RAIN INDUSTRIES LIMITED
(Formerly Rain Commodities Limited)

RIL/SEs/2015 June 12, 2015

The General Manager Department of Corporate Services **BSE Limited** PhirozeJeejeebhoy Towers Dalal Street, Fort Mumbai-400 001	The Manager Listing Department **The National Stock Exchange of India Limited** BandraKurla Complex Bandra East Mumbai – 400 051

Dear Sir/Madam,

Sub: Compliance of Clause 35A of the Listing Agreement.
Ref : Scrip Code: 500339 (BSE) and Scrip code : RAIN (NSE).

With reference to the above stated subject, we bring to your kind notice that the shareholders of the Company have approved the following Ordinary Resolutions at the 40th Annual General Meeting (AGM) held on June 11, 2015:

S No	Description
1)	Approved the Standalone Audited Balance Sheet as at 31st December, 2014, Statement of Profit and Loss and Cash flow Statement for the financial year ended as on that date and the reports of Directors and Auditors thereon.
2)	Approved the Consolidated Audited Balance Sheet as at 31st December, 2014, Statement of Profit and Loss and Cash flow Statement for the financial year ended as on that date and the reports of Auditors thereon.
3)	Ratified the Interim dividend on equity share capital of the Company for the financial year ended 31st December, 2014.
4)	Re-appointed Mr. N. Radhakrishna Reddy as a Director;
5)	Re-appointed Mr. N. Sujith Kumar Reddy as a Director;
6)	Re-Appointed M/s. B S R & Associates LLP, Chartered Accountants (ICAI Regn. No.116231W/ W-100024),, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 43rd Annual General Meeting of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM); and
7)	Appointed Ms. Radhika Vijay Haribhakti as an Independent Director (Woman Director).

In this connection, please find enclosed herewith the Report issued by Mr. DVM Gopal, Practising Company Secretary, Scrutinizer for voting at Annexure – I.

Also find enclosed herewith the details of Results of the voting in the format prescribed under Clause 35A of theListing Agreement at Annexure – II.

This is for your information and record.

Thanking you,

Yours faithfully,
forRain Industries Limited

S. VenkatRamana Reddy
Company Secretary

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Hyderabad 500073
India

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Email: secretarial@rain-industries.com
Website: www.rain-industries.com
CIN: L26942TG1974PLC001693

To
The Chairman,
40th Annual General Meeting,
M/s. Rain Industries Limited
Hyderabad – 500 073

Dear Sir,

SUB: Consolidated Scrutinizers Report of E-Voting, Postal Ballot & Physical Voting at AGM
REF: Notice of 40th Annual General Meeting

We M/s. dvmgopal & associates, Company Secretaries, Represented by Mr. D.V.M. Gopal, Company Secretary in Practice were appointed as Scrutinizers;

a) To scrutinize the e-voting and Postal Ballot process for the items to be transacted at the 40th Annual General Meeting to be held on 11.06.2015;

b) To scrutinize the physical ballot (Poll) voting process at the 40th Annual General Meeting at 11.00 am on 11.06.2015 for the shareholders who have not opted to vote through the e-voting process and postal ballot.

The Registrar and Share Transfer Agent, (RTA & Service Provider), M/s. Karvy Computershare Private Limited, has provided a system for recording the electronic votes of the shareholders on all the items of the business (both Ordinary and Special Business) sought to be transacted at the 40th Annual General Meeting (AGM) of the Company. The Service Provider had set up e-voting facility on their website https://evoting.karvy.com.

The Company has also allowed physical voting through ballot system for those shareholders, who are present at the meeting and have not opted to vote through the e-voting process and postal ballot at the Company's Annual General Meeting held at 11.00 A.M. on the June11, 2015.

We hereby submit our report as under:

1. The e-voting period remained open from 10.00 A.M. on June 7, 2015**to** 05.00 P.M. on the June 10, 2015. Upon conclusion of the e-voting period and postal ballot the E-voting votes and Postal Ballot votes were unblocked on 10th June 2015 at around 5.31 P.M. in the presence of two witnesses' Ms. Shriya Sood and Mr. PSR Ch. Murthy, who are not in employment of the Company.
2. At the AGM, Physical Ballots duly filled were deposited in ballot box kept open for voting, upon completion, the same were un-locked in my presence.
3. The Shareholders as on June 4 2015, the cut-off date are entitled to vote on the proposed resolutions contained in the notice of the Annual General Meeting.
4. We have collated the votes downloaded from e-voting system, postal ballot and the votes cast through physical ballot to declare the final results for each of the resolution forming part of the AGM Notice and ascertained number of Shares voted "**in favor**" or "**against**" or "**invalidated votes**".

