

**SCRUTINIZER'S REPORT**

**September 30, 2014**

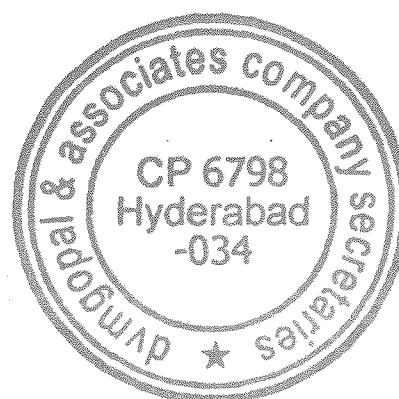
**The Chairman,**  
M/s. Rain Industries Limited  
(formerly Rain Commodities Limited)  
Rain Center, 34, Srinagar Colony,  
Hyderabad – 500 073

Dear Sir,

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

1. The Board of Directors of the Company had vide resolution passed at the Board Meeting held on 14<sup>th</sup> August, 2014 appointed me as “Scrutinizer” for conducting the Postal ballot voting process in pursuance of provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to seek the approval of the Shareholders for passing of the Ordinary/Special resolutions.
2. I have completed the scrutiny of online voting of Postal Ballot (e-voting) and Postal Ballot forms received and submit my report as under:
  - a) the Company has completed on 26<sup>th</sup> August, 2014, 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 Physical and e-voting had commenced from August 26, 2014 at 10.00 a.m. and ended September 26, 2014 at 17.00 hours.
  - 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 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 physical postal ballot forms were kept under our safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.

Scrutinizer's Report – Rain Industries Limited



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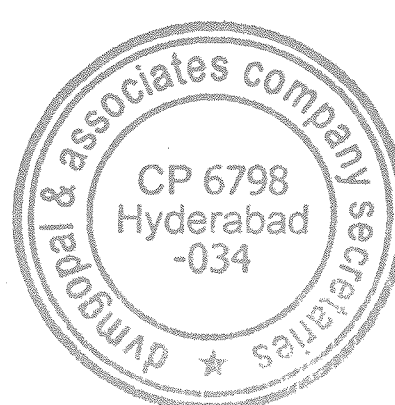
- f) The postal ballot forms were duly scrutinized and the Shareholding was matched/confirmed with the Register of Shareholder(s) of the Company.
  - g) All the postal ballot forms received either in physical or by casting of votes electronically through Karvy Computershare Private Limited portal up to the close of working hours i.e., 17.00 hours on 26<sup>th</sup> September, 2014, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
  - h) The poll papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
  - i) Postal Ballot forms received after 17.00 hours on 26<sup>th</sup> September, 2014 were not considered for my scrutiny.
  - j) 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:

**ITEM NO. 1:**

**Ordinary Resolution- To Re-appoint Mr. Dipankar Basu as an Independent Director for a period of 2 years i.e., from September 30, 2014 to September 29, 2016 pursuant to provisions of Section 152 of the Companies Act, 2013:**

<b>1</b>	<b>Total No. of Members responded</b>	<b>335</b>
<b>2</b>	<b>Total No. of Votes / Shares received</b>	<b>19,31,64,778</b>
<b>3</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>19,30,29,678 (99.930%)</b>	<b>1,30,640 (0.068%)</b>	<b>4,460 (0.002%)</b>
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>317</b>	<b>11</b>	<b>7</b>

**On the basis of the above results, I report that the Ordinary Resolution as set out in the Item No. 1 of the Postal Ballot notice dated August 14, 2014 has been duly passed by the members as an Ordinary Resolution with the requisite majority pursuant to Section 152 of the Companies Act, 2013.**



**ITEM NO. 2:**

**Ordinary Resolution- To re-appoint Mr. S.L. Rao as an Independent Director for a period of 2 years i.e., from September 30, 2014 to September 29, 2016 pursuant to provisions of Section 152 of the Companies Act, 2013.**

