



RAIN INDUSTRIES LIMITED

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

Tel: [+91 40 4040 1234](tel:+914040401234), Fax: [+91 40 4040 1214](tel:+914040401214), Website: www.rain-industries.com

Email: secretarial@rain-industries.com

CIN : **L26942TG1974PLC001693**

Dear Member,

POSTAL BALLOT NOTICE

(NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder (Procedure to be followed for conducting business through postal ballot) under the Companies Act, 2013, that the Resolutions appended below are proposed to be passed by the Members by way of Postal Ballot by giving their assent/ dissent. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto alongwith a Postal Ballot Form.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members, which would enable them to cast votes electronically, instead of through physical postal ballot form. E-voting is optional. Please read carefully and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner, the result of the postal ballot will be announced on September 28, 2016 at the Registered Office of the Company. The result of the postal ballot will be posted on the Company's website: www.rain-industries.com besides communicating the same to the National Stock Exchange of India Limited and BSE Limited. The result of the postal ballot shall also be announced through newspaper advertisement. Results will also be posted on the Website of M/s. Karvy Computershare Pvt. Ltd, <https://evoting.karvy.com>

SPECIAL BUSINESS

1. 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 to re-appoint Mr. H. L. Zutshi (DIN : 00041002), as an Independent Director of the Company for a period of 5 years i.e., from September 30, 2016 to September 29, 2021 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.”

2. 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 to re-appoint Mr. S.L. Rao (DIN : 00005675), as an Independent Director of the Company for a period of 4 years i.e., from September 30, 2016 to September 29, 2020 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.”

3. 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 to re-appoint Mr. Dipankar Basu (DIN : 00009653), as an Independent Director of the Company for a period of 3 years i.e., from September 30, 2016 to September 29, 2019 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.”

4. 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 to appoint Ms. Nirmala Reddy (DIN : 01673128), as an Independent Director of the Company for a period of 3 years i.e., from September 30, 2016 to September 29, 2019 and she shall not be liable to retire by rotation, who has submitted a declaration that she meets the criteria of independence as provided in Section 149 of the Act.”

By order of the Board
For Rain Industries Limited

Place: Hyderabad
Date: August 13, 2016

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

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 Company has appointed Mr. DVM Gopal, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the Member.
4. The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on August 19, 2016. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date and time.
5. You are requested to read carefully the instructions printed on the back side of the Postal Ballot Form before exercising the vote and return the said form duly completed and signed in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on September 26, 2016. The envelope may also be deposited personally at the address given thereon. Consent received thereafter shall be treated as if the reply from the Member has not been received. Also, no other Form or Photocopy thereof is permitted. However, an envelope containing postal ballot if sent by any other modes at the expenses of the registered Members will also be accepted.
6. **The Company is pleased to offer e-voting facility as an alternate, for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot.** E-voting is optional. In case a Member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for E-Voting printed on the back side of the Postal Ballot Form. 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 (i.e., till the last date of receipt of Postal Ballots), whichever is earlier.

Members who have registered their e-mails for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs and who wish to vote through Postal Ballot Form can seek duplicate form from the Registered Office of the Company and send/submit the same by post to M/s. Karvy Computershare Private Limited, (Unit: Rain Industries Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

7. Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 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, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on August 19, 2016 (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 M/s. Karvy Computershare Pvt. Ltd. (Karvy).

8. The instructions for voting are as under:

A. Procedure and instructions for e-voting

The procedure and instructions for E-voting are as follows:

- i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- ii. Enter the login credentials (i.e., user-id & password). Your folio/DP and Client ID will be your User-ID.

User - ID for Members holding shares in Demat Form:

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
- For CDSL: 16 digits beneficiary ID.

For Members holding shares in Physical Form:

- EVENT No. followed by Folio Number registered with the Company.
- Password: Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.

Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. Please contact toll free No. [1800 3454 001] for any further clarifications.
- iv. Members can cast their vote online from 10.00 A.M. (IST) on August 27, 2016 to 5.00 P.M. (IST) on September 26, 2016.
- v. After entering these details appropriately, click on "LOGIN".
- vi. Members will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that Company opts for E-voting through Karvy Computershare Private Limited E-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc on First login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. You need to login again with the new credentials.
- viii. On successful login, system will prompt to select the 'Event' i.e. 'Rain Industries Limited'.
- ix. If you are holding equity shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any Company where the System Provider was Karvy Computershare Private Limited, then your existing login id and password given earlier are to be used.
- x. On the voting page, you will see Resolution description and against the same the option FOR/AGAINST/ ABSTAIN for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member do not want to cast, select 'ABSTAIN' After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- xi. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
- xii. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote on the resolution.

B. Process and manner for members opting for voting through Postal Ballot

- i. A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. DVM Gopal, Company Secretary in Practice, C/o M/s. Karvy Computershare Private Limited, Unit: Rain Industries Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, in the attached self-addressed Business Reply Envelope so as to reach on or before 5.00 p.m. on September 26, 2016.

