

RAIN COMMODITIES LIMITED

Regd. Office: Rain Center, 34, Srinagar Colony, Hyderabad – 500 073, Andhra Pradesh, India.

Tel: +91 40 4040 1234, Fax: +91 40 4040 1214, Website: www.raincommodities.com

Email: secretarial@privacement.com

Dear Member,

May 13, 2013

POSTAL BALLOT

(NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956)

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 ("the Act") read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules"), that the Resolution appended below is proposed to be passed by the Members as a Special Resolution by way of Postal Ballot by giving their assent/ dissent. The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto alongwith a Postal Ballot Form.

The Board of Directors of the Company at its Meeting held on May 13, 2013 have, subject to the consent of Members of the Company, approved the proposal for changing the name of the Company from Rain Commodities Limited to **Rain Industries Limited** in accordance with Section 21 and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as 'the Act'). Under the provisions of Section 21 of the Act, the Company is required to obtain the approval of the Members by way of a Special Resolution for changing the name of the Company for which the Company is opting to pass the Resolution through Postal Ballot. Accordingly, the Company seeks your consent to the proposed Special Resolution contained in this Notice.

CHANGE OF NAME OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 21 and other applicable provisions of the Companies Act, 1956, consent of the members of the Company be and is hereby accorded for changing the name of the Company from Rain Commodities Limited to **Rain Industries Limited**.

FURTHER RESOLVED THAT pursuant to Section 16, 31 and other applicable provisions of the Companies Act, 1956, the Name Clause appearing in the Memorandum of Association and the Articles of Association be suitably altered to reflect the new name of the Company viz., "**Rain Industries Limited**".

FURTHER RESOLVED THAT the name Rain Commodities Limited wherever it appears in the Memorandum of Association and Articles of Association of the Company be substituted by the new name **Rain Industries Limited**.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid resolution, including but not limited to signing and execution of necessary forms, papers, writings, agreements and documents as may be deemed necessary and expedient in its discretion and to sign, execute, file necessary forms, papers, writings, agreements and documents with the Registrar of Companies, Stock Exchanges, Securities and Exchange Board of India (SEBI), The National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and such other authorities as may be required and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

**By order of the Board
For Rain Commodities Limited**

Place : Hyderabad
Date : May 13, 2013

**S. Venkat Ramana Reddy
Company Secretary**

NOTES:

1. The Explanatory Statement setting out all material facts as required under Section 173(2) of the Companies Act, 1956 in respect of special business of the Company is appended and forms part of the Notice.
2. The Company has appointed Mr. DVM Gopal, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the Member.
4. The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on 10th May, 2013. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date and time.
5. You are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising the vote and return the said form duly completed and signed in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on 28th June, 2013. The envelope may also be deposited personally at the address given thereon. Consent received thereafter shall be treated as if the reply from the Member has not been received. Also, no other Form or Photocopy thereof is permitted. However, an envelope containing postal ballot if sent by any other modes at the expenses of the registered Members will also be accepted.
6. **The Company is pleased to offer e-voting facility as an alternate, for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot.** E-voting is optional. In case a Member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for E-Voting printed on the back side of the Postal Ballot Form. He/She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.

Members who have registered their e-mails for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs and who wish to vote through Postal Ballot Form can seek duplicate form from the Registered Office of the Company and send/submit the same by post at the Registered Office of the Company addressed to the Scrutinizer.
7. If the Members has voted differently in both physical as well as electronic modes, votes cast by way of Physical Postal Ballot would be considered valid.
8. The Scrutinizer will submit his Report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be announced on 2nd July, 2013 at the Registered Office of the Company, situated at Rain Center, 34, Srinagar Colony, Hyderabad – 500 073, Andhra Pradesh, India, and the Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman, if the results of the Postal Ballots indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The result of the Postal Ballot will be hosted on the website of the Company, www.raincommodities.com besides being notified to the BSE Limited, National Stock Exchange of India Limited and Delhi Stock Exchange Limited. The results shall also be announced through a newspaper advertisement.
9. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote for Change of name of the Company which requires consent of the shareholders.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 FORMING PART OF THE NOTICE

As required under Section 173(2) read with Section 21 and other applicable provisions of the Companies Act, 1956, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of change of name of the Company.

