



RAIN INDUSTRIES LIMITED

Regd. Office: Rain Center, 34, Srinagar Colony, Hyderabad – 500 073, Telangana State, India.

Tel: +91 40 4040 1234, Website: www.rain-industries.com

Email: secretarial@rain-industries.com

CIN : L26942TG1974PLC001693

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

| VOTING STARTS ON | VOTING ENDS ON |
|--|---|
| Thursday, November 11, 2021 at 9:00 Hours (IST) | Friday, December 10, 2021 at 17:00 Hours (IST) |

Notice is hereby given pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021 and the General Circular No. 10/2021 dated June 23, 2021 issued by Ministry of Corporate Affairs (“MCA Circulars”), read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the Resolutions appended below are proposed to be passed by the Members of the Company through postal ballot by remote e-voting process only (“E-Voting”).

The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

SPECIAL BUSINESS

1. To re-appoint Mr. N. Radhakrishna Reddy as Managing Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V thereto, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr N. Radhakrishna Reddy (DIN: 00021052) as the Managing Director of the Company for a period of 3 years i.e., from December 10, 2021 to

December 9, 2024 on the following terms and conditions:

A. Remuneration

(i) Salary: NIL

B. Perquisites/Benefits

- a) Electricity, house maintenance and furnishings.
- b) Personal Accident Insurance shall not exceed Rs.10,000 per annum.
- c) Reimbursement of all Medical expenses incurred for self and family.
- d) Fees of club, subject to a maximum of two clubs excluding admission and life membership fees.
- e) Provision of a car with driver for use on Company's business and telephone/fax facility at residence.
- f) The perquisites shall be evaluated at cost to the Company and where such evaluation is difficult, it shall be evaluated as per the Income Tax Rules.

The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to take such steps and do other acts, deeds, matters and things as they may deem fit and appropriate and give such directions/instructions as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto.”

2. To approve the continuation of Ms. Nirmala Reddy as an Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded to continue the appointment of Ms. Nirmala Reddy (DIN: 01673128) as an Independent Director of the Company, to hold office for her remaining term of office i.e., up to February 27, 2023 as she would be crossing 75 years of age on March 27, 2022.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

3. To re-appoint Mr. Brian Jude McNamara as an Independent Director.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Brian Jude McNamara (DIN: 08339667), as an Independent Director of the Company for a period of 5 years i.e., from February 28, 2022 to February 27, 2027 and he shall not be liable to retire by rotation, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Act.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

4. To appoint Mr. Robert Thomas Tonti as an Independent Director.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Robert Thomas Tonti (DIN: 09367847), as an Independent Director of the Company for a period of 5 years i.e., from October 31, 2021 to October 30, 2026 and he shall not be liable to retire by rotation, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Act.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

By order of the Board
For Rain Industries Limited

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

Place: Hyderabad
Date: October 30, 2021

NOTES:

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of Special Business of the Company is appended and forms part of the Notice.
2. The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on Friday, November 5, 2021 (Cut-off date). Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
3. As per the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose E-Mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.rain-industries.com> , websites of Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com>.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, Telangana State, India i.e., at einward.ris@kfintech.com.
5. As per the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, November 5, 2021 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per one Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, November 5, 2021. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility provided by KFin Technologies Private Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "Instructions for E-Voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting

process from 9:00 Hours (IST) on Thursday, November 11, 2021 to 17:00 Hours (IST) on Friday, December 10, 2021 to be eligible for being considered, failing which it will be considered that no response has been received from the shareholder.

