



## RAIN INDUSTRIES LIMITED

RIL/SEs/2017

May 6, 2017

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: 42<sup>nd</sup> Annual General Meeting Proceedings– Reg.

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

With reference to the above stated Subject, in compliance with Regulation 30 read with Schedule- III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we bring to your kind notice the Summary of Proceedings of 42<sup>nd</sup> Annual General Meeting of Rain industries Limited as follows:

### Summary of Proceedings of 42<sup>nd</sup> Annual General meeting:

The 42<sup>nd</sup> Annual General Meeting of the members of Rain Industries Limited (the Company) was held on Friday, May 5, 2017 at 3.00 P.M. (IST) at KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce & Industry (FTAPCCI), Red Hills, Hyderabad-500 004, Telangana State, India.

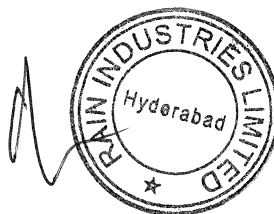
**MEMBERS PRESENT IN PERSON : 253**

**MEMBERS PRESENT BY PROXY : 18**

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 42<sup>nd</sup> Annual General Meeting as read and requested Mr. N. Jagan Mohan Reddy, Managing Director to address the shareholders.





## RAIN INDUSTRIES LIMITED

Mr. N. Jagan Mohan Reddy explained the shareholders of the Company about the performance of the Company during the financial year ended December 31, 2016.

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 informed that the Statutory Registers are available for inspection by any member.

The Chairman requested the shareholders to raise any questions on the Reports and Accounts.

The Shareholders asked certain questions regarding operations of the Company, future plans, etc.

Mr. N. Jagan Mohan Reddy answered to the questions raised by the Shareholders.

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

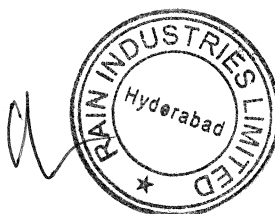
The Chairman informed the Members that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the e-voting facility and Postal ballot to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting.

The Chairman further informed the members that pursuant to Provisions of Section 109 of the Companies Act, 2013, the Company has provided facility for voting through 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 scrutinizers report was received and accordingly all the following resolutions as set out in the notice of 42<sup>nd</sup> Annual General Meeting were declared as passed:





## RAIN INDUSTRIES LIMITED

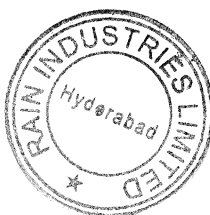
Resolution No.	Particulars
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Standalone Balance Sheet as at December 31, 2016, Statement of Profit and Loss for the Financial Year ended on December 31, 2016, Cash Flow Statement for the Financial Year ended December 31, 2016 and reports of Boards' and Auditors thereon.
2.	To receive, consider and adopt the Consolidated Balance Sheet as at December 31, 2016, Statement of Profit and Loss for the Financial Year ended on December 31, 2016, Cash Flow Statement for the Financial Year ended December 31, 2016 and Report of Auditors thereon.
3.	To approve and ratify interim dividend.
4.	To appoint a Director in place of Mr. N. Radhakrishna Reddy, who retires by rotation and being eligible offers himself for re-appointment.
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.
6.	To ratify appointment of M/s. BSR & Associates LLP, as Statutory Auditors of the Company from this 42nd Annual General Meeting till the conclusion of 43rd Annual General Meeting.
<b>Special Business</b>	
7.	To amend the main Objects Clause of Memorandum of Association

This is for your information and records.

Thanking you,

Yours faithfully,  
for **Rain Industries Limited**

  
**S. Venkat Ramana Reddy**  
Company Secretary





# RAIN INDUSTRIES LIMITED

RIL/SEs/2017

May 6, 2017

The General Manager Department of Corporate Services <b>BSE Limited</b> PhirozeJeejeebhoy Towers Dalal Street, Fort Mumbai-400 001	The Manager Listing Department <b>The National Stock Exchange of India Limited</b> Bandra Kurla 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 Resolutions at the 42<sup>nd</sup> Annual General Meeting (AGM) held on May 5, 2017:

