



RAIN COMMODITIES LIMITED

RCOL/SEs/2012

October 1, 2012

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</u> <u>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: Compliance of Clause 35A of the Listing Agreement - Buy Back of shares by
 Rain Commodities Limited from Open Market through Stock Exchanges -Reg.
 Ref: Scrip Code :500339 (BSE) and Scrip Code : RAINCOM (NSE).

With reference to the above stated subject, we bring to your kind notice that the Shareholders of the Company have approved the Buy back of 1,27,00,000 equity shares of the Company at a price not exceeding Rs.46/- per equity share for an amount not exceeding Rs.4,600 lakhs through Postal Ballot on 1st October, 2012.

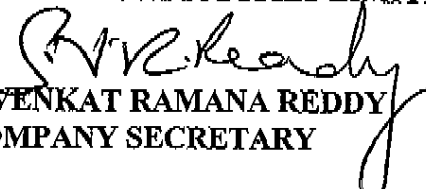
The details of Results of the Postal Ballot are enclosed at Annexure – I.

Also find enclosed the Report issued by Mr. DVM Gopal, Practising Company Secretary, Scrutinizer for postal ballot as Annexure – II.

This is for your information and record.

Thanking you,

Yours Sincerely,
 for RAIN COMMODITIES LIMITED


S. VENKAT RAMANA REDDY
 COMPANY SECRETARY

RAIN COMMODITIES LIMITED

Regd. Off: Rain Center, 34, Srinagar Colony, Hyderabad - 500073, A.P., India

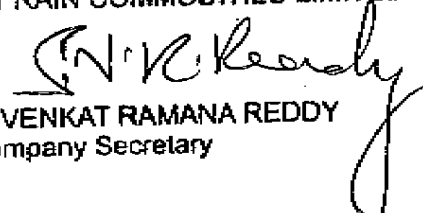
The Details of Results of the Postal ballot

ANNEXURE - I

Promoter/ Public	No. of Equity shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	No. of Votes – invalid	% of Votes in favour on votes polled	% of Votes against on votes polled	% of Votes invalid on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)	(7)= [(4)/(2)]*100	(8)= [(5)/(2)]*100	(9)= [(6)/(2)]*100
Promoter and Promoter Group	150,456,095	-NIL-	-NIL-	-NIL-	-NIL-	-NIL-	-NIL-	-NIL-	-NIL-
Public – Institutional Holders	132,868,015	76,089,343	57.27	76,085,343	-NIL-	4,000	99.99	-NIL-	0.01
Public - Others	60,848,785	1,505,434	2.47	1,257,662	54,496	193,276	83.54	3.62	12.84
Total	344,172,895	77,594,777	22.55	77,343,005	54,496	197,276	99.68	0.07	0.25

The Special Resolution as set out in the Postal Ballot Notice dated 13th August, 2012 was accordingly passed by the requisite majority.

For RAIN COMMODITIES LIMITED


S. VENKAT RAMANA REDDY
Company Secretary



dvmgopal & associates

company secretaries

To
The Chairman,
Rain Commodities Limited,
Rain Center, 34, Srinagar Colony,
Hyderabad – 500073, A.P

Dear Sir,

SUB: Scrutinizer's Report on Postal Ballot.

This report is for the Special Resolution under section 77A of the Companies Act, 1956 seeking consent of the Members for buy-back of fully paid up equity shares of the Company.

The resolution is passed as per the provisions of Section 77A of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed.

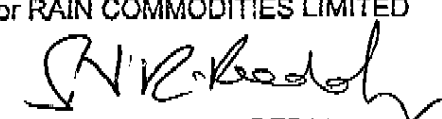
Pursuant to your letter dated August 13, 2012, we have been appointed as "Scrutinizer" for the voting by Postal Ballot to be carried out by the Company under the provisions of Section 192A of the Companies Act 1956.

As confirmed by the Company and Registrar and Share Transfer Agents, the Postal Ballot forms were mailed to all members on August 23, 2012. In accordance with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, all ballots received upto 5.00 p.m. on September 28, 2012 have been considered for our scrutiny.

The details relating to the ballot papers are set out in the table below:

1	Total No. of members responded	1,244
2	Total No. of votes/shares received	7,75,94,777
3	Resolution Voting:	
	No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)
	7,73,43,005 (99.68 %)	54,496 (0.07%)
	No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution
	1131	60
		Neutral/Invalid/Abstain votes (%)
		1,97,276 (0.25%)
		No. of Shareholders Votes Neutral/Invalid/Abstain
		53

Certified True Copy
For RAIN COMMODITIES LIMITED


S. VENKAT RAMANA REDDY

Company Secretary

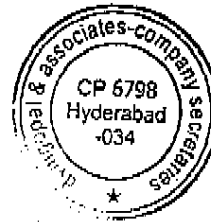
6/3/154-159, Flat No. 303, 3rd Floor, Royal Majestic, Prem Nagar Colony, Near Care Hospital, Road No.1, Banjara Hills, Hyderabad-500 004. Tel : +91-40-2001 2933 Mobile: 98491 53690, 80992 53693 E-mail: dvmgopal@gmail.com

On verification, we hereby confirm that none of the Promoters, Promoter Group and Persons Acting in Concert participated in the Postal Ballot.

On the basis of the above results, the Special Resolution as set out in the Notice dated August 13, 2012 has been duly passed by the members with requisite majority.

According to our observations, the process of Postal Ballot has been conducted in a fair and transparent manner.

for dvmgopal & associates
Company Secretaries



dvmgopal
Proprietor
C.P. No. 6798

Place: Hyderabad
Date: 1st October 2012