10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Saturday, December 11, 2021 and will also be displayed on the website of the Company at <https://www.rain-industries.com> besides being communicated to the Stock Exchanges.
11. The resolutions, if passed with the requisite majority, shall be deemed to have been passed on Friday, December 10, 2021 i.e., the last date specified for receipt of votes through the e-voting process.
12. The result of the voting with details of the number of votes cast for and against the Resolution, invalid votes and whether the resolution has been carried or not, along with the Scrutinizer's report will be displayed for at least three days on the notice board of the Company at the registered office of the Company and on the website of the Company.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically. Members seeking to inspect such documents can send an email to secretarial@rain-industries.com.
14. The Company has appointed Mr. DVM Gopal, Practising Company Secretary (Membership No. 6280 and CP No. 6798) in his absence Ms. Ansu Thomas, Practising Company Secretary (Membership No. 8994 and CP No. 16696) as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.

15. The instructions for E-Voting:

- a) In view of the threat of Covid-19, the Company is unable to get the Postal Ballot Notice and Form printed and dispatched. The approval of Members is being sought through Remote E-voting only.
- b) You are requested to carefully read the instructions before exercising the vote and complete the E-voting between 9:00 Hours (IST) on Thursday, November 11, 2021 to 17.00 Hours (IST) on Friday, December 10, 2021.
- c) The Company is offering only Remote E-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for E-voting. He/ She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.
- d) Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs need to log on to <https://ris.kfintech.com/clientservices/postalballot/> to provide their Email ID and they would get an email with the link to participate in Remote E-voting.

e) Voting through electronic means

In terms of the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021 and the General Circular No. 10/2021 dated June 23, 2021 issued by Ministry of Corporate Affairs (“MCA Circulars”), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on Friday, November 5, 2021 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFintech.

f) The instructions for E-voting are as under:

Step 1 :

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 :

Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

[Login method for remote e-Voting for Individual shareholders holding securities in demat mode.](#)

| Type of shareholders | Login Method |
|---|--|
| <u>Individual Shareholders holding securities in demat mode with NSDL</u> | <p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none">I. Visit URL: https://eservices.nsdl.comII. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none">I. To register click on link : https://eservices.nsdl.comII. Select “Register Online for IDeAS” or click at |

| | |
|--|---|
| | <p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p> |
| <p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p> | <p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p> |

Important note: Members who are unable to retrieve User ID / Password are advised to

use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type | Helpdesk details |
|---------------------------|--|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Rain Industries Limited- Postal Ballot’ and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or

“AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id dvm@dvmgopalandassociates.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.
 - ii Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and results of the Postal Ballot would be announced by Saturday, December 11, 2021 at 17.00 Hours (IST) and the Resolution will be taken as passed, if the results of E-voting indicate

that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of E-voting shall be final. As indicated earlier, the results will be published on the website of the Company at <https://www.rain-industries.com> besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of KFin Technologies Private Limited, <https://evoting.kfintech.com>.

C. General Instructions

- i. In case Members of the Company have not registered their e-mail address:

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circular mentioned hereinabove, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/> Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to evoting@Kfintech.com.

- ii. The Remote E-voting period commences from 9.00 Hours (IST) on Thursday, November 11, 2021 and ends at 17.00 Hours (IST) on Friday, December 10, 2021. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e., Friday, November 5, 2021 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith submit to the Chairman of the Company.
- iv. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e., on Friday, December 10, 2021. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://www.rain-industries.com> and also on the notice board placed at the Registered Office of the Company and on the website of KFinTech.
- v. To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFinTech on <https://ris.kfintech.com/clientservices/postalballot/> or contact Ms. C. Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001, at [Unit: Rain Industries Limited] KFin Technologies Private Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