S No	Description
<b>Ordinary Resolution</b>	
1)	To receive, consider and adopt the Stand alone Balance Sheet as at December 31, 2016, Statement of Profit and Loss for the Financial Year ended on December 31, 2016, Cash Flow Statement for the Financial Year ended December 31, 2016 and reports of Boards' and Auditors thereon.
2)	To receive, consider and adopt the Consolidated Balance Sheet as at December 31, 2016, Statement of Profit and Loss for the Financial Year ended on December 31, 2016, Cash Flow Statement for the Financial Year ended December 31, 2016 and Report of Auditors thereon
3)	To approve and ratify interim dividend.
4)	To appoint a Director in place of Mr. N. Radhakrishna Reddy (DIN: 00021052), who retires by rotation and being eligible offers himself for re-appointment.
5)	To appoint a Director in place of Mr. N. Sujith Kumar Reddy (DIN: 00022383), who retires by rotation and being eligible offers himself for re-appointment.
6)	Ratification of the appointment of M/s. B S R & Associates LLP, Chartered Accountants as Statutory Auditors of the Company to hold the office from the conclusion of this 42nd Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company to be held in the year 2018.
<b>Special Resolution</b>	
7)	To amend the Main Object Clause of Memorandum of Association

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. Venkat Ramana Reddy  
Company Secretary



**CONSOLIDATED SCRUTINIZER'S REPORT**

ANNEXURE - I

**The Chairman,**

M/s. RAIN INDUSTRIES LIMITED,  
"RAIN CENTER", 34,  
SRINAGAR COLONY,  
HYDERABAD TG 500073

Dear Sir,

**SUB:** Consolidated Scrutinizers Report of E-Voting and Physical Voting at AGM

**REF:** Notice of 42<sup>nd</sup> Annual General Meeting

We M/s. 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 February 23, 2017.

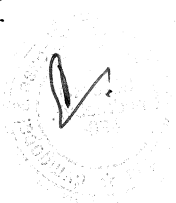
- a) To Scrutinize the Remote E-voting process for the items (Item 1-6) to be transacted at the 42<sup>nd</sup> Annual General Meeting (AGM) to be held on May 05, 2017; and also
- b) To scrutinize the physical ballot voting process at the 42<sup>nd</sup> Annual General Meeting at 3.00 P.M on May 05, 2017 for the shareholders who have not opted to vote through the remote e-voting process.

M/s Karvy Computershare Private Limited (Karvy), (Service Provider), 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 42<sup>nd</sup> Annual General Meeting (AGM) of the Company. The Service Provider had set up e-voting facility on their website <https://www.evoting.karvy.com>.

The Company has also allowed physical voting through Poll System for those shareholders, who were present at the Company's Annual General Meeting held at 3.00 P.M on 05.05.2017 and have not opted to vote through the remote e-voting process.

We hereby submit our report as under:

1. The remote e-voting period remained open from 10.00 A.M. on April 5, 2017 and ended at 5.00 P.M. on May 4, 2017. Upon conclusion of the e-voting period, the E-voting votes were unblocked on May 5, 2017 at around 5PM hours. In the presence of two witnesses' Ms. Ansu Thomas and Ms. Shriya Sood, 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 April 28, 2017, the cut-off date are entitled to vote on the proposed resolutions contained in the notice of the Annual General Meeting.
4. On completion of voting at the Meeting, the Service Provider, M/s. Karvy Computershare Private Limited (Karvy) 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.
5. We have collated the votes downloaded from e-voting system 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"
6. Soft copy of the List of members, for both voting at the AGM 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 the provisions of Section 108 of the Companies Act, 2013 and Clause 44 of the Listing Regulation, containing the following results for every resolution under **E-Voting & Physical voting**:

**ITEM NO. 1:**

**Ordinary Resolution- Consider and adopt the Stand alone Balance Sheet as at December 31, 2016, Statement of Profit and Loss for the Financial Year ended on December 31, 2016, Cash Flow Statement for the Financial Year ended December 31, 2016 and reports of Boards' and Auditors thereon.**

<b>1</b>	Total No. of Members responded	307
<b>2</b>	Total No. of Votes / Shares received	191123475
<b>3</b>	Total No. of Valid Votes/Shares	191104357
<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 votes
191104354 <b>(100.00%)</b>	3 <b>(0.00%)</b>	19118
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>285</b>	<b>2</b>	<b>20</b>