1. The Board of Directors of the Company at its Meeting held on May 13, 2013 ('Board Meeting') approved the proposal for change of name of the Company subject to approval of the members and other regulatory approvals.
2. The Company and its subsidiaries are engaged in the business of manufacturing and trading of Calcined Petroleum Coke, Carbon Pitch, Chemicals, Cement and also generation of Electricity. As the Company and its subsidiaries are engaged in multiple products, it is proposed to change the name of the Company to Rain Industries Limited to reflect the businesses being carried on by the Company and its Subsidiary Companies. The Registrar of Companies, Andhra Pradesh, Hyderabad, vide its letter Dated 10th May, 2013 has made available the name Rain Industries Limited for changing the name of the Company from Rain Commodities Limited to Rain Industries Limited.
3. All the material documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association and relevant Board Resolution would be available for inspection at the Registered Office of the Company on all working days except Sunday and Public Holidays, between 10.00 a.m to 5.00 p.m upto the date of declaration of the Postal Ballot results.
4. The Board of Directors of your Company recommends the Special Resolution for your approval. None of the Directors of the Company is, in any way, concerned or interested in the Resolution.

**By order of the Board
For Rain Commodities Limited**

**S. Venkat Ramana Reddy
Company Secretary**

**Place: Hyderabad
Date: May 13, 2013**

RAIN COMMODITIES LIMITED**Registered Office:** Rain Center, 34, Srinagar Colony, Hyderabad – 500 0073, Andhra Pradesh, India**POSTAL BALLOT FORM****(Please read the instructions before filling this form)****Sl No.:**

1. Name of Shareholder(s) :
(including joint holders, if any)
(in block letters)
2. Registered Address of the Sole/
First named Member(s) :
3. Registered Folio No./ DPID No.* / :
Client ID No.*
(*applicable to investors holding
shares in dematerialised form)
4. No. of Equity Shares held :
5. I/ We hereby exercise my/ our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 13th May, 2013, by sending my/ our assent (FOR) or dissent (AGAINST) to the said Resolution by placing tick (✓) mark at the appropriate box below:

Item No	Item	Nature of Resolution	No. Of Equity shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1	Special Resolution pursuant to the provisions of Section 21 of the Companies Act, 1956 for changing the name of the Company from Rain Commodities Limited to Rain Industries Limited.	Special Resolution			

Place:

Date:

(Signature of the Member)**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	User Id	Password/PIN

Last date for receipt of Postal Ballot form by Scrutinizer is 28th June, 2013 (before the close of the working hours i.e., 5.00 p.m.).**Note: Please read the instructions printed over leaf carefully before exercising your vote.**

INSTRUCTIONS

Member(s) can opt only one mode for voting i.e., either by Physical Ballot or e-voting. In case you are opting for E-voting, then do not vote by Physical Ballot also and vice versa. However, in case Member(s) cast their vote both by Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. DVM Gopal, Practising Company Secretary in the attached self-addressed business reply envelope on or before 5.00 p.m. and 28th June, 2013. The postage will be borne and paid by the Company. However, envelopes containing postal ballot form(s), if sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. This form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case postal ballot form is signed through a Delegate, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
4. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (✓) mark in the appropriate column.
5. Duly completed postal ballot form should reach the Scrutinizer on or before 5.00 p.m. on 28th June, 2013. All postal ballot forms received after this date will be strictly treated as if reply from such Member has not been received.
6. There will be only one postal ballot form for every folio/Client ID irrespective of the number of joint Member (s).
7. In case of shares held by Companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/authority letter.
8. A Member can request for duplicate postal ballot form. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the last date of receipt of postal ballot form i.e., 28th June, 2013.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on 10th day of May, 2013.
10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. A Member need not use all the votes nor needs to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
13. Incomplete, unsigned or incorrect postal ballot forms will be rejected.
14. The result of the postal ballot will also be posted on the website of the Company www.raincommodities.com and also in the newspaper(s) for the information of the Members.
15. The Company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional.
16. Members cannot appoint a proxy to exercise their voting powers through Postal Ballot.
17. The date of declaration of the result of Postal Ballot will be taken to be the date of passing of the resolution.
18. The item of business covered by this Postal Ballot will not be transacted at any General Meeting.
19. **PROCEDURE AND INSTRUCTIONS FOR E-VOTING**

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User - ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • 1003 followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. 1-800-3454-001 for any further clarifications.
- iv) Members can cast their vote online from 27th May, 2013 @ 9.00 AM to 28th June, 2013 @ 5.00 PM.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile no., email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., **Rain Commodities Limited**.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member do not wants to cast, select 'ABSTAIN'
- 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) Corporate/Institutional Members (corporate /FIs/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board Resolution to the Scrutinizer through e-mail to dvmgopal@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_1003".