- vi. Members are requested to note the following contact details for addressing e-voting related grievances:
- Mr. S. Venkat Ramana Reddy
Company Secretary
Rain Industries Limited
Rain Center, 34,
Srinagar Colony,
Hyderabad-500073
Telangana State, India.
Phone No.: 040-40401234
E-mail: secretarial@rain-industries.com
- vii. Members holding shares either in demat or physical mode who are in receipt of Notice and entitled to vote, may cast their votes through e-voting.
- viii. The e-voting period commences from 9:00 Hours (IST) on Thursday, November 11, 2021 and ends at 17:00 Hours (IST) on Friday, December 10, 2021. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e., Friday, November 5, 2021 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ix. The Company has appointed Mr. DVM Gopal, Practising Company Secretary (Membership No. 6280 and CP No. 6798) in his absence Ms. Ansu Thomas, Practising Company Secretary (Membership No. 8994 and CP No. 16696) having address at 6/3/154-159, Flat No. 303, 3rd Floor, Royal Majestic, Prem Nagar Colony, Near Banjara Hills Care Hospital, Khairatabad, Hyderabad - 500004, Telangana, India as the Scrutinizer to conduct the voting process in a fair and transparent manner.
- x. The Scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the Postal Ballot process unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report containing the details with respect to votes cast in favour, against, neutral/abstained, shall submit the Report to the Chairman of the Company.
- xi. Mr. S. Venkat Ramana Reddy, Company Secretary, Rain Industries Limited, Regd. Off. Rain Center, 34, Srinagar Colony, Hyderabad – 500073, Telangana State, India, Phone No. 040-40401234 is responsible to address the grievances connected with the E-voting and Postal Ballot.
- xii. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date for voting i.e., on Friday, December 10, 2021. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.rain-industries.com>, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com and on the website of Kfin Technologies Private Limited, <https://evoting.kfintech.com>.
- xiii. To receive communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case, shares

are held in physical form, members are advised to register their e-mail address with Kfin Technologies Private Limited on einward.ris@kfintech.com or contact Mr. Ramu, Manager, Contact No. 040-67161566, at [Unit: Rain Industries Limited] Kfin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

By order of the Board
For Rain Industries Limited

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

Place: Hyderabad
Date: October 30, 2021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution Nos. 1 to 4.

Item No. 1

Mr. N. Radhakrishna Reddy was appointed as a Managing Director of the Company for a period of 3 years i.e., from March 31, 2019 to March 30, 2022. The tenure of Mr. N. Radhakrishna Reddy as a Managing Director will end on March 30, 2022. In view of the above, considering the significant contribution made by Mr. N. Radhakrishna Reddy in the growth and development of the Company, the Nomination and Remuneration Committee at their Meeting held on October 30, 2021 and the Board of Directors at their Meeting Held on October 30, 2021 have decided to re-appoint Mr. N. Radhakrishna Reddy as a Managing Director of the Company for a further period of 3 years i.e., from December 10, 2021 to December 9, 2024. The appointment of Mr. N. Radhakrishna Reddy as Managing Director of the Company is subject to the approval of shareholders by passing Special Resolution through Postal Ballot.

A brief justification for re-appointment of Mr. N. Radhakrishna Reddy as Managing Director of the Company with effect from December 10, 2021 is as under:

- Considering his long association with the Company and the pivotal role being played by him for bringing the Company to the level where it stands today.
- Mr. N. Radhakrishna Reddy is associated with the Company since 1984. He has played significant role and also provided guidance in the growth and development of the Company.
- Looking into his knowledge of various aspects relating to the Company's affairs and business experience, it is thought appropriate and prudent to re-appoint him as Managing Director of the Company.

Additional information in respect of Mr. N. Radhakrishna Reddy pursuant to SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings is appended to the Notice.

The Resolution set out at Item No. 1 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 2(54), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment of Mr. N. Radhakrishna Reddy as the Managing Director of the Company.

The terms of appointment of Mr. N. Radhakrishna Reddy and remuneration payable to him are as set out in Item No. 1 of the Notice.

The Letter of appointment of Mr. Radhakrishna Reddy setting out the terms and conditions of appointment shall be available for inspection by members electronically. Members seeking to inspect the same can send an e-mail to secretarial@rain-industries.com.