- ii. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member(s) will also be accepted.
- iii. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Company.
- iv. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company /Depository Participants). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case, if the Postal Ballot Form is signed through a delegate, a copy of power of attorney attested by the Member should be annexed to the Ballot.
- v. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column" AGAINST" by placing a tick (✓) mark in the appropriate column.
- vi. There will be only one Postal Ballot Form for each Folio/Client ID irrespective of the number of joint Member (s).
- vii. In case of shares held by Companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
- viii. A Member can request for duplicate Postal Ballot Form. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e., 5.00 p.m. (IST) September 26, 2016.
- ix. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self -addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- x. A Member need not use all the votes, nor needs to cast all the votes in the same way.
- xi. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- xii. Member(s) cannot appoint a proxy to exercise their voting powers through Postal Ballot.
- xiii. Corporate/institutional Members (Corporate/Fls/ foreign institutional investors/ trust/mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e-mail to **dvmgopal@gmail.com** with a copy marked to **evoting@karvy.com**. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _EVENT No."
- xiv. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on September 28, 2016 at 5.00 p.m.(IST) at the Registered Office of the Company situated at Rain Center, 34, Srinagar Colony, Hyderabad- 500 073 and the Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman, if the results of the Postal Ballots indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. As indicated earlier, the results will be published on the website of the Company, www.rain-industries.com besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. The results shall also be announced through a newspaper announcement. Results will also be posted on the Website of M/s. Karvy Computershare Pvt. Ltd, <https://evoting.karvy.com>

C. General Instructions

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice.
- ii. Members may alternatively opt for E-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from Sl. No. (i) to (xii) under heading 'A' above to vote through E-voting platform.
- iii. In the event, a member casts his votes through both the processes i.e., E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- iv. The E-voting period commences from 10.00 a.m. (IST) on August 27, 2016 and ends on 5.00 p.m. (IST) on September 26, 2016. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of August 19, 2016 may cast their votes electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The Company has appointed Mr. DVM Gopal, Practising Company Secretary (Membership No. 6280, CP No.6798), having address as 6-3-154-159, Flat No. 303, 3rd Floor, Royal Majestic, Prem Nagar Colony, Near Banjara Hills Care Hospital,

Khairatabad, Hyderabad - 500 004 as the Scrutiniser to the voting process (E-voting and Postal Ballot) in a fair and transparent manner.

- vi. The Scrutinizer shall, within a period not exceeding two (2) working days from the conclusion of the E-voting period, 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 to the Chairman of the Company.
- vii. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed on the date of announcement of the results i.e., September 28, 2016 by the Chairman of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rain-industries.com and on the website of Karvy, i.e., <https://evoting.karvy.com>
- viii. 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. If, however, shares are held in physical form, members are advised to register their e-mail address with Karvy Computershare Private Limited on murthy.psrch@karvy.com or contact Mr. Ramu, Contact No. 040- 67161566, at [Unit: Rain Industries Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.

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

The shareholders of the Company through Postal ballot have appointed Mr. H. L. Zutshi (DIN 00041002) as an Independent Director of the Company for a period of 2 years i.e., from September 30, 2014 to September 29, 2016 and the term of Mr. H. L. Zutshi will expire on September 29, 2016.

A notice along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Mr. H. L. Zutshi. The Company has received 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, from Mr. H. L. Zutshi 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.

The Nomination and Remuneration Committee at their meeting held on August 12, 2016 and Board of Directors at their meeting held on August 13, 2016 have recommended the re-appointment of Mr. H. L. Zutshi as an Independent Director for a period of 5 years i.e., from September 30, 2016 to September 29, 2021.

In the opinion of the Board, Mr. H. L. Zutshi fulfils the conditions specified in the Act and the Rules framed thereunder and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as an Independent Director and he is independent of the management.

As per the provisions of Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company. 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 149 read with Schedule IV of the Companies Act, 2013 for re-appointment of Mr. H. L. Zutshi as an Independent Director.

The terms and conditions of re-appointment of Mr. H. L. Zutshi shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

➤ Brief Resume of Mr. H.L.Zutshi

Mr. H. L. Zutshi (74 Years) was the Chairman & Managing Director of Hindustan Petroleum Corporation Ltd (HPCL). HPCL is engaged in petroleum refining, marketing and exploration activities. He retired from HPCL in May 2002 after serving as CMD for seven years. HPCL was the successor company of ExxonMobil in India, after the latter's activities was taken over by the Government of India in 1974.