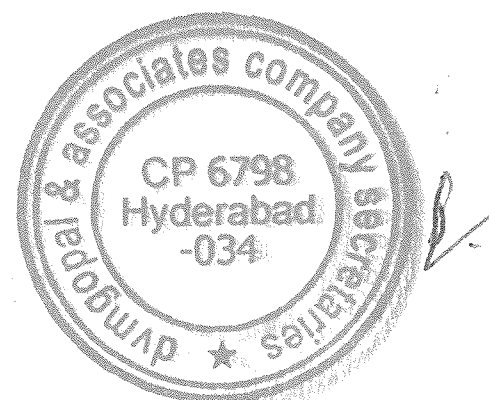
<b>1</b>	Total No. of Members responded	<b>335</b>
<b>2</b>	Total No. of Votes / Shares received	<b>19,31,64,778</b>
<b>3</b>	<b>Resolution Voting:</b>	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
<b>19,30,32,463 (99.932%)</b>	<b>1,27,615 (0.066%)</b>	<b>4,700 (0.002%)</b>
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>315</b>	<b>11</b>	<b>9</b>

**On the basis of the above results, I report that the Ordinary Resolution as set out in the Item No. 2 of the Postal Ballot notice dated August 14, 2014 has been duly passed by the members as an Ordinary Resolution with the requisite majority pursuant to Section 152 of the Companies Act, 2013.**

**ITEM NO. 3:**

**Ordinary Resolution- To re-appoint Mr. H.L. Zutshi as an Independent Director for a period of 2 years i.e., from September 30, 2014 to September 29, 2016 pursuant to provisions of Section 152 of the Companies Act, 2013.**

<b>1</b>	Total No. of Members responded	<b>335</b>
<b>2</b>	Total No. of Votes / Shares received	<b>19,31,64,778</b>
<b>3</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>19,30,35,213 (99.933%)</b>	<b>1,24,665 (0.065%)</b>	<b>4,900 (0.003%)</b>
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>318</b>	<b>7</b>	<b>10</b>



On the basis of the above results, I report that the Ordinary Resolution as set out in the Item No. 3 of the Postal Ballot notice dated August 14, 2014 has been duly passed by the members as an Ordinary Resolution with the requisite majority pursuant to Section 152 of the Companies Act, 2013.

**ITEM NO. 4:**

**Ordinary Resolution- To re-appoint Mr. G. Krishna Prasad as an Independent Director for a period of 2 years i.e., from September 30, 2014 to September 29, 2016 pursuant to provisions of Section 152 of the Companies Act, 2013.**

<b>1</b>	Total No. of Members responded	<b>335</b>
<b>2</b>	Total No. of Votes / Shares received	<b>19,31,64,778</b>
<b>3</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>19,30,31,473 (99.931%)</b>	<b>1,24,905 (0.065%)</b>	<b>8,400 (0.004%)</b>
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>316</b>	<b>7</b>	<b>12</b>

On the basis of the above results, I report that the Ordinary Resolution as set out in the Item No. 4 of the Postal Ballot notice dated August 14, 2014 has been duly passed by the members as an Ordinary Resolution with the requisite majority pursuant to Section 152 of the Companies Act, 2013.

**ITEM NO. 5:**

**Special Resolution- To authorise the Board of Directors to borrow monies beyond the paid-up capital and free reserves pursuant to Section 180(1)(c) of the Companies Act, 2013**

<b>1</b>	Total No. of Members responded	<b>335</b>
<b>2</b>	Total No. of Votes / Shares received	<b>19,31,64,778</b>
<b>3</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>19,31,49,353 (99.992%)</b>	<b>10,540 (0.005%)</b>	<b>4,885 (0.003%)</b>
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>306</b>	<b>19</b>	<b>10</b>



On the basis of the above results, I report that the Special Resolution as set out in the Item No. 5 of the Postal Ballot notice dated August 14, 2014 has been duly passed by the members as a Special Resolution with the requisite majority pursuant to Section 180(1)(c) of the Companies Act, 2013.

