



# RAIN INDUSTRIES LIMITED

RIL/SEs/2017

March 18, 2017

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

**Sub:** Issue of Senior Notes Offering by Rain CII Carbon LLC, a step down wholly owned subsidiary of the Company – Reg.

**Ref:** Scrip Code: 500339 (BSE) & Scrip Code: RAIN (NSE)

With reference to the above stated subject, we bring to your kind notice that on Friday, the March 17, 2017, Rain CII Carbon LLC (“**the Issuers**”) a step down wholly owned subsidiary of the Company, completed pricing of Senior Secured Notes of USD 550 million (“**the Notes**”) due on April 1, 2025. Interest on the notes will accrue at a rate of 7.250% per annum and the issue price for the notes will be 99.254% of their face value. The Notes will be guaranteed by Rain Carbon Inc., US and its wholly owned, domestic restricted subsidiaries within US. The Notes are assigned Credit Rating of “**B+**” by S&P and “**B1**” by Moody’s.

The Issuer intends to use the net proceeds of the Notes to refinance borrowings under its revolving credit facility, to repurchase or redeem any and all of the Issuers’ 8.00% Senior Secured Notes due in December 2018, to repurchase or redeem a portion of the Issuers’ 8.25% U.S. dollar-denominated Senior Secured Notes due in January 2021 and to pay all fees and expenses associated therewith.

The offering of Notes and the related guarantees was made in the United States to qualified institutional buyers pursuant to Rule 144A under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and outside the United States pursuant to Regulation S under the Securities Act. The Notes and the related guarantees have not been and will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. There is no assurance that the offering will be completed or, if completed, as to the terms on which it will be completed.

This is for your information and records.

Thanking you,

Yours faithfully,  
for **Rain Industries Limited**

  
**S. Venkat Ramana Reddy**  
Company Secretary