Mr. Zutshi was also the Chairman of Mangalore Refineries and Petrochemicals Ltd (MRPL), a joint venture Company between Aditya Birla Group of companies and HPCL, South Asia LPG Ltd, a joint venture between HPCL and TOTAL of France, HINCOL

a joint venture between COLAS SA of France and HPCL and an Exploration & Production Company called Prize Petroleum, joint venture between HPCL and HDFC, ICICI and TDCI.

He was a member of the Government of India appointed expert Sub-Committee for developing a policy paper on deregulation etc, which provided inputs for the Hydro Carbon Vision 2025. He was formerly Chairman of the Petroleum, Coal, Fertilizer and related products Division Council of Bureau of Indian Standards (BIS), New Delhi, Convener of the Financial Services Sector task force of the Department of Public Enterprises, which fixed annual performance targets of the Financial Services PSUs. He was also Advisor Energy & Hydrocarbon to Mittal S.a.r.l, Luxomberg, and ABN Amro Investments. He was formerly Independent Director on the Boards of MMTC, MECON Ltd and IDBI Bank Ltd. He was also Special Director for BIFR on the boards of two companies.

Mr. Zutshi had a brilliant academic record. He specialised in Mechanical Engineering and was trained in Management at the Administrative Staff College (Hyderabad), Indian Institute of Management (Ahmedabad) and Templeton College, Oxford University, UK.

Mr. Zutshi is presently the Managing Trustee of the Energy Research and Social Advancement Foundation, New Delhi and Ishwar Charitable Trust Eye Hospital - ICARE. He is a member of India International Centre, New Delhi.

Mr. H L Zutshi does not hold any equity shares of the Company and he is not related to any other Director of the Company.

Except Mr. H. L. Zutshi, 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. 1 of the Notice.

Your Directors recommend the resolution for your approval.

Item No.2

The shareholders of the Company through Postal ballot have appointed Mr. S.L. Rao (DIN : 00005675) as an Independent Director of the Company for a period of 2 years i.e., from September 30, 2014 to September 29, 2016 and the term of Mr. S.L.Rao will expire on September 29, 2016.

A notice along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Mr. S.L. Rao. The Company has received 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, from Mr. S.L. Rao 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.

The Nomination and Remuneration Committee at their meeting held on August 12, 2016 and Board of Directors at their meeting held on August 13, 2016 have recommended the re-appointment of Mr. S.L. Rao, as an Independent Director for a period of 4 years i.e., from September 30, 2016 to September 29, 2020.

In the opinion of the Board, Mr. S.L. Rao fulfils the conditions specified in the Act and the Rules framed thereunder and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as an Independent Director and he is independent of the management.

As per the provisions of Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company. The Resolution set out at Item No.2 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. S.L. Rao as an Independent Director.

The terms and conditions of re-appointment of Mr. S.L.Rao shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

➤ Brief Resume of Mr. S. L. Rao

Mr. S. L. Rao (80 Years) is an Economist, Distinguished Fellow, Emeritus at The Energy & Resources Institute (TERI), New Delhi, Board Member, IIM Kozikode, CIRC-CUTS Institute of Regulation and Competition and Trustee, Bangalore International Centre and Aga Khan Foundation, India. He is Member of Advisory Committees of Competition Commission of India and the Indian Energy Exchange. He has served for many years on other corporate and institutional Boards.

He was Director-General, National Council of Applied Economic Research, Delhi from 1990 to 1996 and was the first Chairman of the Central Electricity Regulatory Commission. He had earlier spent 28 years in management positions in Unilever, Warner Hindustan and Beardsell, five years as management consultant and designed and ran the National Management Programme (1987 to 1990). He is a columnist in the "Telegraph", Kolkata and "Financial Express". He is a widely read commentator on policy issues in many national and

international publications. He has authored or edited 16 books, the last 4 were "Managing India" (Academic Foundation, 2015), "Powering India" (Academic Foundation, 2011), "From Servants or Masters? "Evolution of Professional Management in India", (Global Business Press, 2007) and "Governing Power", (TERI Press, 2004).

He is on the Boards of Kanoria Chemicals and Industries Ltd, Global Trust Capital Finance Pvt Ltd and Insight Alpha Pvt Ltd. He is Chairman of Nomination and Remuneration Committee of Kanoria Chemicals and Industries Limited.

Mr. S L Rao does not hold any equity shares of the Company and he is not related to any other Director of the Company.

Except Mr. S.L.Rao, 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.

Your Directors recommend the resolution for your approval.

Item No.3

The shareholders of the Company through Postal ballot have appointed Mr. Dipanakar Basu (DIN 00009653) as an Independent Director of the Company for a period of 2 years i.e., from September 30, 2014 to September 29, 2016 and the term of Mr. Dipanakar Basu will expire on September 29, 2016.

A notice along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Mr. Dipanakar Basu. The Company has received 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, from Mr. Dipanakar Basu 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.

