



RAIN INDUSTRIES LIMITED
(Formerly Rain Commodities Limited)

RIL/SEs/2015

June 22, 2015

The General Manager Department of Corporate Services BSE Limited PhirozeJeejeebhoy Towers Dalal Street, Fort <u>Mumbai-400 001</u>	The Manager Listing Department The National Stock Exchange of India Limited BandraKurla Complex Bandra East <u>Mumbai – 400 051</u>
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Dear Sir/Madam,

Sub: Certified true copies of the Minutes of 40th Annual General Meeting of the Shareholders of the Company – Reg.

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

Further to our letter dated June 12, 2015 where in we have submitted the Report issued by Mr. DVM Gopal, Practising Company Secretary, Scrutinizer alongwith the details of Results of the voting in the format prescribed under Clause 35A of the Listing Agreement in connection with the 40th Annual General Meeting of the Shareholders of the Company held on June 11, 2015

In this connection, please find enclosed herewith Certified true copy of the Minutes of 40th Annual General Meeting of the Shareholders of the Company held on June 11, 2015.

This is for your information and records.

Thanking You,

Yours faithfully,
for Rain Industries Limited


S. Venkat Ramana Reddy
Company Secretary

MINUTES BOOK

MINUTES OF THE 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RAIN INDUSTRIES LIMITED HELD ON THURSDAY THE JUNE 11, 2015 AT 11.00 A.M. AT KLN PRASAD AUDITORIUM, THE FEDERATION OF TELANGANA AND ANDHRA PRADESH CHAMBERS OF COMMERCE & INDUSTRY (FTAPCCI), RED HILLS, HYDERABAD-500 004, TELANGANA STATE, INDIA

DIRECTORS PRESENT :

Mr. N. Radhakrishna Reddy	- Chairman
Mr. N. Jagan Mohan Reddy	- Managing Director
Mr. N. Sujith Kumar Reddy	- Director
Mr. Dipankar Basu	- Independent Director
Mr. S.L. Rao	- Independent Director
Mr. H.L. Zutshi	- Independent Director
Ms. Radhika Vijay Haribhakti	- Independent Director

Also Present :

Mr. Sriam Mahalingam	- Partner, M/s. BSR & Associates LLP. Chartered Accountants, Statutory Auditors.
Mr. DVM Gopal	- Scrutinizer - Practicing Company Secretary
Mr. T. Srinivasa Rao	- Chief Financial Officer
Mr. S. Venkat Ramana Reddy	- Company Secretary

MEMBERS PRESENT IN PERSON : 165

MEMBERS PRESENT BY PROXY : 4

Mr. N. Radhakrishna Reddy, Chairman of the Company occupied the Chair and on being satisfied that sufficient quorum was present at the meeting, ordered for commencement of the proceedings.

The Chairman welcomed the members and their representatives present and introduced the Directors and Statutory Auditors present at the meeting.

With the permission of the members, the Chairman took the Notice of the 40th Annual General Meeting as read and requested Mr. N. Jagan Mohan Reddy, Managing Director to address the shareholders.

Mr. N. Jagan Mohan Reddy explained the shareholders of the Company about the performance of the Company during the financial year ended 31st December, 2014.

The Chairman thereafter, requested Mr. Sriam Mahalingam, Partner, M/s. BSR & Associates LLP, Statutory Auditors to read the Auditors Report.

Mr. Sriam Mahalingam, Partner, M/s. BSR & Associates LLP, Chartered Accountants, Statutory Auditors read the Auditors Report.

The Chairman commenced the business items of the Agenda one after the other.

S. Venkat Ramana Reddy
S. Venkat Ramana Reddy

Company Secretary
Membership No. A14143

Certified True Copy

CHAIRMAN'S INITIALS

W. R. Reddy

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The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 10.00 a.m. on June 7, 2015 and ended at 5.00 p.m. on June 10, 2015.

The Chairman further informed the members that pursuant to Provisions of Section 109 and 110 of the Companies Act, 2013, the Company has provided facility for voting through Postal Ballot and also Poll.

The Chairman further informed that the Company has appointed Mr. DVM Gopal, Practicing Company Secretary as a Scrutinizer for conducting the voting process through e-voting, postal ballot and poll.

