52, Free Press House, Nariman Point, Mumbai 400021.
Contact Person	Mr. R.D. Jog
Tel. No.	022 - 2283 3355 / 2283 4182
E-mail	rdjog@ramagroup.co.in

LINK INTIME INDIA PRIVATE LIMITED (R&T Agent) :

Registered Office address of Registrar and Share Transfer Agent	C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400 078.
Contact Person	Ms. Prachi Babadi
Tel.No.	022-25963838 Ext 2306
E-mail	prachi.babadi@linkintime.co.in

7. In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules and SEBI (LODR) Regulations, 2015, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
8. Members can opt for only one mode of voting i.e. either by Ballot or through e-voting. In case you are opting for voting by Ballot and e-voting, the votes cast through Ballot shall prevail and the votes cast through e-voting shall be considered invalid.
9. A Member cannot exercise his / her vote by proxy on postal ballot.
10. All the material documents referred to in the explanatory statement will be available for inspection at the Corporate office of the Company during office hours on all working days from the date of dispatch of the Notice till 06.02.2017.
11. Resolution passed by the Members through Postal ballot are deemed to have been passed at the General Meeting of the Members.

I. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the address printed thereon in the enclosed Postage-prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members residing outside India should stamp the envelope appropriately.

- b) There shall be one Postal Ballot Form for every folio, irrespective of the number of joint holders. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s)/Beneficial Owner(s) on the cut-off date, i.e. 23.12.2016.
- c) In case of joint holding, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL / CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him, by the next named shareholder.
- d) In case of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified true copy of the appropriate Board Resolution / Authorisation, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e) Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on 06.02.2017. Postal Ballot Forms received after this date will be considered invalid.
- f) Postal Ballot Forms which are incomplete / unsigned or defective in any manner shall be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) A Member seeking duplicate Postal Ballot Forms or desiring any guidance pertaining to the Ballot Process can write to the communication addresses mentioned above. It may be noted that the duplicate Postal Ballot Forms, should reach the Scrutinizer not later than 5.00 p.m. on 06.02.2017.
- h) Members are requested not to send any other paper (other than the resolution / authority as mentioned under point (d) above) along with the Postal Ballot Form in the enclosed Postage-prepaid self-addressed envelope and any extraneous paper found in such envelope would not be considered and would be destroyed by the Scrutinizer.

II. PROCESS FOR MEMBERS OPTING FOR E VOTING

- (I) The voting period begins on 06.01.2017 at 9.00 am and ends on 06.02.2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.12.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (II) Procedure :

The shareholders should log on to the e-voting website www.evotingindia.com.

- (i) Click on Shareholders.
- (ii) Now Enter your User ID
 - a. For CDSL: 16 digit beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digit Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iii) Next enter the Image Verification as displayed and Click on Login.
If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (iv) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be

also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiv) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

ITEM NO 1

The Company has a plot of land admeasuring about 77 acres situated at Mukam Post Jakhwada, Taluka Viramgam, District Ahmedabad, Gujarat 382150 which was originally purchased by the Company for setting up the Denim Project. However the Denim Project was subsequently set up at Lalru in the state of Punjab and hence the plot at Jakhwada in the state of Gujarat is no longer required for the business of the Company. Hence it is proposed to dispose off the said plot at prevalent market rates after obtaining all requisite approvals, for which the resolution is placed before the Members for their approval.

All the Directors and the Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the resolution to the extent of their shareholding, if any.

By Order of the Board
For **RAINBOW DENIM LIMITED**

R.D. JOG
COMPANY SECRETARY
ACS 4895

Place : 51/52, Free Press House,
Nariman Point, Mumbai - 400 021.

Date : 19.12.2016