The Nomination and Remuneration Committee at their meeting held on August 12, 2016 and Board of Directors at their meeting held on August 13, 2016 have recommended the re-appointment of Mr. Dipanakar Basu as an Independent Director for a period of 3 years i.e., from September 30, 2016 to September 29, 2019.

In the opinion of the Board, Mr. Dipanakar Basu fulfils the conditions specified in the Act and the Rules framed thereunder and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as an Independent Director and he is independent of the management.

As per the provisions of Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company. 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. Dipanakar Basu as an Independent Director.

The terms and conditions of re-appointment of Mr. Dipanakar Basu shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

➤ Brief Resume of Mr. Dipanakar Basu

Mr. Dipankar Basu (81 Years) was previously the Chairman of State Bank of India until his retirement in August 1995. While serving as Chairman of State Bank of India, he served concurrently on the Boards of a number of SBI subsidiaries including those engaged in investment banking and fund management. Between 1996 and 1999, Mr. Basu served as a member of the Disinvestment Commission set up to advise the Government of India on public sector disinvestments. During 1997-98, Mr. Basu was a member of the Narasimham Committee on Banking Sector Reforms. Later, during 2004-06, he was a member of the Appointments Board constituted by Government of India for selection of Chairman and Executive Directors of Public Sector Banks. Mr. Basu brings with him long experience and wide knowledge of financial markets in India. He has several years of Board level experience in Companies engaged in a wide spectrum of businesses - both financial and non-financial. He is currently on the Boards of Asian Paints Ltd and Deepak Fertilizers & Petrochemicals Corp. Ltd. He is at present a member of the Investment Advisory Committee of Army Group Insurance Fund and of the Empowered Committee on External Commercial Borrowings of Reserve Bank of India. He is the Chairman of Stakeholders Relationship Committee and Nomination and Remuneration Committee of Deepak Fertilisers & Petrochemicals Corp. Ltd., Chairman of Audit Committee and Member of Nomination and Remuneration Committee of Asian Paints Limited. Mr. Basu received his Master of Arts (Economics) degree from Delhi University.

Mr. Dipankar Basu holds 140 equity shares in the Company and he is not related to any other Director of the Company.

Except Mr. Dipankar Basu, 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. 3 of the Notice.

Your Directors recommend the resolution for your approval.

Item No.4

A notice along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Ms. Nirmal Reddy. The Company has received 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, from Ms. Nirmala Reddy to the effect that she is not disqualified as per Section 164(2) of the Companies Act, 2013, and iii) a Declaration to the effect that she meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms. Nirmala Reddy fulfills the conditions specified in the Act and the Rules framed thereunder and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and she is independent of the management.

The terms and conditions of appointment of Ms. Nirmala Reddy shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

➤ **Brief Resume of Ms. Nirmala Reddy**

Ms. Nirmala Reddy (69) worked as a Financial Sector Consultant for the World Bank in Washington DC during 1995-2006. She worked on credit intermediation, privatization and financial appraisal of Development banks in Mongolia, Guyana, Egypt and Jordan. Identified and recommended parameters for improved profitability and sustainable on lending through beneficiary government/institutions. She went on regular field supervision missions that required extensive negotiations with counterparts and policy makers.

She also worked as a consultant for the Asian Development Bank, Manila for conducting a financial appraisal of a project involving a leading development Bank in Thailand.

She was a Consultant in credit intermediation as part of an overall management review of the African Development Bank in Abidjan, Cote de I'vore for improving internal efficiencies, upgrading control mechanisms and achieving sustainable growth projections in the medium and long term.

She had a banking career of 22 years in India commenced as a Probationary Officer with the State Bank of Hyderabad. She worked at Bank's Foreign Exchange Department in Bombay.

She held assignments included heading the Bank's Merchant Division at Vijaya Bank in Bombay. She also participated in underwriting public (equity and bond) issues and in the inter bank call money market.

She at American Express Bank Limited, Bombay was Director of Corresponding Banking marketing in charge of business development for India and Nepal. She was trained in product development and marketing at the Bank's offices in New York, London and Frankfurt.

She was trained in management at the Administrative Staff College of India, Hyderabad and overseas training in credit appraisal at the then Manufacturers Hanover Trust Company New York.

She holds Master of Arts in Political Science and she also studied French and Japanese.

She is the Managing Director of Nugget Estates Private Limited and Nugget Realty & Ventures Private Limited and Independent Director in Rain Cements Limited and Rain CII Carbon (Vizag) Limited. She is the Chairman of Audit Committee and Nomination and Remuneration Committee of Rain CII Carbon (Vizag) Limited and Member of Audit Committee and Nomination and Remuneration Committee of Rain Cements Limited.

She does not hold any equity shares of the Company and she is not related to any Director 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. 4 of the Notice.

Your Directors recommend the resolution for your approval.

By order of the Board
For Rain Industries Limited

Place: Hyderabad
Date: August 13, 2016

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