Brief Profile of Mr. N. Radhakrishna Reddy:

Mr. N. Radhakrishna Reddy (80 years) is the Managing Director of Rain Industries Limited. He has more than 53 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, Apeetha Enterprises Private Limited and Pragnya Priya Foundation.

He holds 10,383,730 equity shares in the Company.

Mr. N. Radhakrishna Reddy is father of Mr. Jagan Mohan Reddy Nellore, Vice Chairman and Mr. N Sujith Kumar Reddy, Non-Executive Director. Other than the said Directors, he is not related to any other Director or Manager or the Key Managerial Personnel of the Company.

Except Mr. N. Radhakrishna Reddy, Managing Director, Mr. Jagan Mohan Reddy Nellore, Vice Chairman, Mr N Sujith Kumar Reddy, Non-Executive Director, their relatives, no other Director on the Board or Manager or the key managerial personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution.

Mr. N. Radhakrishna Reddy is not debarred from holding the office of Managing Director by virtue of any Order of SEBI or any other Authority.

Your Directors recommend the Special Resolution for your approval.

Item No. 2

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from April 1, 2019, no Listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Ms. Nirmala Reddy aged 74 years was appointed as an Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV and Rules made

there under, not subject to retirement by rotation, for a term of 4 (four) consecutive years with effect from the September 30, 2019 to February 27, 2023. Ms. Nirmala Reddy would be crossing 75 years on March 27, 2022. Hence, her continuation as an Independent Director with effect from March 27, 2022 shall require approval of shareholders by way of Special Resolution.

A brief justification for continuation of Ms. Nirmala Reddy as an Independent Director of the Company is as under:

- Ms. Nirmala Reddy is associated with the Company from 2016 in various capacities i.e., as Chairperson and Member of various Committees.
- She has immense knowledge in Financial Sector, as she has worked for various National and International Organisations in Senior Executive Positions.
- Looking into her knowledge of various aspects relating to the Financial Sector and contributions made by her as an Independent Director and member of the Committees of the Board of the Company, it is thought appropriate to continue her as an Independent Director of the Company.

Ms. Nirmala Reddy fulfils all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from Ms. Nirmala Reddy that she meets the criteria of independence as prescribed under the Companies Act, 2013 and the Listing Regulations, presently applicable. Further, she has also confirmed that she is not disqualified from being continued as a Director under Section 164 of the Companies Act, 2013.

Brief Profile of Ms. Nirmala Reddy:

Ms. Nirmala Reddy (74 years) worked as a Financial Sector consultant for the World Bank, Washington DC during 1995-2006. Her assignments were on credit intermediation, sustainability, privatisation, appraisal of development banks and financial institutions in projects located in Mongolia, Guyana, Egypt, and Jordan. She also worked on projects for the Asian Development Bank in Thailand and the African Development Bank in Cote de I'vore.

Earlier, she was a career banker having joined the State Bank as a probationary officer in 1969. She has twenty-two years of experience in banking operations, foreign exchange, as head of merchant banking, in her career with Vijaya Bank and served as Director, correspondent banking with American Express Bank Limited, Bombay. She was trained in the Bank's branches in New York, London, and Frankfurt.

Ms. Reddy holds a Masters degree in Political Science from Osmania University, Hyderabad. She has studied French and Japanese.

She is presently a Director on the Board of Rain Industries Limited (Listed company) and is also a Director on the Board of its two subsidiaries namely Rain Cements Limited and Rain CII Carbon (Vizag) Limited.

She is a Member of Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee of Rain Industries Limited, Chairperson of Nomination and Remuneration Committee of Rain CII Carbon (Vizag) Limited and Chairperson of Nomination and Remuneration Committee of Rain Cements Limited.

Ms. Reddy is not holding any equity shares of the Company and she is not related to any Director, Manager and other Key Managerial Personnel of the Company.

Except Ms. Nirmala Reddy, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Letter of appointment of Ms. Nirmala Reddy setting out the terms and conditions of appointment shall be available for inspection by members electronically. Members seeking to inspect the same can send an e-mail to secretarial@rain-industries.com.

