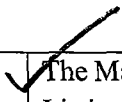


R C L
RAIN COMMODITIES LIMITED

RCOL/SEs/2013

April 26, 2013

The General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort <u>Mumbai-400 001</u>	 The Manager Listing Department The National Stock Exchange of India Limited Bandra Kurla Complex Bandra East <u>Mumbai – 400 051</u>	The Secretary Delhi Stock Exchange Limited DSE House 3/1 ASAF ALI Road New Delhi - 110002
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Dear Sir/Madam,

Sub: Clause 31 (a) of Listing Agreement.

Ref: Scrip Code: 500339 (BSE) and Scrip Code : RAINCOM (NSE)

With reference to the above stated subject, please find enclosed herewith the followings:

1. Form – A (Standalone) signed by the Managing Director, Chairman of the Audit Committee, Statutory Auditors and Chief Financial Officer;
2. Statutory Auditors Report (Standalone);
3. Form – A (Consolidated) signed by the Managing Director, Chairman of the Audit Committee, Statutory Auditors and Chief Financial Officer; and
4. Statutory Auditors Report (Consolidated);

Please note that there are no Qualifications/Matters of emphasis in the Auditors Report.

This is for your information and record.

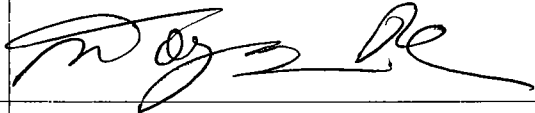
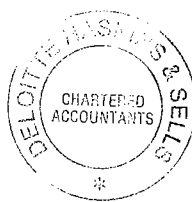
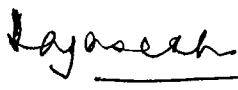
Thanking you,
Yours faithfully,
for **RAIN COMMODITIES LIMITED**


S. VENKAT RAMANA REDDY
COMPANY SECRETARY

Encl: As above

FORM A

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchanges

1.	Name of the Company:	Rain Commodities Limited
2.	Annual standalone financial statements for the year ended	December 31, 2012
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	Signed by	
	Mr. N. Jagan Mohan Reddy Managing Director	
	Mr. T. Srinivasa Rao Chief Financial Officer	
	Statutory Auditors of the company Deloitte Haskins & Sells Mr. K. Rajasekhar	Refer our Audit Report dated February 20, 2013 on the standalone financial statements of the Company For DELOITTE HASKINS & SELLS Chartered Accountants (Firm Registration No. 008072 S)   K. Rajasekhar Partner Membership No. 023341 Hyderabad, April 12, 2013
	Mr. S. L. Rao Chairman of Audit Committee	

Deloitte Haskins & Sells

Chartered Accountants
1-8-384 & 385,
3rd Floor, Gowra Grand,
S.P. Road, Begumpet,
Secunderabad-500 003.
INDIA
Tel : +91 (040) 4031 2600
Fax : +91 (040) 4031 2714

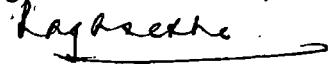
AUDITORS' REPORT TO THE MEMBERS OF RAIN COMMODITIES LIMITED

1. We have audited the attached Balance Sheet of **RAIN COMMODITIES LIMITED** ("the Company") as at December 31, 2012, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (CARO) issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report as follows:
 - (a) we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in compliance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956;

Deloitte Haskins & Sells

- (e) in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at December 31, 2012;
 - (ii) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date and
 - (iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.
- 5. On the basis of the written representations received from the Directors as on December 31, 2012 taken on record by the Board of Directors, we report that none of the Directors is disqualified as on December 31, 2012 from being appointed as a director in terms of Section 274(1) (g) of the Companies Act, 1956.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Registration No. 008072S)



K. Rajasekhar
Partner
(Membership No. 23341)

HYDERABAD, February 20, 2013

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of our report of even date)

Having regard to the nature of the Company's business / activities / result, clauses (vi), (viii), (x), (xii), (xiii), (xiv), (xviii), (xix) and (xx) of paragraph 4 of CARO are not applicable to the Company.

(i) In respect of its fixed assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) The Company has a regular programme of verification which provides for physical verification of all the fixed assets once in a period of two years. Accordingly no assets were due for verification during the year. In our opinion, the programme of verification is reasonable.
- (c) The fixed assets disposed of during the year, in our opinion, do not constitute a substantial part of fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.

(ii) In respect of its inventory:

- (a) As explained to us, during the year the Company primarily dealt with trading activities. The inventory purchased is sold to its customers on a high sea sale basis and no inventory was held by the Company during the year.
- (b) Having regard to our comments in paragraph (a) above, clauses 4(ii)(a), 4(ii)(b) and 4(ii)(c) are not applicable.