After Scrutiny of votes polled through e-voting, postal ballot and physical voting through poll at Annual General Meeting, Mr. DVM Gopal, Scrutinizer has submitted his report to the Chairman.

The Chairman, based on the report submitted by Scrutinizer has declared the voting results as follows:

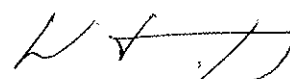
- 1) To receive, consider and adopt the Standalone Balance Sheet as at December 31, 2014, Statement of Profit and Loss for the Financial Year ended on December 31, 2014, Cash Flow Statement for the Financial Year ended December 31, 2014 and reports of Directors and Auditors thereon.

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

"RESOLVED THAT the Standalone Audited Balance Sheet of the Company as at December 31, 2014, Statement of Profit & Loss for the Financial Year ended on December 31, 2014, Cash flow statement for the financial year ended December 31, 2014 and the Reports of the Directors and the Auditors thereon be and are hereby received and adopted".

Results: 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 as mentioned above has been duly passed by the members with the requisite majority.

CHAIRMAN'S INITIALS



MINUTES BOOK

- 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:

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

"RESOLVED THAT the Consolidated Audited Balance Sheet of the Company as at December 31, 2014, Statement of Profit & Loss for the Financial Year ended on December 31, 2014, Cash flow statement for the financial year ended December 31, 2014 and the Reports of the Directors and the Auditors thereon be and are hereby received and adopted".

Results: 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 as mentioned above has been duly passed by the members with the requisite majority.

- 3) To approve and ratify 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

"RESOLVED THAT the interim dividend at the rate of 50% on the paid up Equity share capital of the Company i.e., Rs.1.00 per equity share on face value of Rs.2 each to the equity

CHAIRMAN'S INITIALS

[Signature]

MINUTES BOOK

shareholders of the Company as declared by the Board of Directors be and is here by approved and ratified.”

Results: 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 as mentioned above 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:

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

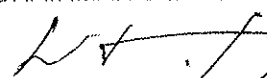
“RESOLVED THAT Mr. N. Radhakrishna Reddy, Director who retires by rotation at this Annual General Meeting be and is hereby reappointed as Director of the Company”.

Results: 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 as mentioned above 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:

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

CHAIRMAN'S INITIALS



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“RESOLVED THAT Mr. N. Sujith Kumar Reddy, Director who retires by rotation at this Annual General Meeting be and is hereby reappointed as Director of the Company”.

Results: 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 as mentioned above has been duly passed by the members with the requisite majority.

- 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);**

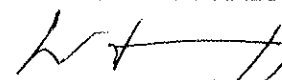
1	Total No. of Members responded	353
2	Total No. of Votes / Shares received	208976717
3	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
208971315 (99.9998)	502 (0.0002)	4,900
No. of Shareholders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

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. B S R & Associates LLP, Chartered Accountants (ICAI Regn. No.116231W/W-100024), be and are hereby re-appointed as 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).

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the Remuneration of the Auditors”

Results: 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 as mentioned above has been duly passed by the members with the requisite majority.

CHAIRMAN'S INITIALS



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SPECIAL BUSINESS:

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

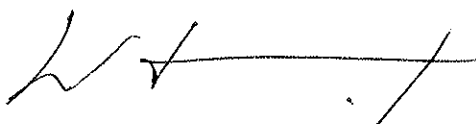
1	Total No. of Members responded	353
2	Total No. of Votes / Shares received	208976723
3	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
208964438 (99.9992)	1740 (0.0008)	10545
No. of Shareholders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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act and Clause 49 of Listing Agreement, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Ms. Radhika Vijay Haribhakti (DIN: 02409519), who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director (Woman Director) of the Company, for a period of 3 years i.e., from 11th June, 2015 to 10th June, 2018 and she shall not be liable to retire by rotation.”

Results: 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 as mentioned above has been duly passed by the members with the requisite majority.

VOTE OF THANKS

There was no other business to transact, the meeting concluded with a vote of thanks to the Chair.


N. RADHAKRISHNA REDDY
CHAIRMAN

Place: Hyderabad
 Date :June 12, 2015

CHAIRMAN'S INITIALS