



# RAIN INDUSTRIES LIMITED

RIL/SEs/2022

December 9, 2022

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

Sub: Compliance of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Results of Postal Ballot – Reg.  
Ref : Scrip Code: 500339 (BSE) & 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 through Postal ballot on December 8, 2022:

S No	Particulars
1)	Re-appointment of Mr. Varun Batra (DIN: 00020526), as an Independent Director of the Company for a period of 5 years i.e., from February 28, 2023 to February 27, 2028.

The profile of the aforesaid Director is attached as Annexure – I

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

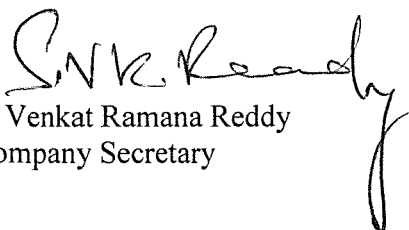
Also find enclosed herewith the details of Results of the Postal Ballot in the format prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 at Annexure – III.

We hereby affirm that Mr. Varun Batra is not debarred from holding the office of Independent Director by virtue of any Order of SEBI or any other Authority.

This is for your information and record.

Thanking you,

Yours faithfully,  
for Rain Industries Limited

  
S. Venkat Ramana Reddy  
Company Secretary



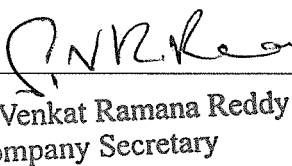
## RAIN INDUSTRIES LIMITED

### Annexure – I

#### Re-appointment of Mr. Varun Batra, as an Independent Director of Rain Industries Limited

S No	Particulars	Information
1	Name of the Director	Mr. Varun Batra (DIN: 00020526)
2	Reason for Change Viz., appointment, <del>resignation,</del> removal, <del>death</del> and otherwise;	The Shareholders of the Company have approved the re-appointment of Mr. Varun Batra (DIN: 00020526), as an Independent Director of the Company for a period of 5 years i.e., from February 28, 2023 to February 27, 2028.
3	Date of appointment / Cessation (as applicable)	For a period of 5 years i.e., from February 28, 2023 to February 27, 2028.
4	Brief Profile (in case of appointment)	<p>Mr. Varun Batra (55 years) is a Senior finance professional with more than 31 years of experience in the fields of Private Equity, Special Situations, Corporate Finance &amp; Capital Markets, Credit &amp; Relationship management across various Corporate &amp; Financial Institutional customers. He has relevant experience in Relationship, Risk &amp; Product Management and Debt &amp; Equity investing across the Capital Structure.</p> <p>Mr. Batra has built and led teams in both large &amp; small organizations with direct Frontline and Profit Centre responsibility. He is currently a Senior Partner and heads the Mumbai office for Baring Private Equity India Advisors LLP and Baring Private Equity India Investment Managers LLP.</p> <p>He was a Managing Director at Citibank N.A where he worked during the period 1997 – 2010. During his tenure at Citibank, he built and led Citigroup's Special Situations proprietary investments in India. Prior to that he headed the Corporate Finance &amp; Capital Markets business and was earlier responsible for relationships with customers Non-Bank Financial Institutions.</p> <p>He worked in ANZ Grindlays Bank, Mumbai during the period from 1991 to 1996.</p>

For Rain Industries Limited

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

Regd. Office: Rain Center  
34, Srinagar Colony  
Hyderabad 500073  
Telangana, India

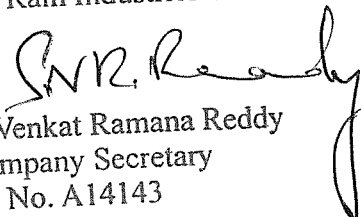
Phone: +91 (40) 40401234  
Fax: +91 (40) 40401214  
Email: secretarial@rain-industries.com  
Website: www.rain-industries.com  
CIN: L26942TG1974PLC001693



## RAIN INDUSTRIES LIMITED

		<p>He is a Director on the Boards of Sphaera Pharma Private Limited, Aditya Auto Products and Engineering (India) Private Limited and Sanchi Techstarter Private Limited.</p> <p>Mr. Batra is a Graduate in Mathematics from St. Xavier's College, Mumbai and Post Graduate in Management from the Indian Institute of Management (IIM), Ahmedabad.</p> <p>He is not holding any equity shares of the Company and he is not related to any Director or Manager or the Key Managerial Personnel of the Company.</p> <p>Mr. Varun Batra is not debarred from holding the office of Independent Director by virtue of any Order of SEBI or any other Authority.</p>
5	Disclosure of the relationships between Directors (in case of appointment of a Director)	Mr. Varun Batra is not related to any Director on the Board or Manager or the Key Managerial Personnel of the Company.

For Rain Industries Limited

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



**SCRUTINIZER'S REPORT**

**ANNEXURE-II**

**The Chairman,**  
RAIN INDUSTRIES LIMITED,  
"RAIN CENTER", 34,  
SRINAGAR COLONY,  
HYDERABAD - 500073,  
TELANGANA STATE, INDIA.

Dear Sir,

**SUB:** Report on the Postal Ballot by Remote E-Voting process- Rain Industries Limited - Reg  
**REF:** Notice of Postal Ballot dated **November 3, 2022**

We dvmgopal & associates, Company Secretaries, represented by Mr. D.V.M. Gopal, were appointed as Scrutinizers by resolution passed by the Board at its Meeting held on November 3, 2022, to scrutinize the Resolution proposed to be passed by the Members of the Company through Postal Ballot by Remote E-voting process ("E-Voting") pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021 and Circular No.3/2022 dated May 5, 2022 issued by Ministry of Corporate Affairs read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations.

