RAIN COMMODITIES LIMITED

RCOL/SEs/2012 October 1, 2012

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

Dear Sir/ Madam,

Sub: 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.

In compliance with Regulation 5(2) of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, please find enclosed herewith certified true copy of Resolution passed by the shareholders approving the Buyback of equity shares.

Also find enclosed report of Scrutinizer on postal ballot.

This is for your information and record.

Thanking you,

Yours Sincerely,
for **RAIN COMMODITIES LIMITED**

S. VENKAT RAMANA REDDY
COMPANY SECRETARY

Regd. Office: Rain Center,
34, Srinagar Colony,
Hyderabad-500 073, A.P., India

Phone: +91 (40) 40401234
Fax: +91 (40) 40401214
Email: secretarial@priyacement.com
Website: www.raincommodities.com

RAIN COMMODITIES LIMITED

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF RAIN COMMODITIES LIMITED THROUGH POSTAL BALLOT ON MONDAY, OCTOBER 1, 2012 AT 4.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT "RAIN CENTER", 34, SRINAGAR COLONY, HYDERABAD – 500 073, ANDHRA PRADESH.

"**RESOLVED THAT** in accordance with Article 28a of the Articles of Association of the Company and pursuant to the provisions of Section 77A, 77AA, 77B and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as **"the Act"**) and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, including any amendments, statutory modification(s) or re-enactment, for the time being in force (hereinafter referred to as **"Buy-back Regulations"**) and, subject to such other approvals, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**the Board**" which expression shall include any Board Committee and / or any Director / Officer authorized by the Board for the purpose) for the purchase of the Company's fully paid-up Equity Shares with face value of ₹ 2 each to the extent of, but not exceeding 25% of the Company's fully paid-up Equity Shares at the price not exceeding ₹ 46/- (Rupees Fourty Six only) per Equity Share from the Open Market through the BSE Limited and / or The National Stock Exchange of India Limited (**'Buy-Back'**), subject to the condition that the aggregate amount to be expended by the Company for the said Buy-back shall not exceed ₹ 4,600 lakhs, i.e., within 25% of the Company's fully paid-up equity share capital and free reserves based on the audited financial statements of the Company as at December 31, 2011, less the amount utilized during the financial year 2012 for the buy-back which was approved by the Board on October 25, 2011.

FURTHER RESOLVED THAT the number of shares to be bought back shall be subject to a minimum of 31,75,000 Equity Shares (Minimum Offer Shares) and a maximum of 1,27,00,000 Equity Shares (Maximum Offer Shares).

FURTHER RESOLVED THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred as also to execute such documents, writings, etc., to any Committee of the Board or any other Director(s) or Executive(s)/Officer(s) of the Company as may be necessary to give effect to the aforesaid resolution, including but not limited to appointment of Merchant Bankers, Brokers, Bankers, Solicitors, Registrars, Depository Participants and other intermediaries / agencies for the implementation of the Buy-back, to make applications seeking approval of appropriate authorities and to initiate all necessary action for opening of accounts, preparation and issuance of various documents, including Public Announcement, Declaration of Solvency, and Certificate of Extinguishment of shares/share certificates required to be filed in connection with the Buy-back and such other undertakings, agreements, papers, documents and correspondence as may be necessary in this

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regard, to the Securities and Exchange Board of India, BSE Limited, The National Stock Exchange of India Limited, Delhi Stock Exchange Limited, Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and / or other authorities.

FURTHER RESOLVED THAT the Board in its absolute discretion, be and is hereby authorized to accept and make, in the interest of the Company, any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buy-back, in accordance with the statutory requirements, including the decision of closure of Buy-back once the minimum number of shares are bought back and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in relation to the proposed Buy-back at any stage without requiring to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

For RAIN COMMODITIES LIMITED

S. VENKAT RAMANA REDDY
Company Secretary

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34, Srinagar Colony,
Hydcrabad-500 073, A.P., India

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Email: secretarial@priyacement.com
Website: www.raincommodities.com

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 (%)	Neutral/Invalid/Abstain votes (%)
7,73,43,005 (99.68 %)	**54,496 (0.07%)**	**1,97,276 (0.25%)**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
1131	**60**	**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 & associates-company secretaries
CP 6798
Hyderabad
-034

dvmgopal
Proprietor
C.P. No. 6798

Place: Hyderabad
Date: 1st October 2012