The continuation of appointment of Ms. Nirmala Reddy, as an Independent Director for balance term i.e., up to February 27, 2023 is recommended by the Nomination and Remuneration Committee at its meeting held on October 30, 2021 and Board of Directors at their meeting held on October 30, 2021.

Ms. Nirmala Reddy is not debarred from holding the office of Independent Director by virtue of any Order of SEBI or any other Authority.

She is not holding any equity shares of the Company and she is not related to any Director or Manager or the Key Managerial Personnel of the Company.

Your Directors recommend the Special Resolution for your approval.

Item No. 3

Mr. Brian Jude McNamara was appointed as an Independent Director of the Company at the 44th Annual General Meeting held on May 8, 2019 for a period of 3 years i.e., from February 28, 2019 to February 27, 2022. The tenure of Mr. Brian Jude McNamara would end on February 27, 2022.

In view of the above, the Nomination and Remuneration Committee at their Meeting held on October 30, 2021 and the Board of Directors at their Meeting held on October 30, 2021 have recommended the re-appointment of Mr. Brian Jude McNamara as an Independent Director of the Company for a further period of 5 years i.e., from February 28, 2022 to February 27, 2027 based on his skills, experience, knowledge and positive outcome of Performance Evaluation done by the Board of Directors. The appointment is subject to the approval of the shareholders by passing a Special Resolution through Postal Ballot.

A brief justification for re-appointment of Mr. Brian Jude McNamara as an Independent Director of the Company is as under:

- Mr. Brian Jude McNamara is associated with the Company from 2019 as an Independent Director.

- He is a former banker with 33 years of experience in project finance, corporate finance and investment management. He has worked in investment operations at International Finance Corporation (IFC) in Washington D.C. from 1991 to 2015 with responsibility for investment strategy, business development and project financing for a range of sectors across emerging markets including chemicals, textiles, general manufacturing and mining.
- Looking into his knowledge of various aspects relating to the Project Finance and contributions made by him as an Independent Director and member of the Committees of the Board of the Company, it is thought appropriate to re-appoint him as an Independent Director of the Company.

A notice under Section 160 of the Companies Act, 2013 is received from a member of the Company proposing candidature of Mr. Brian Jude McNamara. The Company also received from Mr. Brian Jude McNamara: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Brian Jude McNamara fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the management.

The Resolution set out at Item No. 3 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for re-appointment of Mr. Brian Jude McNamara as an Independent Director of the Company.

The Letter of appointment of Mr. Brian Jude McNamara setting out the terms and conditions of appointment shall be available for inspection by members electronically. Members seeking to inspect the same can send an e-mail to secretarial@rain-industries.com.

Brief Profile of Mr. Brian Jude McNamara:

Mr. Brian Jude McNamara (59 years) is a former banker with 33 years of experience in project finance, corporate finance and investment management. Mr. McNamara worked in investment operations at International Finance Corporation (IFC) in Washington D.C. from 1991 to 2015 with responsibility for investment strategy, business development and project financing for a range of sectors across emerging markets including chemicals, textiles, general manufacturing and mining. He has extensive investment experience in project evaluation, financial structuring and investment management across the chemicals, fertilizers, carbon black, plastics, fibers, specialty chemicals and primary metals industries.

Prior to joining IFC, Mr. McNamara worked in the corporate finance division of Solvay Chemicals (Belgium) and in banking and investment management in Brussels, Belgium and Dublin, Ireland.

Mr. McNamara holds a bachelor's degree in economics and philosophy from Bristol University in England, and a master's degree in finance and banking from University College Dublin in Ireland.

He is presently a Director on the Board of Rain Industries Limited and is also a Director on the Board of its Subsidiaries namely Rain Cements Limited, Rain CII Carbon (Vizag) Limited and Rain Carbon Inc.

