

## Compliance Report on Corporate Governance

**Name of the Company: RAIN INDUSTRIES LIMITED**

**Quarter ending on : September 30, 2015**

**Scrip Code: 500339 (BSE) and Scrip code : RAIN (NSE)**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	- NIL -
(B) Independent Directors	49 (IIB)	Yes	- NIL -
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	- NIL -
(D) Other provisions as to Board and Committees	49 (IID)	Yes	- NIL -
(E) Code of Conduct	49 (IIE)	Yes	- NIL -
(F) Whistle Blower Policy	49 (IIF)	Yes	- NIL -
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	- NIL -
(B) Meeting of Audit Committee	49 (IIIB)	Yes	- NIL -
(C) Powers of Audit Committee	49 (IIIC)	Yes	- NIL -
(D) Role of Audit Committee	49 (IIID)	Yes	- NIL -
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	- NIL -
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	- NIL -
<b>V. Subsidiary Companies</b>	49 (V)	Yes	- NIL -
<b>VI. Risk Management</b>	49 (VI)	Yes	- NIL -
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	- NIL -
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	- NIL -
(B) Disclosure of Accounting Treatment	49 (VIIIB)	N.A	The Company is following the Accounting Standards.
(C) Remuneration of Directors	49 (VIII C)	Yes	- NIL -
(D) Management	49 (VIII D)	Yes	- NIL -
(E) Shareholders	49 (VIII E)	Yes	- NIL -
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A	Will be complied as and when there are proceeds from public issues, rights issue, preferential issues, etc.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	CEO/CFO Certificate is included in the Annual Report.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Report on Corporate Governance is included in the Annual Report.
<b>XI. Compliance</b>	49 (XI)	Yes	Compliance certificate is included in the Annual Report