**ITEM NO. 2:**

**Ordinary Resolution- Consider and adopt the Consolidated Balance Sheet as at December 31, 2016, Statement of Profit and Loss for the Financial Year ended on December 31, 2016, Cash Flow Statement for the Financial Year ended December 31, 2016 and Report of Auditors thereon**

<b>1</b>	Total No. of Members responded	307
<b>2</b>	Total No. of Votes / Shares received	191123475
<b>3</b>	Total No. of Valid Votes/Shares	191103467
<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 votes
191103464 <b>(100.00%)</b>	3 <b>(0.00%)</b>	20008
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>283</b>	<b>2</b>	<b>22</b>

**ITEM NO. 3:****Ordinary Resolution- Approve and ratify interim dividend:**

<b>1</b>	Total No. of Members responded	<b>307</b>
<b>2</b>	Total No. of Votes / Shares received	191123475
<b>3</b>	Total No. of Valid Votes/Shares	191103609
<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 votes
191103606 <b>(100.00%)</b>	<b>3</b> <b>(0.00%)</b>	19866
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>284</b>	<b>2</b>	<b>21</b>

**ITEM NO. 4:****Ordinary Resolution- Re-appointment of Mr. N. Radhakrishna Reddy, (DIN: 00021052) Director who retires by rotation.**

<b>1</b>	Total No. of Members responded	<b>307</b>
<b>2</b>	Total No. of Votes / Shares received	191123475
<b>3</b>	Total No. of Valid Votes/Shares	52873073
<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 votes
52872928 <b>(100.00%)</b>	<b>145</b> <b>(0.00%)</b>	138250402
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>270</b>	<b>3</b>	<b>34</b>

**ITEM NO. 5:****Ordinary Resolution- Re-appointment of Mr. N. Sujith Kumar Reddy (DIN: 00022383), Director who retires by rotation:**

<b>1</b>	Total No. of Members responded	<b>307</b>
<b>2</b>	Total No. of Votes / Shares received	191123475
<b>3</b>	Total No. of Valid Votes/Shares	52871073
<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 votes
52870928 <b>(100.00%)</b>	<b>145</b> <b>(0.00%)</b>	138252402
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>269</b>	<b>3</b>	<b>35</b>

**ITEM NO. 6:**

**Ordinary Resolution- Ratification of Appointment of Statutory Auditor:**


<b>1</b>	Total No. of Members responded	<b>307</b>
<b>2</b>	Total No. of Votes / Shares received	191123475
<b>3</b>	Total No. of Valid Votes/Shares	191101467
<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 votes
188885306 <b>(98.84%)</b>	2216161 <b>(1.16%)</b>	22008
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>272</b>	<b>12</b>	<b>23</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 and Physical means are being maintained in electronic form.

The Registers and all other records/papers relating to e-voting 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.

Thanking you,

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

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



**Place: Hyderabad**  
**Date: 5<sup>th</sup> May 2017**





**SCRUTINIZER'S REPORT**

**May 5, 2017**

**The Chairman,**  
M/s. Rain Industries Limited  
Rain Center, 34, Srinagar Colony,  
Hyderabad – 500 073

Dear Sir,

**SUB:** Report on the Postal Ballot and e-voting- M/s. Rain Industries Limited - Reg.

**REF:** Notice of Postal Ballot dated **February 23, 2017**

1. The Board of Directors of the Company had vide resolution passed at the Board Meeting held on February 23, 2017 appointed me as "Scrutinizer" for conducting the Postal ballot voting and e-voting process in pursuance of provisions of Section 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015, to seek the approval of the Shareholders for passing of the Special Resolution.
2. I have completed the scrutiny of e-voting and Postal Ballot forms received and submit my report as under:
  - a) The Company has completed on April 3, 2017, the dispatch of Notice along with Postal ballot Forms and a self addressed postage prepaid business reply envelope to its members through courier, whose email ID was not registered with the Company or its Registrar and Transfer Agent and sent Postal Ballot notice through email along with the details of Login ID and password to its members whose email ID was registered with the Company or the Registrar and Transfer Agent.
  - b) The e-voting had commenced from April 5, 2017 at 10.00 A.M and ended on May 4, 2017 at 5.00 P.M.
  - c) The Shareholders of the Company had an option to vote on resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility to cast their votes on the designated website <https://evoting.karvy.com>.
  - d) The particulars of all postal ballot forms received from the members as well as details of e-voting as recorded through online platform provided by M/s. Karvy Computershare Private Limited have been consolidated and entered in a Computerized Register separately maintained for the purpose.
  - e) The postal ballot forms were duly scrutinized and the Shareholding was matched/confirmed with the Register of Shareholder(s) of the Company.
  - f) All the postal ballot forms received either in physical or by casting of votes electronically through Karvy Computershare Private Limited portal up to the close of working hours i.e., 5.00 P.M on May 4, 2017, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
  - g) The Postal ballot forms which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.

