

Date: 16<sup>th</sup> January, 2015

From:

N. Anupama Reddy  
Plot No. 38, Srinagar Colony,  
Hyderabad – 500 073,  
Telangana State, India

To

|                                                                                                                                                           |                                                                                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The General Manager<br>Department of Corporate Services<br><b>BSE Limited</b><br>Phiroze Jeejeebhoy Towers<br>Dalal Street, Fort<br><u>Mumbai-400 001</u> | The Manager<br>Listing Department<br><b>The National Stock Exchange of India Limited</b><br>Bandra Kurla Complex<br>Bandra East<br><u>Mumbai – 400 051</u> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|

Dear Sir/Madam,

**Sub: Report under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Ref : Scrip Code: 500339 (BSE) and Scrip code : RAIN (NSE)

With reference to the above stated subject, I bring to your kind notice that I propose to acquire 2,62,59,865 Equity Shares (7.81%) of Rs. 2/- each (Face Value) of Rain Industries Limited through Gift from N. Jagan Mohan Reddy (Husband) (85,86,640 Equity Shares (2.55%)) and from Ananthaxmi Reddy (sister) (1,76,73,225 Equity Shares (5.25%)) (immediate relatives and existing promoters) on 23<sup>rd</sup> January, 2015.

In this connection, please find enclosed herewith the report under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your information and record

Thanking you,

Yours faithfully,

  
N. Anupama Reddy

**Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|    |                                                                                                                                                                                                                                                                        |                                                                                                                                                                           |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Name of the Target Company (TC)                                                                                                                                                                                                                                        | <b>RAIN INDUSTRIES LIMITED</b>                                                                                                                                            |
| 2. | Name of the acquirer(s)                                                                                                                                                                                                                                                | N. Anupama Reddy                                                                                                                                                          |
| 3. | Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters                                                                                                               | N. Anupama Reddy is one of the existing Promoter of the Target Company and immediate relative of the transferor and also holds 0.04% equity shares in the Target Company. |
| 4. | Details of the proposed acquisition                                                                                                                                                                                                                                    |                                                                                                                                                                           |
|    | a. Name of the person(s) from whom shares are to be acquired                                                                                                                                                                                                           | N. Jagan Mohan Reddy (Husband); and Ananthalexmi Reddy (Sister)                                                                                                           |
|    | b. Proposed date of acquisition                                                                                                                                                                                                                                        | 23 <sup>rd</sup> January, 2015                                                                                                                                            |
|    | c. Number of shares to be acquired from each person mentioned in 4(a) above                                                                                                                                                                                            | N. Jagan Mohan Reddy (Husband) – 85,86,640 equity shares (2.55%); and Ananthalexmi Reddy (Sister) – 1,76,73,225 equity shares (5.25%)                                     |
|    | d. Total shares to be acquired as % of share capital of TC                                                                                                                                                                                                             | 7.81%                                                                                                                                                                     |
|    | e. Price at which shares are proposed to be acquired                                                                                                                                                                                                                   | Acquisition of Shares through Gift.                                                                                                                                       |
|    | f. Rationale, if any, for the proposed transfer                                                                                                                                                                                                                        | Acquisition of Shares through Gift from Husband and Sister(Immediate Relatives).                                                                                          |
| 5. | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer                                                                                                                                                                 | 10(1)(a)(i)                                                                                                                                                               |
| 6. | If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period. | Rs.49.13                                                                                                                                                                  |
| 7. | If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.                                                                                                                                                         | Not Applicable.                                                                                                                                                           |
| 8. | Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.                                                                                                                | Not Applicable.<br>(The acquisition is through Gift from Husband and Sister (Immediate Relatives))                                                                        |
| 9. | Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)                | Enclosed as Annexure – I.                                                                                                                                                 |

