

RIL/SEs/2020

August 14, 2020

The General Manager	The Manager
Department of Corporate Services	Listing Department
BSE Limited	The National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers	Bandra Kurla Complex
Dalal Street, Fort, Mumbai-400 001	Bandra East, Mumbai – 400 051

Dear Sir/ Madam,

Sub: 45<sup>th</sup> Annual General Meeting voting Results- Compliance as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015– 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 Resolutions at the 45<sup>th</sup> Annual General Meeting (AGM) held on August 13, 2020:

Resolution	Particulars				
No.					
Ordinary B	usiness				
1.	To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended December 31, 2019 and reports of Board and Auditors thereon				
2.	To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended December 31, 2019 and Report of Auditors thereon				
3.	To approve and ratify interim dividend.				
4.	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.				
5.	To appoint a Director in place of Mr. Jagan Mohan Reddy Nellore (DIN: 00017633) who retires by rotation and being eligible offers himself for reappointment				

In this connection, please find enclosed herewith the Report issued by Mr. DVM Gopal, Practicing Company Secretary, Scrutinizer for voting as 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 as Annexure – II.

This is for your information and record.

Thanking you,

Yours faithfully,

for Rain Industries Limited

S. Venkat Ramana Reddy Company Secretary

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



## dvmgopal & associates

Company Secretaries

### CONSOLIDATED SCRUTINIZER'S REPORT

ANNEXURE-1

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

Dear Sir,

SUB: Consolidated Scrutinizers Report of Remote E-Voting prior and during the AGM at the 45th AGM

REF: Notice of 45th Annual General Meeting (AGM) held on August 13, 2020

We dyngopal & 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 28, 2020, to scrutinize the

- a) Remote E-voting process pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the items (Item 1-5) to be transacted at the 45th Annual General Meeting (AGM) held on August 13, 2020 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
- b) Electronic Voting at AGM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to the Ministry of Corporate Affairs ("MCA") vide its Circular dated 5 May 2020 read with Circulars dated 8 April 2020 and 13 April 2020 and SEBI vide its Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12 May 2020, provided at the 45th Annual General Meeting at 11.00 AM for shareholders who have not voted through Remote E-Voting process prior to AGM, but voted through E-Voting system during the AGM.

KFin Technologies Private Limited (KFintech), (Service Provider), has provided a system for recording the electronic votes of the Shareholders on all the items of the Ordinary business sought to be transacted at the 45th 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 notice dated June 25, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020.

We hereby submit our report as under:

1. The remote e-voting period remained open from 10.00 A.M. (IST) on August 09, 2020 to 5.00 P.M. (IST) on August 12, 2020. Upon conclusion of the e-voting period, the E-voting votes were unblocked on August 12, 2020 at 5.00 P.M 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 also provided e-voting facility to the shareholders present at the AGM through VC / OAVM, who have not cast their vote on resolutions through Remote e-Voting, to cast their vote through e-voting system available during the AGM.

Page 1 of 4

M.No.6280 A CP.No.6798

# 6/3/154-159, Flat No. 303, 3rd Floor, Royal Majestic, Prem Nagar Colony, Near Banjara Hills Care Hospital,
Hyderabad-500 004. Ph: +91-40-2331 2933, Mobile: 98491 53690
dvm@dvmgopalandassociates.in | www.dvmgopalandassociates.in

- 3. The Shareholders as on August 6, 2020, the cut-off date are entitled to vote electronically on the proposed resolutions contained in the notice of the Annual General Meeting.
- 4. On completion of voting at the Meeting, the Service Provider, KFin Technologies Private 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.
- 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 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 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 prior and during the AGM:** 

ITEM NO. 1: Ordinary Resolution-Consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended December 31, 2019 and reports of Board and Auditors thereon.

225	3	4		
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain/Less votes		
20,65,29,957 (99.9997%)	606 (0.0003%)	1,80,808		
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain/Less votes		
4	Resolution Voting:			
3	Total No. of Valid Votes/Shares	20,65,30,563 (100.00%)		
2	Total No. of Votes / Shares received	20,67,11,371		
1	Total No. of Members responded	232		

ITEM NO. 2: Ordinary Resolution-Consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended December 31, 2019 and Report of Auditors thereon.