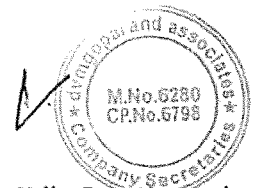
KFin Technologies Limited (KFintech), (Service Provider), has provided a system for recording the electronic votes of the Shareholders on all the items of the Special businesses sought to be transacted as per the Notice of the Postal Ballot. The Service Provider had set up e-voting facility on their website <https://evoting.kfintech.com/>.

The notice dated November 3, 2022, as confirmed by the Company in respect of the below mentioned resolution was sent through electronic mode to those members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA and SEBI Circulars.

We hereby submit our report as under:

1. The remote e-voting period remained open from 09.00 A.M. (IST) on November 09, 2022 to 17.00 Hours (IST) on December 08, 2022. Upon conclusion of the e-voting period, the E-voting votes were unblocked on December 08, 2022 at 17:00 hours, in the presence of two witnesses' Mr. Jayesh Khatri and Mr. Nihar Eluri, who are not in employment of the Company.
2. The Company had only provided Remote E-Voting facility to the shareholders, to cast their vote.
3. The Shareholders as on November 4, 2022, the cut-off date is entitled to vote electronically on the proposed resolutions contained in the notice of the Postal Ballot.
4. On completion of voting at the Meeting, the Service Provider, KFin Technologies Limited (KFintech) provided us with the List of Members who had cast their votes, with their holding details and details of vote on each of the Resolutions.

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5. We have collated the votes downloaded from e-voting system to declare the final results for each of the resolution forming part of the Postal Ballot Notice and ascertained number of Shares voted “in favor” or “against” or “invalidated votes”.
6. Soft copy of the List of members, 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 Scrutinizer’s Report as per the provisions of Section 108 and 109 of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, containing the following results for every resolution under remote E-Voting:

**ITEM NO. 1: Special Resolution-Re-appointment of Mr. Varun Batra as an Independent Director**

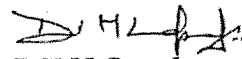
<b>1</b>	Total No. of Members responded	557
<b>2</b>	Total No. of Votes / Shares received	20,78,30,718
<b>3</b>	Total No. of Valid Votes/Shares	20,78,24,759 (100%)
<b>4</b>	<b>Resolution Voting:</b>	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain/Less votes
<b>20,73,60,184 (99.78%)</b>	<b>4,64,575 (0.22%)</b>	<b>5,959</b>
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain/Less votes
<b>524</b>	<b>28</b>	<b>5</b>

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 means are being maintained in electronic form.

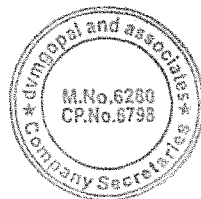
The Registers and all other records/papers relating to e-voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be returned.

Thanking you,

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



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



**Place: Hyderabad**  
**Date: 09.12.2022**  
**UDIN: F006280D002665596**  
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**RAIN INDUSTRIES LIMITED**

ANNEXURE - III

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

**Postal Ballot - The Details of Results of Voting (E-voting)**

Date of Declaration of Postal Ballot Results	December 9, 2022
Total number of shareholders on record date (Cut-off date i.e., November 4, 2022)	2,06,624
No. of shareholders present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

**ITEM NO.1** : Re-appointment of Mr. Varun Batra (DIN: 00020526), as an Independent Director of the Company for a period of 5 years i.e., from February 28, 2023 to February 27, 2028.

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 – 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
Promoter and Promoter Group	E-Voting	13,83,78,854	13,83,78,854	100.0000	13,83,78,854	0	100.0000	0.0000
	Poll		N A	N A	N A	N A	N A	N A
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	<b>Total</b>		<b>13,83,78,854</b>	<b>100.0000</b>	<b>13,83,78,854</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	6,46,24,527	5,77,37,572	89.3431	5,72,79,268	458304	99.2062	0.7938
	Poll		N A	N A	N A	N A	N A	N A
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	<b>Total</b>		<b>5,77,37,572</b>	<b>89.3431</b>	<b>5,72,79,268</b>	<b>458304</b>	<b>99.2062</b>	<b>0.7938</b>
Public- Non Institutions	E-Voting	13,33,42,298	1,17,08,333	8.7807	1,17,02,062	6271	99.9464	0.0536
	Poll		N A	N A	N A	N A	N A	N A
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	<b>Total</b>		<b>1,17,08,333</b>	<b>8.7807</b>	<b>1,17,02,062</b>	<b>6271</b>	<b>99.9464</b>	<b>0.0536</b>
<b>Total</b>		<b>33,63,45,679</b>	<b>20,78,24,759</b>	<b>61.7890</b>	<b>20,73,60,184</b>	<b>464575</b>	<b>99.7765</b>	<b>0.2235</b>

**Result:** On the basis of the above results, the Chairman declared that the Special Resolution as set out in the Item No.1 of the notice dated November 3, 2022 has been duly passed by the members with the requisite majority.

Place: Hyderabad  
Date: December 9, 2022

For Rain Industries Limited

*S. Venkat Ramana Reddy*  
**S. Venkat Ramana Reddy**  
 Company Secretary  
 M. No. A14143