



RAIN INDUSTRIES LIMITED

RIL/SEs/2018

December 22, 2018

The General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort <u>Mumbai-400 001</u>	The Manager Listing Department The National Stock Exchange of India Limited 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 Resolutions through Postal ballot on December 21, 2018:

S No	Particulars
1)	For continuation of appointment of Mr. N. Radhakrishna Reddy as Non-Executive Director with effect from April 1, 2019.
2)	For continuation of appointment of Mr. H. L. Zutshi as an Independent Director with effect from April 1, 2019 to September 29, 2021.

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

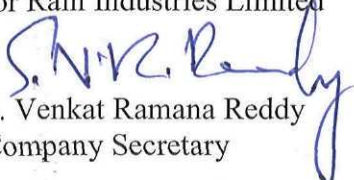
Also find enclosed herewith the details of Results of the Postal Ballot in the format prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 at Annexure – II.

The profile of the aforesaid Directors is attached as Annexure - III.

This is for your information and record.

Thanking you,

Yours faithfully,
for Rain Industries Limited


S. Venkat Ramana Reddy
Company Secretary



dvmgopal & associates

Company Secretaries

SCRUTINIZER'S REPORT

ANNEXURE-I

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 **November 14, 2018**

1. The Board of Directors of Rain Industries Limited (the Company) had vide resolution passed at the Board Meeting held on November 14, 2018 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 Resolutions.
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 November 20, 2018, 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 or Depository Participant.
 - b) The e-voting had commenced from November 22, 2018 at 10.00 A.M and ended on December 21, 2018 at 5.00 P.M.
 - c) The Shareholders of the Company had an option to vote on resolutions either through the postal ballot forms 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 Fintech 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 Fintech Private Limited portal up to the close of working hours i.e., 5.00 P.M on December 21, 2018, 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 December 21, 2018, were not considered for my scrutiny.



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Hyderabad-500 004. Ph : +91-40-2331 2933, Mobile: 98491 53690, 91331 60001,

dvm@dvmgopalandassociates.in www.dvmgopalandassociates.in

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:

Item No.1

Special Resolution- To approve to continue the appointment of Mr. N. Radhakrishna Reddy as a Non-Executive Director of the Company with effect from April 1, 2019:

PHYSICAL BALLOTS:

1	Total No. of Members responded	54
2	Total No. of Votes / Shares received	32016
3	Total No. of Valid Votes/Shares	31866 (100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
31866(100.00%)	0(0.00%)	150
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
54	0	0

E-VOTING:*

1	Total No. of Members responded	317
2	Total No. of Votes / Shares received	208432130
3	Total No. of Valid Votes/Shares	208416869 (100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
208214219(99.90%)	202650(0.10%)	15261
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
284	30	4

CONSOLIDATED*

1	Total No. of Members responded	371
2	Total No. of Votes / Shares received	208464146
3	Total No. of Valid Votes/Shares	208448735 (100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
208246085 (99.90%)	202650 (0.10%)	15411
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
338	30	4



** Note: As one of the shareholder has voted for few shares he hold in favour of the resolution and balance shares he hold for against the resolution, the shareholder is added to the number of shareholders voted "FOR" & "AGAINST". Accordingly the total number of shareholders as shown in point 4 will vary to the number shown in point 1.*

Item No.2

Special Resolution- To approve to continue the appointment of Mr. H.L. Zutshi as an Independent Director of the Company for his remaining term of office with effect from April 1, 2019 to September 29, 2021:

PHYSICAL BALLOTS:

1	Total No. of Members responded	54
2	Total No. of Votes / Shares received	32016
3	Total No. of Valid Votes/Shares	31826 (100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
31611 (99.32%)	215 (0.68%)	190
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
49	3	2

E-VOTING:*

1	Total No. of Members responded	317
2	Total No. of Votes / Shares received	208432130
3	Total No. of Valid Votes/Shares	208415551 (100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
207953439 (99.78%)	462112 (0.22%)	16579
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
282	32	5



CONSOLIDATED*

1	Total No. of Members responded	371
2	Total No. of Votes / Shares received	208464146
3	Total No. of Valid Votes/Shares	208447377(100.00%)
4	Resolution Voting:	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes
207985050(99.78%)	462327 (0.22%)	16769
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
331	35	7

**Note: As two shareholders have voted for few shares they hold in favour of the resolution and balance shares they hold for against the resolution, both the shareholders are added to the number of shareholders voted "FOR" & "AGAINST". Accordingly the total number of shareholders as shown in point 4 will vary to the number shown in point 1.*

On the basis of the above results, I report that the members have approved the Item No. 1 & 2 of the Postal ballot Notice dated November 14, 2018 through Special Resolution.

Accordingly, you may declare the result of the Voting by postal ballot and e-voting.

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 Postal Ballot means are being maintained in electronic form.

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

For dvmgopal & associates
Company Secretaries

[Signature]

DVM Gopal
Proprietor
C.P. No. 6798
FCS No. 6280



Date: December 22, 2018
Place: Hyderabad



RAIN INDUSTRIES LIMITED

ANNEXURE-II

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 and Postal Ballot)

Date of Declaration of Postal Ballot Results	December 22, 2018
Total number of shareholders on record date (Cut-off date i.e., November 15, 2018)	1,35,334
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	138230536
Public:	70218199
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

ITEM NO.1 :For continuation of appointment of Mr. N. Radhakrishna Reddy as Non-Executive Director with effect from April 1, 2019.