h) Postal Ballot forms received after 5.00 P.M on May 4, 2017, were not considered for my scrutiny.

i) I did not find any defaced or mutilated ballot paper.

3. In accordance with the Basis of Acceptance and Basis of Rejection and on proper scrutiny of all the Ballot papers, I report the result of the Postal Ballot as under:

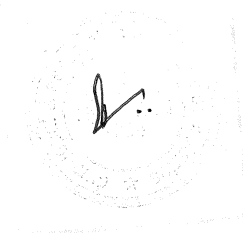
**Special Resolution- Amendment of the Object Clause of Memorandum of Association:**

**PHYSICAL BALLOTS:**

<b>1</b>	Total No. of Members responded	<b>89</b>
<b>2</b>	Total No. of Votes / Shares received	<b>1,10,375</b>
<b>3</b>	Total No. of Valid Votes/Shares	99,551
<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 votes
<b>99,551 (100.00%)</b>	<b>0 (0.00%)</b>	<b>10824</b>
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>78</b>	<b>0</b>	<b>11</b>

**E-VOTING:**

<b>1</b>	Total No. of Members responded	<b>111</b>
<b>2</b>	Total No. of Votes / Shares received	193,865,696
<b>3</b>	Total No. of Valid Votes/Shares	193,856,499
<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 votes
193,848,346 <b>(99.996%)</b>	8153 <b>(0.004%)</b>	9197
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>100</b>	<b>4</b>	<b>7</b>



**CONSOLIDATED**

<b>1</b>	Total No. of Members responded	200
<b>2</b>	Total No. of Votes / Shares received	193,976,071
<b>3</b>	Total No. of Valid Votes/Shares	193,956,050
<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 votes
193,947,897 <b>(99.996%)</b>	8,153 <b>(0.004%)</b>	20,021
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>178</b>	<b>4</b>	<b>18</b>

**On the basis of the above results, I report that the members have approved the Item No. 7 of the AGM Notice dated February 23, 2017 through Special Resolution.**

A detailed Ballot Register is attached to this report for your ready reference. You may accordingly declare the result of the Voting by postal ballot.

**For dvmgopal & associates**

Company Secretaries

*DVM Gopal*

**DVM Gopal**

Proprietor

C.P. No. 6798

FCS No. 6280





# 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

ANNEXURE - II

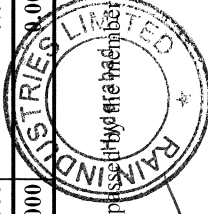
## 42nd Annual General Meeting - The Details of Results of Voting (E-voting, Postal Ballot and Poll)

Date of the AGM	May 5, 2017
Total number of shareholders on record date	42,910
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	13
Public:	258
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	NIL
Public:	NIL

**ITEM NO.1 :** To receive, consider and adopt the Stand alone Balance Sheet as at December 31, 2016, Statement of Profit and Loss for the Financial Year ended on December 31, 2016, Cash Flow Statement for the Financial Year ended December 31, 2016 and reports of Boards' and Auditors thereon.

Resolution required: (Ordinary/ Special)							Ordinary 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	138230536	138230536	100.0000	138230536	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		138230536	100.0000	138230536	0	100.0000	0.0000	
Public- Institutions	E-Voting	82380677	33691395	40.8972	33691395	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		33691395	40.8972	33691395	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	115734466	19037152	16.4490	19037149	3	100.0000	0.0000	
	Poll		41056	0.0000	41056	0	100.0000	0.0000	
	Postal Ballot		104218	0.0000	104218	0	100.0000	0.0000	
	Total		19182426	16.4490	19182423	3	100.0000	0.0000	
Total		336345679	191104357		191104354	3	100.0000	0.0000	

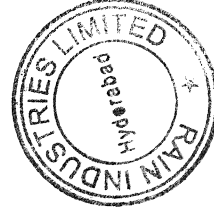
**Result:** On the basis of the above results, the Chairperson declared that the Ordinary Resolution as set out in the Item No.1 of the notice dated February 23, 2017 has been duly passed by the members with the requisite majority.