He is a Member of Nomination and Remuneration Committee, Audit Committee and Risk Management Committee of Rain Industries Limited, Member of Audit Committee and Nomination and Remuneration Committee of Rain CII Carbon (Vizag) Limited, Chairman of Audit Committee and Member of Nomination and Remuneration Committee of Rain Cements Limited and Chairman of Audit Committee of Rain Carbon Inc.

He is not holding any equity shares of the Company and he is not related to any Director or Manager or the Key Managerial Personnel of the Company.

Except Mr. Brian Jude McNamara, none of the Directors on the Board or Manager or the Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution set out at Item No. 3 of the Notice.

Mr. Brian Jude McNamara is not debarred from holding the office of Independent Director by virtue of any Order of SEBI or any other Authority.

Your Directors recommend the Special Resolution for your approval.

Item No. 4

The Nomination and Remuneration Committee at their Meeting held on October 30, 2021 and the Board of Directors at their Meeting held on October 30, 2021 have recommended the appointment of Mr. Robert Thomas Tonti as an Independent Director of the Company for a period of 5 years i.e., from October 31, 2021 to October 30, 2026 based on his skills, experience and knowledge. The appointment is subject to the approval of the shareholders by passing an Ordinary Resolution through Postal Ballot.

A brief justification for appointment of Mr. Robert Thomas Tonti as an Independent Director of the Company is as under:

- Mr. Robert Thomas Tonti has over 40 years' experience primarily centered on the Calcining of Petroleum Coke and energy production with experience in Oil refining and Aluminium Smelting.
- His experience includes the purchase and transport of bulk materials (Petroleum Coke) worldwide and Executive business development experience included creation of steam and power generation projects, their commercial contracts, governmental relations, and relations with investor-owned utilities.

- Looking into his knowledge of various aspects relating to the Calcining of Petroleum Coke and energy production, it is thought appropriate to appoint him as an Independent Director of the Company.

A notice under Section 160 of the Companies Act, 2013 is received from a member of the Company proposing candidature of Mr. Robert Thomas Tonti. The Company also received from Mr. Robert Thomas Tonti : i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Robert Thomas Tonti fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the management.

The Resolution set out at Item No. 4 of the notice is put forth for consideration of the members as an Ordinary Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Mr. Robert Thomas Tonti as an Independent Director of the Company.

The Letter of appointment of Mr. Robert Thomas Tonti setting out the terms and conditions of appointment shall be available for inspection by members electronically. Members seeking to inspect the same can send an e-mail to secretarial@rain-industries.com.

Brief Profile of Mr. Robert Thomas Tonti:

Mr. Robert Thomas Tonti (63 Years) holds Bachelor of Science degree in Chemical Engineering from Rensselaer Polytechnic Institute, Troy, New York, United States of America and MBA from International Institute for Management Development, Lausanne, Switzerland.

Mr. Robert Thomas Tonti has over 40 years' experience primarily centered on the calcining of petroleum coke and energy production with experience in Oil refining and Aluminum Smelting.

Early engineering experience with Shell Oil and Kaiser Aluminum & Chemical led to becoming a start-up manager of then Calciner Industries Inc., for the 1988 acquisition of Kaiser's calcining plants by private investors. Production experience included the optimization of supply chain, logistics and freight movements. Technical experience included raw material quality control, the design and upgrade of control systems for calciners and customer service to Aluminum smelters. Executive procurement experience included the purchase and transport of bulk materials (petroleum coke) worldwide. Executive operations experience included negotiation and administration of union labor contracts, environmental affairs, and the management of 120 salaried and hourly personnel. Executive business development experience included creation of steam and power generation projects, their commercial contracts, governmental relations, and relations with investor-owned utilities. Executive M&A work included staffing and restart of an acquired coke calciner, acquisition due diligence of refiner divested coke calciners, the acquisition and divestiture of a calciner in China.