**ITEM NO. 6:**

**Special Resolution - To create Mortgage/ Charge/ Pledge/ Hypothecation on the properties of the Company for securing loans etc., pursuant to Section 180(1)(a) of the Companies Act, 2013.**

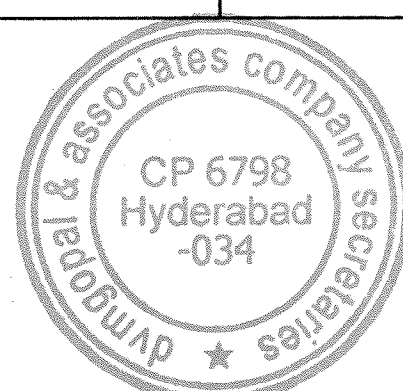
<b>1</b>	Total No. of Members responded	<b>335</b>
<b>2</b>	Total No. of Votes / Shares received	<b>19,31,64,778</b>
<b>3</b>	<b>Resolution Voting:</b>	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
<b>19,31,49,968 (99.992%)</b>	<b>8,910 (0.005%)</b>	<b>5,900 (0.003%)</b>
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>305</b>	<b>19</b>	<b>11</b>

On the basis of the above results, I report that the Special Resolution as set out in the Item No. 6 of the Postal Ballot notice dated August 14, 2014 has been duly passed by the members as a Special Resolution with the requisite majority pursuant to Section 180(1)(a) of the Companies Act, 2013.

**ITEM NO. 7:**

**Special Resolution- To authorise the Board of Directors to enter into contracts/arrangements/transactions with Related Parties under Section 188 of the Companies Act, 2013.**

<b>1</b>	Total No. of Members responded	<b>335</b>
<b>2</b>	Total No. of Votes / Shares received	<b>19,31,64,778</b>
<b>3</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>5,42,22,563 (28.071%)</b>	<b>9,465 (0.005%)</b>	<b>13,89,32,750 (71.92%)</b>
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>288</b>	<b>15</b>	<b>32</b>



On the basis of the above results, I report that the Special Resolution as set out in the Item No. 7 of the Postal Ballot notice dated August 14, 2014 has been duly passed by the members as a Special Resolution with the requisite majority pursuant to Section 188 of the Companies Act, 2013.

**ITEM NO. 8:**

**Special Resolution- To Amend Articles of Association of the Company in consistent with the Companies Act, 2013, pursuant to provisions of Section 14 of the Companies Act, 2013.**

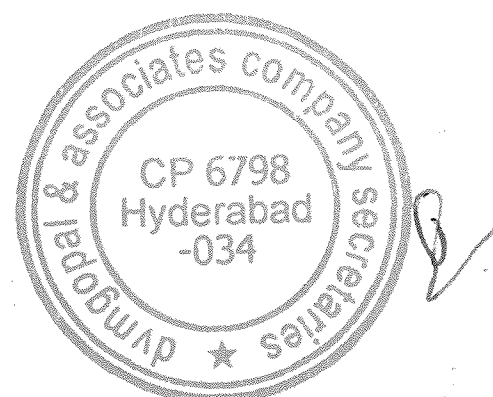
<b>1</b>	Total No. of Members responded	<b>335</b>
<b>2</b>	Total No. of Votes / Shares received	<b>19,31,64,778</b>
<b>3</b>	<b>Resolution Voting:</b>	
	No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)
	<b>19,29,76,402 (99.902%)</b>	<b>1,82,071 (0.094%)</b>
	No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution
	<b>308</b>	<b>14</b>
		Neutral/Invalid/Abstain votes (%)
		<b>6,305 (0.003%)</b>
		No. of Shareholders Votes Neutral/Invalid/Abstain
		<b>13</b>

On the basis of the above results, I report that the Special Resolution as set out in the Item No. 8 of the Postal Ballot notice dated August 14, 2014 has been duly passed by the members as a Special Resolution with the requisite majority pursuant to Section 14 of the Companies Act, 2013.

**ITEM NO. 9:**

**Special Resolution - To authorise the Board of Directors to make investments, give loans, provide guarantee or security under Section 186 of the Companies Act, 2013.**

<b>1</b>	Total No. of Members responded	<b>335</b>
<b>2</b>	Total No. of Votes / Shares received	<b>19,31,64,778</b>
<b>3</b>	<b>Resolution Voting:</b>	
	No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)
	<b>18,91,39,756 (97.916%)</b>	<b>40,18,577 (2.080%)</b>
	No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution
	<b>273</b>	<b>48</b>
		Neutral/Invalid/Abstain votes (%)
		<b>6,445 (0.003%)</b>
		No. of Shareholders Votes Neutral/Invalid/Abstain
		<b>14</b>



On the basis of the above results, I report that the Special Resolution as set out in the Item No. 9 of the Postal Ballot notice dated August 14, 2014 has been duly passed by the members as a Special Resolution with the requisite majority pursuant to Section 186 of the Companies Act, 2013.