(iii) In respect of loans, secured or unsecured, granted by the Company to companies, firms or other parties listed in the Register under Section 301 of the Companies Act, 1956, according to the information and explanations given to us:

- (a) The Company had granted unsecured loans to three wholly owned subsidiaries amounting to ₹ 1,787,723 thousands during the current year. At the year-end, the outstanding balances of loans aggregated ₹3,012,825 thousands and the maximum amount involved during the year was ₹ 3,797,499 thousands.

Deloitte Haskins & Sells

- (b) The rate of interest and other terms and conditions of such loans are, in our opinion, *prima facie* not prejudicial to the interests of the Company.
- (c) The receipts of principal amounts and interest have been as per stipulations and there are no overdue amounts.

The Company has not taken any loan, secured or unsecured, from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 and accordingly clauses 4(iii)(e) to 4(iii)(g) of CARO are not applicable.

- (iv) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and for the sale of goods. During the course of our audit, we have not observed any major weakness in such internal control system.
- (v) In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
 - (a) The particulars of contracts or arrangements referred to Section 301 that needed to be entered in the Register maintained under the said Section have been so entered.
 - (b) Where each of such transaction is in excess of ₹ 5 lakhs in respect of any party, having regard to our comments in paragraph (iv) above, the transactions have been made at prices which are *prima facie* reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion, the internal audit functions carried out during the year by a company appointed by the Management have been commensurate with the size of the Company and the nature of its business.

Deloitte Haskins & Sells

(vii) According to the information and explanations given to us in respect of statutory dues:

- (a) The Company has generally been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Income-tax, Service tax, Sales tax, Wealth tax, Customs Duty, Excise Duty and other material statutory dues in arrears as at December 31, 2012 for a period of more than six months from the date they became payable.
- (c) Details of dues of Income Tax, Sales tax, Wealth tax, Service tax, Custom Duty and Excise Duty which have not been deposited as on December 31, 2012 on account of any disputes are given below :

Statue	Nature of Dues	Forum where Dispute is pending	Period to which the amount pertains	Amount involved (₹ in thousands)
Income Tax Act, 1961	Income Tax	Commissioner of Tax (Appeals)	2007-2008	14,217

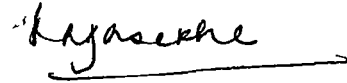
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.
- (ix) In our opinion and according to the information and explanations given to us, the terms and conditions of guarantees given by the Company for loans taken by its subsidiaries from banks are not *prima facie* prejudicial to the interests of the Company.
- (x) In our opinion and according to the information and explanations given to us, term loans have been applied for the purposes for which they were obtained.
- (xi) In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet, we report that funds raised on short-term basis have not been used during the year for long- term investment.

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- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants
(Registration No. 008072S)

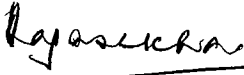


K. Rajasekhar
Partner
(Membership No. 23341)

HYDERABAD, February 20, 2013

FORM A

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchanges

1.	Name of the Company:	Rain Commodities Limited
2.	Annual Consolidated financial statements for the year ended	December 31, 2012
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not applicable
5.	Signed by	
	Mr. N. Jagan Mohan Reddy Managing Director	
	Mr. T. Srinivasa Rao Chief Financial Officer	
	Statutory Auditors of the company Deloitte Haskins & Sells Mr. K. Rajasekhara	Refer our Audit Report dated February 20, 2013 on the Consolidated Financial Statements of the Company For DELOITTE HASKINS & SELLS Chartered Accountants (Firm Registration No. 008072 S)   K. Rajasekhara Partner Membership No. 023341 Hyderabad, April 12, 2013
	Mr. S. L. Rao Chairman of Audit Committee	

**AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
RAIN COMMODITIES LIMITED**

1. We have audited the attached Consolidated Balance Sheet of **RAIN COMMODITIES LIMITED** ("the Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group") as at December 31, 2012, the Statement of Consolidated Profit and Loss and the Consolidated Cash Flow Statement of the Group for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's Management and have been prepared on the basis of the separate financial statements and other information regarding components. Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of certain subsidiaries, whose financial statements reflect total assets of ₹ 91,668,541 thousands as at December 31, 2012, total revenues of ₹ 32,640,975 thousands and net cash inflows amounting to ₹ 39,709,616 thousands for the year ended on that date as considered in the Consolidated Financial Statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in respect of these subsidiaries is based solely on the reports of the other auditors.
4. We report that the Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21 (Consolidated Financial Statements) as notified under the Companies (Accounting Standards) Rules, 2006.

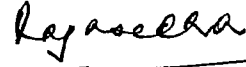
Deloitte Haskins & Sells

5. Based on our audit and on consideration of the separate audit reports on the individual financial statements of the Company and its aforesaid subsidiaries, to the best of our information and according to the explanations given to us, in our opinion, the Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at December 31, 2012;
- (ii) in the case of the Statement of Consolidated Profit and Loss, of the profit of the Group for the year ended on that date and
- (iii) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For DELOITTE HASKINS & SELLS

Chartered Accountants
(Registration No. 008072S)



K. Rajasekhar
Partner

(Membership No. 23341)

HYDERABAD, February 20, 2013