

**RAIN INDUSTRIES LIMITED**

**POLICY**

**ON**

**BOARD DIVERSITY**

**RAIN INDUSTRIES LIMITED**  
**POLICY ON BOARD DIVERSITY**

Regd. Off: Rain Center, 34, Srinagar Colony, Hyderabad - 500073, Telangana State, India.  
CIN: L26942TG1974PLC001693

**Foreword**

Securities and Exchange Board of India vide Notification No. SEBI/LAD-NRO/GN/2015-16/013 dated 2<sup>nd</sup> September, 2015 has notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 19 read with Schedule II of the said Regulations, the Nomination and Remuneration Committee shall formulate a policy on Board Diversity.

Accordingly, in considering the said Regulations and provisions, the Nomination and Remuneration Committee, has formulated a policy on Board Diversity.

**1. Purpose**

This Board Diversity Policy ('Policy') sets out the approach to diversity on the Board of Directors ('Board') of Rain Industries Limited (RIL).

**2. Scope**

This policy applies to the Board. It does not apply to employees generally.

**3. Policy Statement**

RIL recognizes and embraces the importance of a diverse Board in its success. RIL believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will ensure that RIL retains its competitive advantage.

RIL believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including to:

- Drive business results;
- Make corporate governance more effective;
- Enhance quality and responsible decision making capability;
- Ensure sustainable development; and
- Enhance the reputation of RIL.

The Nomination and Remuneration Committee ('Committee') is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

While all appointments to the Board will continue to be made on merit, the Committee will consider the benefits of diversity (including but not limited to the attributes listed above) in identifying and recommending persons for Board membership, as well as in evaluating the Board and its individual members.

Further, the Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.

Accordingly, the Committee shall:

- Assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board.
- Make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience on the Board, and
- Periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

The Board shall have an optimum combination of Executive, Non-Executive, at least one Woman Director and Independent Directors in accordance with requirements of the Articles of Association of RIL, the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the statutory, regulatory and contractual obligations of RIL.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, RIL shall continue to provide sufficient information to shareholders about qualifications and experience of each Board member.

#### **4. Responsibility and Review**

The Nomination and Remuneration committee will review this policy periodically and recommend appropriate revisions to the Board.

## **5. Amendment to the Policy**

The policy will be amended as and when needed with the approval of Nomination and Remuneration Committee.

By Order of the Board  
**for Rain Industries Limited**

**PLACE:** Hyderabad  
**DATE:** 13.08.2016

**N. Jagan Mohan Reddy**  
**Managing Director**  
**DIN: 00017633**