**ITEM NO. 10:**

**Special Resolution - To pay Commission to the Non-Executive Directors of the Company pursuant to Section 197 and 198 of the Companies Act, 2013.**

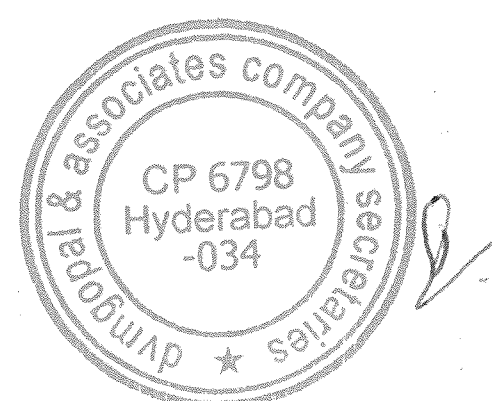
<b>1</b>	Total No. of Members responded	<b>335</b>
<b>2</b>	Total No. of Votes / Shares received	<b>19,31,64,778</b>
<b>3</b>	<b>Resolution Voting:</b>	
	No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)
	<b>19,31,29,627 (99.982%)</b>	<b>28,346 (0.015%)</b>
	No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution
	<b>280</b>	<b>41</b>
		Neutral/Invalid/Abstain votes (%)
		<b>6,805 (0.004%)</b>
		No. of Shareholders Votes Neutral/Invalid/Abstain
		<b>14</b>

On the basis of the above results, I report that the Special Resolution as set out in the Item No. 10 of the Postal Ballot notice dated August 14, 2014 has been duly passed by the members as a Special Resolution with the requisite majority pursuant to Section 197 of the Companies Act, 2013.

**ITEM NO. 11:**

**Special Resolution - To amend Clause III(A) i.e., Main objects and deletion of Clause III(C) i.e., other objects in the Memorandum of Association of the Company under Section 13 of the Companies Act, 2013.**

<b>1</b>	Total No. of Members responded	<b>335</b>
<b>2</b>	Total No. of Votes / Shares received	<b>19,31,64,778</b>
<b>3</b>	<b>Resolution Voting:</b>	
	No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)
	<b>19,31,49,193 (99.992%)</b>	<b>9,085 (0.005%)</b>
	No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution
	<b>306</b>	<b>15</b>
		Neutral/Invalid/Abstain votes (%)
		<b>6,500 (0.003%)</b>
		No. of Shareholders Votes Neutral/Invalid/Abstain
		<b>14</b>



On the basis of the above results, I report that the Special Resolution as set out in the Item No. 11 of the Postal Ballot notice dated August 14, 2014 has been duly passed by the members as a Special Resolution with the requisite majority pursuant to Section 13 of the Companies Act, 2013.

**ITEM NO. 12:**

**Ordinary Resolution-** To grant donations to bonafide Charitable funds, Charitable Institutions, Non-Profit Organizations and Non – Profit Companies pursuant to provisions of Section 181 of the Companies Act, 2013.

<b>1</b>	Total No. of Members responded	<b>335</b>
<b>2</b>	Total No. of Votes / Shares received	<b>19,31,64,778</b>
<b>3</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>18,93,15,692 (98.007%)</b>	<b>38,42,916 (1.989%)</b>	<b>6,170 (0.003%)</b>
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
<b>277</b>	<b>46</b>	<b>12</b>

On the basis of the above results, I report that the Ordinary Resolution as set out in the Item No. 12 of the Postal Ballot notice dated August 14, 2014 has been duly passed by the members as an Ordinary Resolution with the requisite majority pursuant to Section 181 of the Companies Act, 2013.

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**  
Proprietor  
C.P. No. 6798

