



RAIN INDUSTRIES LIMITED

RIL/SEs/2016

January 20, 2016

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
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Dear Sir/Madam,

Sub: Compliance as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Special Resolution at the Court Convened Meeting held on January 19, 2016:

S No	Description
1)	Approved the Scheme of Arrangement between Rain Industries Limited, Rain Cements Limited, Moonglow Company Business Inc. BVI, and their respective shareholders and creditors under Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions of Companies Act 1956 and Companies Act, 2013.

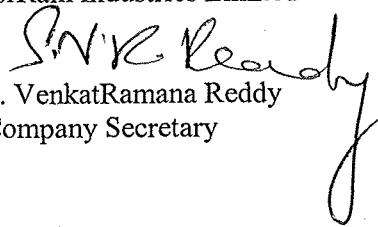
In this connection, please find enclosed herewith the Report issued by Mr. DVM Gopal, Practising Company Secretary, Scrutinizer for voting at Annexure – I.

Also find enclosed herewith the details of Results of the voting in the format prescribed under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 at Annexure – II.

This is for your information and record.

Thanking you,

Yours faithfully,
for Rain Industries Limited


S. VenkatRamana Reddy
Company Secretary



ANNEXURE - I

CONSOLIDATED SCRUTINIZER'S REPORT

The Chairperson for the Court Convened Meeting of Equity Shareholders,
Rain Industries Limited,
held on Tuesday, January 19, 2016 at 11.00 A.M
at KLN Prasad Auditorium,
The Federation of Telangana and Andhra Pradesh Chambers of Commerce & Industry,
Red Hills, Hyderabad-500 004, Telangana State, India

Dear Sir/Madam,

SUB: Consolidated Scrutinizers Report of E-Voting, Postal ballot and Physical voting at the Court Convened Meeting

REF: Notice of Court Convened Meeting held on January 19, 2016 at 11.00 A.M

We M/s. dvmgopal & associates, Company Secretaries, represented by Mr. D.V.M. Gopal, were appointed as Scrutinizers vide resolution passed by the Board at its Meeting held on November 11, 2015;

- a) To scrutinize the remote e-voting and Postal Ballot process for the item to be transacted at the Court Convened Meeting held on January 19, 2016;
- b) To scrutinize the physical ballot voting process at the Court Convened Meeting held on January 19, 2016 at 11.00 a.m. for the shareholders who have not opted to vote through the e-voting process and also through 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 the item of Special Business sought to be transacted at the Court Convened Meeting (CCM) 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 Form at the Court Convened Meeting of the shareholders of the Company held on the January 19, 2016 at 11.00 A.M. for those shareholders, who are present at the meeting and have not opted to vote through the e-voting and Postal Ballot process.

We hereby submit our report as under:

1. The remote e-voting period remained open from 11.00 A.M. on January 15, 2016 to 05.00 P.M. on the January 18, 2016. Upon conclusion of the e-voting period, the E-voting votes were unblocked on January 19, 2016 at around 5.30 P.M. in the presence of two witnesses Ms. Shriya Sood and Ms. Richa Singh, who are not in employment of the Company.
2. At the Court Convened Meeting, 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 January 12, 2016, the cut-off date were entitled to vote on the proposed resolutions contained in the notice of the Court Convened Meeting.
4. On completion of voting at the Meeting, the RTA & Service Provider, M/s. Karvy Computershare Private Limited provided us with the List of Members who had cast their votes, with their holding details and details of vote on the Resolution.
5. We have collated the votes downloaded from e-voting system, votes cast through postal ballot and votes casted through Ballot Form physically at the Court Convened Meeting to declare the final results for the resolution forming part of the Court Convened Meeting Notice and ascertained number of Shares voted "in favor" or "against" or "invalidated votes".

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6. Soft copy of the List of members, for both voting at the Court Convened Meeting as well as remote e-voting containing the details of members who voted 'FOR', 'AGAINST' and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the results by the Company.

We hereby submit Consolidated Scrutinizer's Report as per Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, containing the following results for the resolution under **E-Voting, Postal Ballot & Physical voting** as below.

Special Resolution- Approval of the Scheme of Arrangement between Rain Industries Limited, Rain Cements Limited, Moonglow Company Business Inc. BVI, and their respective shareholders and creditors under Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions of Companies Act 1956 and Companies Act, 2013:

The details of the results of voting are given below:

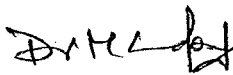
1	Total No. of Members responded	469
2	Total No. of Votes / Shares received	205,046,024
3	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
205,016,486(99.99%)	7,995 (0.00%)	21,543 (0.01%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
435	8	26

We further confirm that the Registers and Records generated from the remote e-voting platform of Service Provider including the Registers maintained by us in respect of the votes casted through electronic and physical means are being maintained in electronic form.

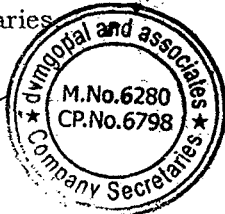
The Registers and all other records/papers relating to e-voting, Postal Ballot and Physical Ballot Papers shall remain in our safe custody until the Chairperson considers, approves and signs the minutes and thereafter the same shall be returned.

Thanking you,

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



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



Place: Hyderabad
Date: 20th January, 2016



RAIN INDUSTRIES LIMITED

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 CIN: L26942TG1974PLC001693

Court Convened General Meeting - The Details of Results of Voting (E-voting, Postal Ballot and Poll)

Date of the AGM/EGM	January 19, 2016
Total number of shareholders on record date	41,846
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	12
Public:	60
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	NIL
Public:	NIL

ITEM NO.1: Approval of the Scheme of Arrangement between Rain Industries Limited, Rain Cements Limited, Moonglow Company Business Inc. BVI, and their respective shareholders and creditors under Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions of Companies Act 1956 and Companies Act, 2013:

Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - 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
Promoter and Promoter Group	E-Voting	138230536	138230536	100.0000	138230536	0	100.0000	0.0000
	Poll	138230536	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	138230536	0	0.0000	00	0	0.0000	0.0000
	Total	138230536	138230536	100.00	138230536	0	100.00	-
Public- Institutions	E-Voting	100011779	44942183	44.9369	44942183	0	100.0000	0.0000
	Poll	100011779	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	100011779	0	0.0000	00	0	0.0000	0.0000
	Total	100011779	44942183	44.94	44942183	0	100.00	-
Public- Non Institutions	E-Voting	98103364	21305545	21.7174	21305545	0	100.0000	0.0000
	Poll	98103364	83387	0.0850	83387	0	100.0000	0.0000
	Postal Ballot (if applicable)	98103364	462830	0.4718	454835	7995	98.2725	1.7274
	Total	98103364	21851762	22.27	21843767	7995	99.9634	0.0366
Total		336345679	205024481	60.96	205016486	7995	99.9961	0.0039

For Rain Industries Limited

Result: On the basis of the above results, the Chairperson declared that the Special Resolution as set out in the Item of the notice dated December 8, 2015 has been duly passed by the members with the requisite majority.

Place: Hyderabad
 Date: January 20, 2016

S.N.R. Reddy
S. Venkat Ramana Reddy
 Company Secretary
 M.No. A14143