4	Resolution Voting:		
3	Total No. of Valid Votes/Shares 20,65,30,563 (100.00%)		
2	Total No. of Votes / Shares received	20,67,11,371	
1	Total No. of Members responded	232	



No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain/Less votes		
20,65,29,957 (99.9997%)	606 (0.0003%)	1,80,808  No. of Shareholders Votes Neutral/Invalid/Abstain/Less		
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution			
225	3	4		

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

226	2	4	
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain/Less votes	
20,66,77,650 (100.00%)	6	33,715	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain/Less votes	
4	Resolution Voting:		
3	Total No. of Valid Votes/Shares	20,66,77,656 (100.00%)	
2	Total No. of Votes / Shares received	20,67,11,371	
1	Total No. of Members responded	232	

# ITEM NO. 4: Ordinary Resolution- Re-appointment of Mr. N. Sujith Kumar Reddy (DIN: 00022383), Director who retires by rotation:

219*	12*	3		
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain/Les votes		
20,66,75,541 (99.9987%)	2616 (0.0013%)	33,214		
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain/Less votes		
4	Resolution Voting:			
3	Total No. of Valid Votes/Shares	20,66,78,157 (100.00%)		
2	Total No. of Votes / Shares received	20,67,11,371		
1	Total No. of Members responded	232		

<sup>\*</sup>Two shareholders have voted for both favour and against.

Page 3 of 4



ITEM NO. 5: Ordinary Resolution- Re-appointment of Mr. Jagan Mohan Reddy Nellore (DIN: 00017633), Director who retires by rotation:

218*	12*	3		
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain/Less votes		
20,66,75,546 (99.9987%)	2,611 (0.0013%)	33,214		
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain/Less votes		
4	Resolution Voting:			
3	Total No. of Valid Votes/Shares	20,66,78,157 (100.00%)		
2	2 Total No. of Votes / Shares received			
1	Total No. of Members responded	232		

<sup>\*</sup>One shareholder has voted for both favour and against.

M.No.6280 CP.No.6798

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, and as Company Secretaries,

D V M Gopal

Proprietor C P No. 6798, FCS No. 6280

Place: Hyderabad Date: 14.08.2020

UDIN: F006280B000578786



### **RAIN INDUSTRIES LIMITED**

ANNEYURE-2

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

### 45th Annual General Meeting - The Details of Results of Voting (E-voting)

Date of the AGM	August 13, 2020		
Total number of shareholders on record date	1,34,187		
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	4		
Promoters and Promoter Group:	13		
Public:	78		

ITEM NO.1: To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended December 31, 2019 and reports of Board and Auditors thereon.

Danalastian manainada	(Ordinary/Special)				Ordinary Resolution			
Resolution required:		17 12 0			NO			
	romoter group are interested in the ag							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes – in	No. of Votes -	The state of the s	% of Votes against on
		(1)	(2)	outstanding shares	favour	against	on votes polled	votes polled
			* . *	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]*100
Promoter and	E-Voting		13,83,78,854	100.0000	13,83,78,854	0	100.0000	0.0000
Promoter Group	Poll	13,83,78,854	N A	N A	N A	NA	N A	N A
	Postal Ballot (if applicable)		N A	N A	N A	NΑ	N A	N A
	Total		13,83,78,854	100.0000	13,83,78,854	0	100.0000	0.0000
Public- Institutions	E-Voting	5,05,98,883	4,63,28,766	91.5608	4,63,28,766	0	100.0000	0.0000
	Poll		N A	N A	N A	N A	N A	N A
1	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total		4,63,28,766	91.5608	4,63,28,766	0	100.0000	0.0000
Public- Non	E-Voting		2,10,58,260	14.2896	2,10,57,659	601	99.9971	0.0029
Institutions	Poll	14,73,67,942	7,64,683	0.5189	7,64,678	5	99.9993	0.0007
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total		2,18,22,943	14.8085	2,18,22,337	606	99.9972	0.0028
Total		33,63,45,679	20,65,30,563	61.4043	20,65,29,957	606	99.9997	0.0003

Result: On the basis of the above results, the Chairman declared that the Ordinary Resolution as set out in the Item No.1 of the notice dated June 25, 2020 has been duly passed by the members with the requisite majority.

for Rain Industries Limited

ITEM NO.2: To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended December 31, 2019 and Report of Auditors thereon.