**ITEM NO.2 :** To receive, consider and adopt the Consolidated Balance Sheet as at December 31, 2016, Statement of Profit and Loss for the Financial Year ended on December 31, 2016, Cash Flow Statement for the Financial Year ended December 31, 2016 and Report of Auditors thereon

Resolution required: (Ordinary/ Special)						Ordinary 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	138230536	138230536	100.0000	138230536	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>138230536</b>	<b>100.0000</b>	<b>138230536</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public- Institutions	E-Voting	82380677	33691395	40.8972	33691395	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>33691395</b>	<b>40.8972</b>	<b>33691395</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public- Non Institutions	E-Voting	115734466	19037152	16.4490	19037149	3	100.0000	0.0000	
	Poll		41056	0.0355	41056.00	0	100.0000	0.0000	
	Postal Ballot		103328	0.0893	103328	0	100.0000	0.0000	
	<b>Total</b>		<b>19181536</b>	<b>16.5737</b>	<b>19181533</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>	
<b>Total</b>		<b>336345679</b>	<b>191103467</b>	<b>56.8176</b>	<b>191103464</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>	

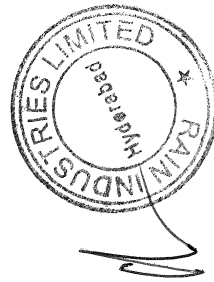
**Result:** On the basis of the above results, the Chairperson declared that the Ordinary Resolution as set out in the Item No.2 of the notice dated February 23, 2017 has been duly passed by the members with the requisite majority.



**ITEM NO.3 : To approve and ratify interim dividend.**

Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting	138230536	138230536	100.0000	138230536	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>138230536</b>	<b>100.0000</b>	<b>138230536</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public- Institutions	E-Voting	82380677	33691395	40.8972	33691395	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>33691395</b>	<b>40.8972</b>	<b>33691395</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public- Non Institutions	E-Voting	115734466	19037294	16.4491	19037291	3	100.0000	0.0000	
	Poll		41056	0.0355	41056	0	100.0000	0.0000	
	Postal Ballot		103328	0.0893	103328	0	100.0000	0.0000	
	<b>Total</b>		<b>19181678</b>	<b>16.5739</b>	<b>19181675</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>	
<b>Total</b>		<b>336345679</b>	<b>191103609</b>	<b>56.8176</b>	<b>191103606</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>	

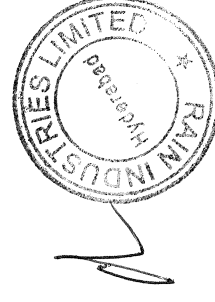
**Result:** On the basis of the above results, the Chairperson declared that the Ordinary Resolution as set out in the Item No.3 of the notice dated February 23, 2017 has been duly passed by the members with the requisite majority.



**ITEM NO.4 :** To appoint a Director in place of Mr. N. Radhakrishna Reddy (DIN: 00021052), who retires by rotation and being eligible offers himself for re-appointment.

Resolution required: (Ordinary/ Special)							Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?							YES			
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	138230536	0	0.0000	0	0	0.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>		
Public- Institutions	E-Voting	82380677	33691395	40.8972	33691395	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>33691395</b>	<b>40.8972</b>	<b>33691395</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public- Non Institutions	E-Voting	115734466	19037294	16.4491	19037149	145	99.9992	0.0008		
	Poll		41056	0.0355	41056	0	100.0000	0.0000		
	Postal Ballot		103328	0.0893	103328	0	100.0000	0.0000		
	<b>Total</b>		<b>19181678</b>	<b>16.5739</b>	<b>19181533</b>	<b>145</b>	<b>99.9992</b>	<b>0.0008</b>		
<b>Total</b>		<b>336345679</b>	<b>52873073</b>	<b>15.7199</b>	<b>52872928</b>	<b>145</b>	<b>99.9997</b>	<b>0.0003</b>		

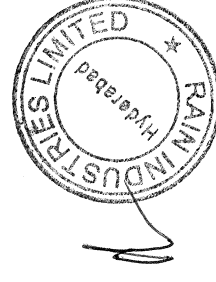
**Result:** On the basis of the above results, the Chairperson declared that the Ordinary Resolution as set out in the Item No.4 of the notice dated February 23, 2017 has been duly passed by the members with the requisite majority.