We hereby submit Consolidated Scrutinizer's Report as per the provisions of Section 108, 109 and 110 of the Companies Act, 2013 and Clause 35B of the listing agreement, containing the following results for every resolution under **E-Voting, Postal Ballot & Physical voting**.

Certified True Copy
For Rain Industries Limited

S. Venkat Ramana Reddy
Company Secretary
Membership No.A14143

6/3/154-159, Flat No. 303, 3rd Floor, Royal Majestic, Prem Nagar Colony, Near Banjara Hills Care Hospital, Hyderabad-500 004. Ph : +91-40-2331 2933, Mobile: 98491 53690 E-mail: dvmgopal@gmail.com

ITEM NO. 1:

Ordinary Resolution - Adoption of the Standalone Balance Sheet as at December 31, 2014, Statement of Profit and Loss for the Financial Year ended on December 31, 2014, Cash Flow Statement for the Financial Year ended December 31, 2014 and reports of Directors and Auditors thereon:

1	Total No. of Members responded	353
2	Total No. of Votes / Shares received	208686183
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
208682602 (99.9998)	501 (0.0002)	3080
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
344	2	8

ITEM NO. 2:

Ordinary Resolution - Adoption of the Consolidated Balance Sheet as at December 31, 2014, Statement of Profit and Loss for the Financial Year ended on December 31, 2014, Cash Flow Statement for the Financial Year ended December 31, 2014 and Report of Auditors thereon:

1	Total No. of Members responded	353
2	Total No. of Votes / Shares received	208686183
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
208680542 (99.9995)	1026 (0.0005)	4615
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
340	4	10



ITEM NO. 3:

Ordinary Resolution - Ratification of interim dividend:

1	Total No. of Members responded	353
2	Total No. of Votes / Shares received	208976723
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
208968673 (99.9988)	2,500 (0.0012)	5550
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
336	4	13

ITEM NO. 4:

Ordinary Resolution - Appointment of Director in place of Mr. N. Radhakrishna Reddy, who retires by rotation and being eligible offers himself for re-appointment:

1	Total No. of Members responded	353
2	Total No. of Votes / Shares received	208976723
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
208971573 (99.9997)	525 (0.0003)	4,625
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
340	2	11

ITEM NO. 5:

Ordinary Resolution - Appointment of a Director in place of Mr. N. Sujith Kumar Reddy, who retires by rotation and being eligible offers himself for re-appointment

1	Total No. of Members responded	353
2	Total No. of Votes / Shares received	208976715
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
208969874 (99.9997)	726 (0.0003)	6115
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
338	4	12

DVM Gopal & Associates Company Secretaries Hyderabad 500 004

ITEM NO. 6:

Ordinary Resolution -Appointment of M/s. B S R & Associates LLP, Chartered Accountants (ICAI Regn. No.116231W/W-100024), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 43rd Annual General Meeting of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM);.

1	Total No. of Members responded	353
2	Total No. of Votes / Shares received	208976717
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
208971315 (99.9998)	502 (0.0002)	4,900
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
341	2	11

ITEM NO. 7:

Ordinary Resolution - Appointment of Ms. Radhika Vijay Haribhakti as an Independent Director (Woman Director) for a period of three years:

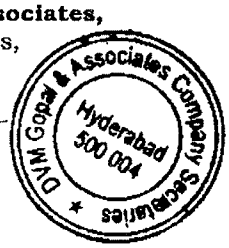
1	Total No. of Members responded	353
2	Total No. of Votes / Shares received	208976723
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
208964438 (99.9992)	1740 (0.0008)	10545
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
332	3	19

We further confirm that the Registers and Records generated from the e-voting platform of Service Provider including the Registers maintained by us in respect of the votes casted through Electronic, Postal Ballot and Physical means are being maintained in electronic form. The Registers and all other records/papers relating to e-voting, postal ballot and physical voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be returned.