He is an Independent Director on the Board of Rain Carbon Inc, a wholly owned subsidiary of the Company and member of Audit Committee of Rain Carbon Inc.

He is not holding any equity shares of the Company and he is not related to any Director or Manager or the Key Managerial Personnel of the Company.

Except Mr. Robert Thomas Tonti, none of the Directors on the Board or Manager or the Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution set out at Item No. 4 of the Notice.

Mr. Robert Thomas Tonti is not debarred from holding the office of Independent Director by virtue of any Order of SEBI or any other Authority.

Your Directors recommend the Ordinary Resolution for your approval.

By order of the Board
For Rain Industries Limited

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

Place: Hyderabad
Date: October 30, 2021

Details of Directors seeking Appointment/re-appointment/continuation of Appointment in the Notice of Postal Ballot dated October 30, 2021 is as follows:

| Annexure to the Notice of Postal Ballot dated October 30, 2021 | | | | | |
|--|--|--|---|---|---|
| Details of Directors seeking Appointment/re-appointment/continuation of appointment as on October 30, 2021 | | | | | |
| [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India] | | | | | |
| S. No. | Particulars | Name of the Directors | | | |
| | | Mr. N. Radhakrishna Reddy | Ms. Nirmala Reddy | Mr. Brian Jude McNamara | Mr. Robert Thomas Tonti |
| 1 | DIN | 00021052 | 01673128 | 08339667 | 09367847 |
| 2 | Date of birth and Age | July 1, 1941 80 Years | March 27, 1947 74 Years | August 21, 1962 59 Years | June 11, 1958 63 Years |
| 3 | Qualification | Undergraduate | Master in Political Science | Bachelor in Economics and Philosophy and Master in Finance and Banking. | Bachelor of Science degree in Chemical Engineering and MBA |
| 4 | Experience and expertise in specific functional areas | More than 53 years of experience in Construction and Cement Industry. | More than 45 years of experience in Banking, Finance and Project appraisal. | More than 30 years of experience in Project Finance, Corporate Finance and Investment Management. | More than 40 years' experience in Calcining of Petroleum Coke and energy production with experience in Oil refining and Aluminium Smelting. |
| 5 | Brief resume | Resume is given in the Explanatory Statement forming part of Notice. | Resume is given in the Explanatory Statement forming part of Notice. | Resume is given in the Explanatory Statement forming part of Notice. | Resume is given in the Explanatory Statement forming part of Notice. |
| 6 | Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Father of Mr. Jagan Mohan Reddy Nellore, Vice Chairman and Mr. N. Sujith Kumar Reddy, Non-Executive Director. He is not related to any other Director, Manager and Key Managerial | Not related to Directors, Manager and other Key Managerial Personnel of the Company | Not related to Directors, Manager and other Key Managerial Personnel of the Company. | Not related to Directors, Manager and other Key Managerial Personnel of the Company. |

Annexure to the Notice of Postal Ballot dated October 30, 2021
Details of Directors seeking Appointment/re-appointment/continuation of appointment as on October 30, 2021
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial
Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