**ITEM NO.5 :** To appoint a Director in place of Mr. N. Sujith Kumar Reddy (DIN: 00022383), who retires by rotation and being eligible offers himself for re-appointment.

Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	138230536	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	
Public- Institutions	E-Voting	82380677	33691395	40.8972	33691395	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>33691395</b>	<b>40.8972</b>	<b>33691395</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public- Non Institutions	E-Voting	115734466	19037294	16.4491	19037149	145	99.9992	0.0008	
	Poll		41056	0.0355	41056	0	100.0000	0.0000	
	Postal Ballot		101328	0.0876	101328	0	100.0000	0.0000	
	<b>Total</b>		<b>19179678</b>	<b>16.5721</b>	<b>19179533</b>	<b>145</b>	<b>99.9992</b>	<b>0.0008</b>	
<b>Total</b>		<b>336345679</b>	<b>52871073</b>	<b>15.7193</b>	<b>52870928</b>	<b>145</b>	<b>99.9997</b>	<b>0.0003</b>	

**Result:** On the basis of the above results, the Chairperson declared that the Ordinary Resolution as set out in the Item No.5 of the notice dated February 23, 2017 has been duly passed by the members with the requisite majority.





**ITEM NO.6 :** Ratification of the appointment of M/s. B S R & Associates LLP, Chartered Accountants as Statutory Auditors of the Company to hold the office from the conclusion of this 42nd Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company to be held in the year 2018.

Resolution required: (Ordinary/ Special)		Ordinary 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	138230536	138230536	100.0000	138230536	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>138230536</b>	<b>100.0000</b>	<b>138230536</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	82380677	33691395	40.8972	31475237	2216158	93.4222	6.5778
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>33691395</b>	<b>40.8972</b>	<b>31475237</b>	<b>2216158</b>	<b>93.4222</b>	<b>6.5778</b>
Public- Non Institutions	E-Voting	115734466	19037152	16.4490	19037149	3	100.0000	0.0000
	Poll		41056	0.0355	41056	0	100.0000	0.0000
	Postal Ballot		101328	0.0876	101328	0	100.0000	0.0000
	<b>Total</b>		<b>19179536</b>	<b>16.5720</b>	<b>19179533</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>336345679</b>	<b>191101467</b>	<b>56.8170</b>	<b>188885306</b>	<b>2216161</b>	<b>98.8403</b>	<b>1.1597</b>

**Result:** On the basis of the above results, the Chairperson declared that the Ordinary Resolution as set out in the Item No.6 of the notice dated February 23, 2017 has been duly passed by the members with the requisite majority.



**ITEM NO.7 :** To amend the Main Object Clause of Memorandum of Association

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	138230536	138230536	100.0000	138230536	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>138230536</b>	<b>100.0000</b>	<b>138230536</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	85561188	36542544	42.7093	36542544	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>36542544</b>	<b>42.7093</b>	<b>36542544</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	112553955	19039633	16.9160	19031480	8153	99.9572	0.0428
	Poll		43781	0.0389	43781	0	100.0000	0.0000
	Postal Ballot		99556	0.0885	99556	0	100.0000	0.0000
	<b>Total</b>		<b>19182970</b>	<b>17.0434</b>	<b>19174817</b>	<b>8153</b>	<b>99.9575</b>	<b>0.0425</b>
<b>Total</b>		<b>336345679</b>	<b>193956050</b>	<b>57.6657</b>	<b>193947897</b>	<b>8153</b>	<b>99.9958</b>	<b>0.0042</b>

**Result:** On the basis of the above results, the Chairperson declared that the Special Resolution as set out in the Item No.7 of the notice dated February 23, 2017 has been duly passed by the members with the requisite majority.

for Rain Industries Limited

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

Place: Hyderabad

Date: May 6, 2017