YOU MAY ACCORDINGLY DECLARE THE RESULT OF VOTING BASED ON THE AFORESAID VOTING PATTERN.

Thanking you,

Yours faithfully
For **dvmgopal & associates,**
Company Secretaries,



D V M Gopal
Proprietor
C P No. 6798,
FCS No. 6280

Place: Hyderabad
Date: 12th June 2015

RAIN INDUSTRIES LIMITED
(Formerly Rain Commodities Limited)

Annexure II

VOTING RESULT

Date of 40th Annual General Meeting	:	June 11, 2015
Total number of shareholders on record date	:	40,017 (June 4, 2015)
No. of Shareholders present in the meeting either in person or through proxy:		169
Promoters and Promoter Group	:	12
Public	:	157
No. of shareholders attending though video conferencing:		
Promoters and Promoter Group	:	NIL
Public	:	NIL

Agenda-wise details of the resolutions:

S No	Description	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands /Poll / Postal Ballot / E-voting)
1)	Approved the Standalone Audited Balance Sheet as at 31st December, 2014, Statement of Profit and Loss and Cash flow Statement for the financial year ended as on that date and the reports of Directors and Auditors thereon.	Ordinary	Poll, Postal Ballot and E-voting
2)	Approved the Consolidated Audited Balance Sheet as at 31st December, 2014, Statement of Profit and Loss and Cash flow Statement for the financial year ended as on that date and the reports of Auditors thereon.	Ordinary	Poll, Postal Ballot and E-voting
3)	Ratified the Interim dividend on equity share capital of the Company for the financial year ended 31st December, 2014.	Ordinary	Poll, Postal Ballot and E-voting
4)	Re-appointed Mr. N. Radhakrishna Reddy as a Director;	Ordinary	Poll, Postal Ballot and E-voting
5)	Re-appointed Mr. N. Sujith Kumar Reddy as a Director;	Ordinary	Poll, Postal Ballot and E-voting
6)	Re-Appointed M/s. B S R & Associates LLP, Chartered Accountants (ICAI Regn. No.116231W/ W-100024),, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 43rd Annual General Meeting of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM); and	Ordinary	Poll, Postal Ballot and E-voting
7)	Appointed Ms. Radhika Vijay Haribhakti as an Independent Director (Woman Director).	Ordinary	Poll, Postal Ballot and E-voting

For Rain Industries Limited

S. Venkat Ramana Reddy
Company Secretary
Membership No.A14143

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Email: secretarial@rain-industries.com
Website: www.rain-industries.com
CIN: L26942TG1974PLC001693

RAIN INDUSTRIES LIMITED

(Formerly Rain Commodities Limited) CIN: L26942TG1974PLC001693

Regd. Off: "Rain Center", 34, Srinagar Colony, Hyderabad - 500 073, Telangana State, India. Ph.No.040-40401234; Fax:040-40401214

Email: secretarial@rain-industries.com; www.rain-industries.com

40th Annual General Meeting - The Details of Results of Voting (E-voting, Postal Ballot and Poll)

1. To receive, consider and adopt the Standalone Balance Sheet as at December 31, 2014, Statement of Profit and Loss for the Financial Year ended on December 31, 2014, Cash Flow Statement for the Financial Year ended December 31, 2014 and reports of Directors and Auditors thereon:

Resolution No	Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
1	Promoter and Promoter Group	138230536	138230536	100	138230536	0	100	0
	Public -- Institutional Holders	112249601	52847415	47.08	52847415	0	100	0
	Public-Others	85865542	17605152	20.50	17604651	501	99.9971	0.0028
	Total	**336345679**	**208683103**	**62.044**	**208682602**	**501**	**99.9998**	**0.0002**

Result: On the basis of the above results, the Chairman declared that the Ordinary Resolution as set out in the Item No. 1 of the notice dated February 27, 2015 has been duly passed by the members with the requisite majority.

2. To receive, consider and adopt the Consolidated Balance Sheet as at December 31, 2014, Statement of Profit and Loss for the Financial Year ended on December 31, 2014, Cash Flow Statement for the Financial Year ended December 31, 2014 and Report of Auditors thereon:

Resolution No	Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
2	Promoter and Promoter Group	138230536	138230536	100	138230536	0	100	0
	Public – Institutional Holders	112249601	52847415	47.08	52847415	0	100	0
	Public-Others	85865542	17603617	20.50	17602591	1026	99.9941	0.0058
	Total	**336345679**	**208681568**	**62.044**	**208680542**	**1026**	**99.9995**	**0.0005**

Result: On the basis of the above results, the Chairman declared that the Ordinary Resolution as set out in the Item No. 2 of the notice dated February 27, 2015 has been duly passed by the members with the requisite majority.