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	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		138230536	100.0000	138230536	0	100.0000	0.0000
Public- Institutions	E-Voting	56040644	50866384	90.7670	50847098	19286	99.9621	0.0379
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		50866384	90.7670	50847098	19286	99.9621	0.0379
Public- Non Institutions	E-Voting	142074499	19319949	13.5985	19136585	183364	99.0509	0.9491
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		31866	0.0224	31866	0	100.0000	0.0000
	Total		19351815	13.6209	19168451	183364	99.0525	0.9475
Total		336345679	208448735	61.9746	208246085	202650	99.9028	0.0972

Result: On the basis of the above results, the Chairperson declared that the Special Resolution as set out in the Item No.1 of the notice dated November 14, 2018 has been duly passed by the members with the requisite majority.

For Rain Industries Limited

Details of Invalid Votes - Item No.1	
Category	No. of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0


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

ITEM NO.2 : For continuation of appointment of Mr. H. L. Zuthsi as an Independent Director with effect from April 1, 2019 to September 29, 2021.

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	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		138230536	100.0000	138230536	0	100.0000	0.0000
Public- Institutions	E-Voting	56040644	50866384	90.7670	50587385	278999	99.4515	0.5485
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		50866384	90.7670	50587385	278999	99.4515	0.5485
Public- Non Institutions	E-Voting	142074499	19318631	13.5975	19135518	183113	99.0521	0.9479
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		31826	0.0224	31611	215	99.3245	0.6755
	Total		19350457	13.6199	19167129	183328	99.0526	0.9474
Total		336345679	208447377	61.9742	207985050	462327	99.7782	0.2218

Result: On the basis of the above results, the Chairperson declared that the Special Resolution as set out in the Item No.2 of the notice dated November 14, 2018 has been duly passed by the members with the requisite majority.

Details of Invalid Votes - Item No.2	
Category	No. of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0

Place: Hyderabad
Date: December 22, 2018

For Rain Industries Limited


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



Annexure – III

Profile of Mr. N. Radhakrishna Reddy

Mr. N. Radhakrishna Reddy (76 years) is the Chairman of Rain Industries Limited. He has more than 50 years of experience in Construction and Cement Industry. He has been a Director of the Company since 1984. Currently, he is also on the Board of Rain Cements Limited, Renuka Cement Limited, PCL Financial Services Private Limited, Arunachala Holdings Private Limited, PR Cement Holdings Limited, Apeetha Enterprises Private Limited, Lakshmi Sea Foods Limited, Rain Entertainments Private Limited and Pragnya Priya Foundation.

Mr. N. Radhakrishna Reddy holds 10,383,730 equity shares in the Company.

Mr. N. Radhakrishna Reddy, Chairman is the father of Mr. Jagan Mohan Reddy Nellore, Managing Director and Mr. N. Sujith Kumar Reddy, Director. Other than the said Directors, he is not related to any other Director.

Profile of Mr. H. L. Zutshi

Mr. H. L. Zutshi (76 Years) was the Chairman & Managing Director of Hindustan Petroleum Corporation Ltd (HPCL). HPCL is engaged in petroleum refining, marketing and exploration activities. He retired from HPCL in May 2002 after serving as CMD for seven years. HPCL was the successor company of ExxonMobil in India, after the latter's activities were taken over by the Government of India in 1974.

Mr. Zutshi was also the Chairman of Mangalore Refineries and Petrochemicals Ltd (MRPL), a joint venture Company between Aditya Birla Group of Companies and HPCL, South Asia LPG Ltd, a joint venture between HPCL and TOTAL of France, HINCOL a joint venture between COLAS SA of France and HPCL and an Exploration & Production Company called Prize Petroleum, a joint venture between HPCL and HDFC, ICICI and TDCI.

He was a member of the Government of India appointed expert Sub-Committee for developing a policy paper on deregulation etc., which provided inputs for the Hydro Carbon Vision 2025. He was formerly Chairman of the Petroleum, Coal, Fertilizer and related products Division Council of Bureau of Indian Standards (BIS), New Delhi, Convener of the Financial Services Sector task force of the Department of Public Enterprises, which fixed annual performance targets of the Financial Services PSUs. He was also Advisor Energy & Hydrocarbon to Mittal S.a.r.l, Luxomberg, and ABN Amro Investments. He was formerly Independent Director on the Boards of MMTC, MECON Ltd and IDBI Bank Ltd., Indirapuram Habitat Centre Pvt. Ltd., Terasol Labs Pvt.Ltd, Jaguar Overseas Limited and Deepwater Drilling & Industries Ltd., He was also Special Director of BIFR on the boards of two companies namely Saurashtra Chemicals & PML Industries.

Mr. Zutshi had a brilliant academic record. He specialized in Mechanical Engineering and was trained in Management at the Administrative Staff College (Hyderabad), Indian Institute of Management (Ahmedabad) and Templeton College, Oxford University. He is Fellow of Energy Institute, UK.

For Rain Industries Limited


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



RAIN INDUSTRIES LIMITED

Mr. Zutshi is presently the Managing Trustee of the Energy Research and Social Advancement Foundation, New Delhi and Ishwar Charitable Trust Eye Hospital - ICARE. He is a member of India International Centre, New Delhi.

Mr. H L Zutshi does not hold any equity shares of the Company and he is not related to any other Director of the Company

For Rain Industries Limited


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