| S. No. | Particulars | Name of the Directors | | | |
|--------|--|---|---|--|--|
| | | Mr. N. Radhakrishna Reddy | Ms. Nirmala Reddy | Mr. Brian Jude McNamara | Mr. Robert Thomas Tonti |
| | | Personnel. | | | |
| 7 | Nature of appointment (appointment / re-appointment) | Re-appointment as a Managing Director of the Company. | Continuation of Directorship as an Independent Director for the balance period of term | Re-appointment as an Independent Director of the Company. | Appointment as an Independent Director of the Company. |
| 8 | Terms and Conditions of appointment / re-appointment | Mr. N. Radhakrishna Reddy is being re-appointed as a Managing Director of the Company for a period of 3 years i.e., from December 10, 2021 to December 9, 2024 and on such conditions as specified in the Item no. 1 of the Notice. | Continue her appointment as an Independent Director of the Company, to hold office for her remaining term of office i.e., upto February 27, 2023. | Mr. Brian Jude McNamara to be re-appointed as an Independent Director for a further period of 5 years i.e., from February 28, 2022 to February 27, 2027. | Appointment as an Independent Director of the Company for a period of 5 years i.e., from October 31, 2021 to October 30, 2026. |
| 9 | Remuneration last drawn by such person, if applicable and remuneration sought to be paid | No Remuneration was paid to Mr. N. Radhakrishna Reddy during the Financial Year ended December 31, 2020. | Rs.8,20,000 was paid as Sitting Fees and Rs.6,50,000 was paid as Commission during the Financial Year ended December 31, 2020. | Rs.7,00,000 was paid as Sitting Fees and Rs.6,50,000 was paid as Commission during the Financial Year ended December 31, 2020. | N.A |
| 10 | Date of first appointment on the Board | January 2, 1984 | September 30, 2016 | February 28, 2019 | October 31, 2021 |

Annexure to the Notice of Postal Ballot dated October 30, 2021
Details of Directors seeking Appointment/re-appointment/continuation of appointment as on October 30, 2021
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial
Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

| S. No. | Particulars | Name of the Directors | | | |
|--------|--|---|--|--|---|
| | | Mr. N. Radhakrishna Reddy | Ms. Nirmala Reddy | Mr. Brian Jude McNamara | Mr. Robert Thomas Tonti |
| 11 | Shareholding in the Company | Holds 10,383,730 equity shares (3.09%) | Nil | Nil | Nil |
| 12 | The number of Meetings of the Board attended during the year | 4 out of 4 | 4 out of 4 | 4 out of 4 | N.A |
| 13 | Directorship Details of the Board | 1. Rain Industries Limited 2. Rain Cements Limited 3. Renuka Cement Limited 4. PCL Financial Services Private Limited 5. Arunachala Holdings Private Limited. 6. Apeetha Enterprises Private Limited 7. Arunachala Logistics Private Limited 8. Pragnya Priya Foundation | 1. Rain Industries Limited. 2. Nugget Estates Private Limited 3. Nugget Realty & Ventures Private Limited 4. Rain CII Carbon (Vizag) Limited 5. Rain Cements Limited 6. Globe Enterprises LLC - President | 1. Rain Industries Limited 2. Rain Cements Limited 3. Rain CII Carbon (Vizag) Limited 4. Rain Carbon Inc. | 1. Rain Carbon Inc. |
| 14 | Membership/ Chairmanship of Committees of other Boards | Chairman of Corporate Social Responsibility Committee of Rain Cements Limited | Chairperson of Nomination and Remuneration Committee of Rain CII Carbon (Vizag) Limited | He is a Member of Nomination and Remuneration Committee, Audit Committee and Risk Management Committee of | Member of Audit Committee of Rain Carbon Inc. |

Annexure to the Notice of Postal Ballot dated October 30, 2021
Details of Directors seeking Appointment/re-appointment/continuation of appointment as on October 30, 2021
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial
Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

| S. No. | Particulars | Name of the Directors | | | |
|--------|-------------|---------------------------|--|--|-------------------------|
| | | Mr. N. Radhakrishna Reddy | Ms. Nirmala Reddy | Mr. Brian Jude McNamara | Mr. Robert Thomas Tonti |
| | | | Chairperson of Nomination and Remuneration Committee of Rain Cements Limited | Rain Industries Limited, Member of Audit Committee and Nomination and Remuneration Committee of Rain CII Carbon (Vizag) Limited, Chairman of Audit Committee and Member of Nomination and Remuneration Committee of Rain Cements Limited and Chairman of Audit Committee of Rain Carbon Inc. | |

By order of the Board
For Rain Industries Limited

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

Place: Hyderabad
Date: October 30, 2021