For Rain Industries Limited

S. Venkat Ramana Reddy
Company Secretary
Membership No.A14143

3. To approve and ratify interim dividend:

Resolution No	Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
3	Promoter and Promoter Group	138230536	138230536	100	138230536	0	100	0
	Public – Institutional Holders	112249601	53137950	47.34	53137950	0	100	0
	Public-Others	85865542	17602687	20.50	17600187	2500	99.9857	0.0142
	Total	**336345679**	**208971173**	**62.130**	**208968673**	**2500**	**99.9988**	**0.0012**

Result: On the basis of the above results, the Chairman declared that the Ordinary Resolution as set out in the Item No. 3 of the notice dated February 27, 2015 has been duly passed by the members with the requisite majority.

4. To appoint a Director in place of Mr. N. Radhakrishna Reddy, who retires by rotation and being eligible offers himself for re-appointment:

Resolution No	Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
4	Promoter and Promoter Group	138230536	138230536	100	138230536	0	100	0
	Public – Institutional Holders	112249601	53137950	47.34	53137950	0	100	0
	Public-Others	85865542	17603612	20.50	17603087	525	99.997	0.0029
	Total	**336345679**	**208972098**	**62.130**	**208971573**	**525**	**99.9997**	**0.0003**

Result: On the basis of the above results, the Chairman declared that the Ordinary Resolution as set out in the Item No. 4 of the notice dated February 27, 2015 has been duly passed by the members with the requisite majority.

5. To appoint a Director in place of Mr. N. Sujith Kumar Reddy, who retires by rotation and being eligible offers himself for re-appointment:

Resolution No	Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
5	Promoter and Promoter Group	138230536	138230536	100	138230536	0	100	0
	Public – Institutional Holders	112249601	53137950	47.34	53137950	0	100	0
	Public-Others	85865542	17602114	20.50	17601388	726	99.9958	0.0041
	Total	**336345679**	**208970600**	**62.130**	**208969874**	**726**	**99.9997**	**0.0003**

Result: On the basis of the above results, the Chairman declared that the Ordinary Resolution as set out in the Item No. 5 of the notice dated February 27, 2015 has been duly passed by the members with the requisite majority.

For Rain Industries Limited

S. Venkat Ramana Reddy
Company Secretary
Membership No.A14143

6. To appoint M/s. B S R & Associates LLP, Chartered Accountants (ICAI Regn. No.116231W/W-100024), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 43rd Annual General Meeting of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM);

Resolution No	Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
6	Promoter and Promoter Group	138230536	138230536	100	138230536	0	100	0
	Public – Institutional Holders	112249601	53137950	47.34	53137950	0	100	0
	Public-Others	85865542	17603331	20.50	17602829	502	99.9971	0.0028
	Total	**336345679**	**208971817**	**62.130**	**208971315**	**502**	**99.9998**	**0.0002**

Result: On the basis of the above results, the Chairman declared that the Ordinary Resolution as set out in the Item No. 6 of the notice dated February 27, 2015 has been duly passed by the members with the requisite majority.

7. To appoint Ms. Radhika Vijay Haribhakti as an Independent Director (Woman Director):

Resolution No	Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
7	Promoter and Promoter Group	138230536	138230536	100	138230536	0	100	0
	Public – Institutional Holders	112249601	53137950	47.34	53137950	0	100	0
	Public-Others	85865542	17597692	20.49	17595952	1740	99.9901	0.0098
	Total	**336345679**	**208966178**	**62.128**	**208964438**	**1740**	**99.9992**	**0.0008**

Result: On the basis of the above results, the Chairman declared that the Ordinary Resolution as set out in the Item No. 7 of the notice dated February 27, 2015 has been duly passed by the members with the requisite majority.

For Rain Industries Limited

S. Venkat Ramana Reddy
Company Secretary
Membership No.A14143

Place: Hyderabad
Date: June 12, 2015