



To
The Chairman,
40thAnnual 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 40thAnnual 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 40thAnnual General Meeting to be held on 11.06.2015;
- b) To scrutinize the physical ballot (Poll) voting process at the 40thAnnual 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 40thAnnual 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 June 11, 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**.

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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



ITEM NO. 6:

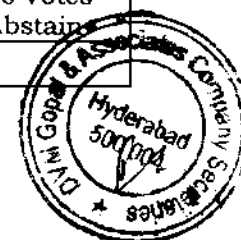
Ordinary Resolution -Appointment of M/s. B S R & Associates LLP, Chartered Accountants (ICAI Regn. No.116231W/W-100024), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 43rd Annual General Meeting of the Company 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

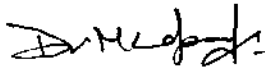


We further confirm that the Registers and Records generated from the e-voting platform of Service Provider including the Registers maintained by us in respect of the votes casted through Electronic, Postal Ballot and Physical means are being maintained in electronic form. The Registers and all other 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