Resolution required:	(Ordinary/ Special)				Ordinary Resolution			
Whether promoter/ p	promoter group are interested in the ag	genda/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	E-Voting		13,83,78,854	100.0000	13,83,78,854	0	100.0000	0.0000
Promoter Group	Poll	13,83,78,854	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
	Total		13,83,78,854	100.0000	13,83,78,854	0	100.0000	0.0000
Public- Institutions	E-Voting	5,05,98,883	4,63,28,766	91.5608	4,63,28,766	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	NA	N A	N A
	Total		4,63,28,766	91.5608	4,63,28,766	0	100.0000	0.0000
Public- Non	E-Voting		2,10,58,260	14.2896	2,10,57,659	601	99.9971	0.0029
Institutions	Poll	14,73,67,942	7,64,683	0.5189	7,64,678	5	99.9993	0.0007
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total		. 2,18,22,943	14.8085	2,18,22,337	606	99.9972	0.0028
Total		33,63,45,679	20,65,30,563	61.4043	20,65,29,957	606	99.9997	0.0003

Result: On the basis of the above results, the Chairman declared that the Ordinary Resolution as set out in the Item No.2 of the notice dated June 25, 2020 has been duly passed by the members with the requisite majority.

for Rain Industries Limited

Commence and the second						
ITEM	NO 3	. To	approve and	ratify	interim	dividend

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	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	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	NΑ	N A	N A	
	Postal Ballot (if applicable)		N A	N A	N A	NΑ	N A	N A	
	Total		13,83,78,854	100.0000	13,83,78,854	. 0	100.0000	0.0000	
Public- Institutions	E-Voting	5,05,98,883	4,64,76,459	91.8527	4,64,76,459	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	
	Total		4,64,76,459	91.8527	4,64,76,459	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	14,73,67,942	2,10,57,660	14.2892	2,10,57,659	1	100.0000	0.0000	
	Poll		7,64,683	0.5189	7,64,678	5	99.9993	0.0007	
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A	
	Total		2,18,22,343	14.8081	2,18,22,337	6	100.0000	0.0000	
Total		33,63,45,679	20,66,77,656	61.4480	20,66,77,650	6	100.0000	0.0000	

Result: On the basis of the above results, the Chairman declared that the Ordinary Resolution as set out in the Item No.3 of the notice dated June 25, 2020 has been duly passed by the members with the requisite majority.

for Rain Industries Limited

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 o 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	0.000
	Poll		N A	N A	N A	NΑ	N A	N A
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total		13,83,78,854	100,0000	13,83,78,854	0	100.0000	0.000
Public- Institutions	E-Voting		4,64,76,459	91.8527	4,64,76,459	0	100.0000	0.000
	Poll	5,05,98,883	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
	Total		4,64,76,459	91.8527	4,64,76,459	0	100.0000	0.000
Public- Non Institutions	E-Voting	14,73,67,942	2,10,58,161	14.2895	2,10,55,550	2611	99.9876	0.012
	Poll		7,64,683	0.5189	7,64,678	5	99.9993	0.000
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total		2,18,22,844	14.8084	2,18,20,228	2616	99.9880	0.012
<b>Fotal</b>		33,63,45,679	20,66,78,157	61.4481	20,66,75,541	2616	99.9987	0.0013

Result: On the basis of the above results, the Chairman declared that the Ordinary Resolution as set out in the Item No.4 of the notice dated June 25, 2020 has been duly passed by the members with the requisite majority.

for Rain Industries Limited

ITEM NO.5: To ap	ppoint a Director in place of Mr. Jaga	n Mohan Reddy Nellore (DIN:	00017633) who retires by	rotation and being eligible o	ffers himself for re-appo	ointment.		
Resolution required:	(Ordinary/ Special)		Z		Ordinary Resolution			
Whether promoter/	promoter group are interested in the a	genda/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 or votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	13,83,78,854	13,83,78,854	100.0000	13,83,78,854	. 0	100.0000	0.0000
Promoter Group	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
	Total		13,83,78,854	100.0000	13,83,78,854	0	100.0000	0.0000
Public- Institutions	E-Voting	5,05,98,883	4,64,76,459	91.8527	4,64,76,459	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
	Total		4,64,76,459	91.8527	4,64,76,459	0	100.0000	0.0000
Public- Non Institutions	E-Voting	14,73,67,942	2,10,58,161	14.2895	2,10,55,555	2606	99.9876	0.0124
	Poll		7,64,683	0.5189	7,64,678	5	99.9993	0.0007
	Postal Ballot (if applicable)		N A	N A	N A	N A	N A	N A
	Total		2,18,22,844	14.8084	2,18,20,233	2611	99.9880	0.0120
Total		33,63,45,679	20,66,78,157	61.4481	20,66,75,546	2611	99.9987	0.0013

Result: On the basis of the above results, the Chairman declared that the Ordinary Resolution as set out in the Item No.5 of the notice dated June 25, 2020 has been duly passed by the members with the requisite majority.

Place: Hyderabad Date: August 14, 2020 for Rain Industries Limited