



RAIN INDUSTRIES LIMITED

To

February 28, 2019


Brian Jude Mcnamara
4717, Brandywine ST NW,
Washington, DC 20016-4468,
USA


Dear Sir,

On behalf of Rain Industries Limited ("**Company**"), I have pleasure in informing you that the Board of Directors of the Company at their meeting held on February 27, 2019 have appointed you as an Additional Director (Independent Director) of the Company for a period of 3 years i.e., from February 28, 2019 to February 27, 2022, subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company.

And your appointment will be regularised subject to the ordinary resolution passed by the members at ensuing Annual General Meeting of the Company.

1. Term: 3 years i.e., from February 28, 2019 to February 27, 2022.
2. You agree to apply yourself and discharge your duties as an Independent Director in accordance with the Constitution of the Company and the Companies Act, 2013. You are expected to attend:
 - a) regular Board and Committee of Directors meetings, the Annual General Meetings and General Meetings of the Company and to ensure you have read and understood all papers and information provided to you in relation to each Board and Committee of Directors meeting and undertake such additional enquiries as you deem necessary and appropriate to be informed of the Company's financial and operational performance.
3. Role, Responsibilities, Duties and Remuneration
 - A. As member of the Board you along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:
 - Requirements under the Companies Act, 2013
 - Accountability under the Directors Responsibility Statement


BRIAN J. MCNAMARA
DIN: 08339667

For Rain Industries Limited

Jagan Mohan Reddy Nellore
Managing Director
DIN: 00017633



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- Overseeing the maintenance of high standards of Values and ethical conduct of business
- Overseeing the Company's contribution to enhancing the quality of life of communities
- Reviewing the Business Model findings and monitoring the action plan

B. You shall abide by the 'Code for Independent Directors' as outlined in Schedule IV and Section 149(8) of the Companies Act, 2013, and duties of Directors as provided in Section 166 of the Companies Act, 2013.

C. You will also be responsible for providing guidance in the area of your expertise.

D. Remuneration:


As an Independent Director you shall be paid sitting fees for attending the meetings of the Board and Committees of which you are a member.

The sitting fees payable to you are as follows:


- Board- Rs. 1,00,000 per Meeting
- Committee of Directors – Rs. 60,000 per Meeting

In addition to the sitting fees, profit related commission may also be paid to you. In determining the amount of this Commission, the Nomination and Remuneration Committee may consider various factors as disclosed in the remuneration policy.

Further, the Company may pay or reimburse to you such fair and reasonable expenditure, as may have been incurred by you while performing your role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by you for attending Board/ Committee Meetings, Annual General Meetings, Extra-Ordinary General Meetings, court convened Meetings, meetings with shareholders/creditors/management, site visits, induction and training (organised by the Company for Directors) and in obtaining, subject to prior consultation with the Board, professional advice from independent advisors in the furtherance of your duties as an Independent Director.


BRIAN J TENNANT
DIN: 08339667

For Rain Industries Limited


Jagan Mohan Reddy Nellore
Managing Director
DIN: 00017633



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4. Insurance

The Company will take an appropriate Directors and Officers' Liability insurance policy (D & O Policy) and pay the premiums for the same. It is intended to maintain such insurance cover for the term of your appointment, subject to the terms of such policy in force from time to time.

5. Any confidential information which may come to your knowledge in the performance of your duties as a director of the Company must not be divulged, except so far as:

- a. may be necessary in connection with the proper performance of your duties to the Company;
- b. the Company may from time to time authorise and that you will take all reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company; or
- c. you may be required by law to disclose.

6. You will not, except with the prior written consent of the Company, be in any way connected with or interested in any business in competition with that of the Company or its subsidiaries. This does not prevent you from holding equity in other companies.

7. The office you hold as a director becomes vacant in the following circumstances:

- a) you incurs any of the disqualifications specified in section 164 of the Companies Act, 2013;
- b) absents from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
- c) acts in contravention of the provisions of section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested;
- d) fails to disclose interest in any contract or arrangement in which you are directly or indirectly interested, in contravention of the provisions of Section 184;
- e) becomes disqualified by an order of a court or the Tribunal;

Brian Srinivasan

DIN: 08339667

For Rain Industries Limited

Jagat Mohan Reddy Nellore

Managing Director

DIN: 00017633




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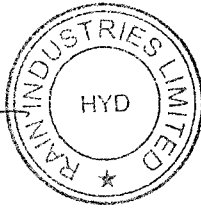
- f) convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months (Provided that the office shall be vacated by the director even if he has filed an appeal against the order of such court); and
- g) removed in pursuance of the provisions of this Act.

Please acknowledge your acceptance by signing as indicated below.

Thanking you,
Yours faithfully,

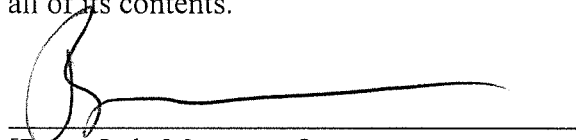
For **Rain Industries Limited**


Jagan Mohan Reddy Nellore
Managing Director



Accepted

I agree to the terms hereof and acknowledge I have received the appointment letter and all of its contents.



[Brian Jude Mcnamara]

Dated: *March 6, 2019*

D.S: 0833 9667.