*N. Anupama*

|     |                                                                                                                                                  |                                 |                                   |                                |                                   |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|-----------------------------------|--------------------------------|-----------------------------------|
| 10. | Declaration by the acquirer that all the conditions specified under regulation 10(1) (a) with respect to exemptions has been duly complied with. | Enclosed as Annexure – I.       |                                   |                                |                                   |
| 11. | Shareholding details                                                                                                                             | Before the proposed transaction |                                   | After the proposed transaction |                                   |
|     |                                                                                                                                                  | No. of shares /voting Rights    | % w.r.t total share capital of TC | No. of shares /voting rights   | % w.r.t total share capital of TC |
|     | a) Acquirer(s) and PACs (other than sellers)(*)                                                                                                  |                                 |                                   |                                |                                   |
|     | N. Anupama Reddy (Donee)                                                                                                                         | 1,25,410                        | 0.04%                             | 2,63,85,275                    | 7.84%                             |
|     | <b>PACs</b>                                                                                                                                      |                                 |                                   |                                |                                   |
|     | N. Radhakrishna Reddy                                                                                                                            | 1,03,83,730                     | 3.09%                             | 1,03,83,730                    | 3.09%                             |
|     | N. Sujith Kumar Reddy                                                                                                                            | 1,00,28,770                     | 2.98%                             | 1,00,28,770                    | 2.98%                             |
|     | N. Indira Reddy                                                                                                                                  | 75,13,100                       | 2.23%                             | 75,13,100                      | 2.23%                             |
|     | N. Swarnalatha Reddy                                                                                                                             | 10,42,000                       | 0.31%                             | 10,42,000                      | 0.31%                             |
|     | N Akhila Reddy                                                                                                                                   | 3,62,065                        | 0.11%                             | 3,62,065                       | 0.11%                             |
|     | N. Lakshminarasa Reddy                                                                                                                           | 4,65,250                        | 0.14%                             | 4,65,250                       | 0.14%                             |
|     | K. Arundhathi Reddy                                                                                                                              | 14,285                          | 0.0042%                           | 14,285                         | 0.0042%                           |
|     | Sujala Investments Private Limited                                                                                                               | 3,77,66,675                     | 11.23%                            | 3,77,66,675                    | 11.23%                            |
|     | Focus India Brands Private Limited                                                                                                               | 2,53,16,465                     | 7.53%                             | 2,53,16,465                    | 7.53%                             |
|     | Nivce Holdings Private Limited                                                                                                                   | 81,43,250                       | 2.42%                             | 81,43,250                      | 2.42%                             |
|     | Arunachala Holdings Private Limited                                                                                                              | 52,72,500                       | 1.57%                             | 52,72,500                      | 1.57%                             |
|     | PCL Financial Services Pvt. Limited                                                                                                              | 37,80,750                       | 1.12%                             | 37,80,750                      | 1.12%                             |
|     | Arunachala Logistics (P) Limited                                                                                                                 | 9,89,245                        | 0.29%                             | 9,89,245                       | 0.29%                             |
|     | b) Seller (s) (Donors)                                                                                                                           |                                 |                                   |                                |                                   |
|     | N. Jagan Mohan Reddy (Husband)                                                                                                                   | 85,86,740                       | 2.55%                             | 100                            | 0.00003%                          |
|     | Ananthaxmi Reddy (Sister)                                                                                                                        | 1,76,73,225                     | 5.25%                             | NIL                            | NIL                               |
|     | <b>Total Promoter Holding in the TC (including acquirer, PACs and Sellers holding) (a) + (b)</b>                                                 | <b>13,74,63,460</b>             | <b>40.87%</b>                     | <b>13,74,63,460</b>            | <b>40.87%</b>                     |

**Note:**

- (\*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Date: 16<sup>th</sup> January, 2015

Place: Hyderabad

*N. Anupama*  
N. Anupama Reddy  
Name of the Acquirer

**Declaration**

I, N. Anupama Reddy, proposed acquirer of 2,62,59,865 equity shares (7.81%) of Rain Industries Limited, pursuant to Regulation 10(1)(a)(i) read with regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 do hereby declare that :-

- The acquisition is through Gift from Husband and Sister;
- The transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)
- All the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.

Date: 16<sup>th</sup> January, 2015

Place: Hyderabad

*N. Anupama*

N. Anupama Reddy  
Name of the Acquirer