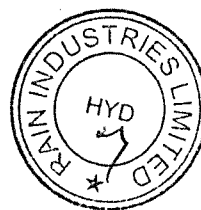


RAIN INDUSTRIES LIMITED

CODE

OF

BUSINESS CONDUCT & ETHICS

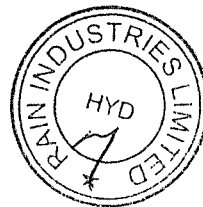


A Message from Nellore Radhakrishna Reddy

Our mission is to be the most valued supplier of quality products and services in the industries in which we operate. This mission includes our long-standing commitment to holding ourselves to the highest ethical and legal standards in our business operations. Each RAIN GROUP director, officer and employee is expected to uphold the utmost standards of ethics and compliance in carrying out the RAIN GROUP's business operations, and to demonstrate personal integrity in the workplace and when doing business on the behalf of the RAIN GROUP. This means that not only must each of us must obey the law, but that we must also strictly apply the strong ethical principles to which we aspire in our everyday work environment. Knowing what to do in every situation is not always easy. So, we must make continuous efforts to understand what the law and our ethical standards require of us, by asking questions, getting appropriate advice and learning from educational materials. The RAIN GROUP Code of Business Conduct & Ethics is a key component of the RAIN GROUP's ethics and compliance program and is a vital resource for assuring that all RAIN GROUP directors, officers and employees comply with the law and various policies of the RAIN GROUP. It is also a statement of the RAIN GROUP's commitment to ethical behavior and continual improvement in all that we do. Please join me and the other directors and officers of the RAIN GROUP in giving full support to the RAIN GROUP Code of Business Conduct & Ethics.

Sincerely,

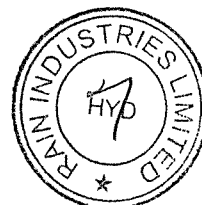
Nellore Radhakrishna Reddy
Managing Director of Rain Industries Limited



RAIN INDUSTRIES LIMITED CODE OF BUSINESS CONDUCT & ETHICS

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RAIN INDUSTRIES LIMITED

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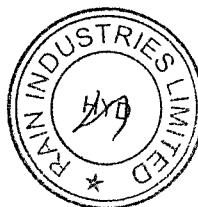
1. Introduction

The Board of Directors of Rain Industries Limited has adopted and oversees the administration of the RAIN GROUP Code of Business Conduct and Ethics (the “Code of Conduct”), which applies to all directors, officers and employees of Rain Industries Limited and its subsidiaries (collectively, the “RAIN GROUP”). The Code of Conduct reflects the RAIN GROUP’s commitment to doing business with integrity and in full compliance with the law, and provides a general roadmap for all RAIN GROUP directors, officers and employees to follow as they perform their day-to-day responsibilities. The Code of Conduct provides the basis for the personal commitment required of all RAIN GROUP directors, officers and employees to perform their job responsibilities with the highest ethical standards, in compliance with applicable laws and in a manner that is respectful of each other and the RAIN GROUP’s relationships with customers, suppliers and shareholders, as well as the communities and regulatory bodies where the RAIN GROUP does business.

All RAIN GROUP directors, officers and employees are expected to be familiar with the Code of Conduct and to follow it in the day-to-day performance of their jobs. While the Code of Conduct establishes basic rules of conduct for a variety of circumstances, there is no single set of rules that can address all possible scenarios. Furthermore, questions involving ethical and legal issues can sometimes be complex. If a RAIN GROUP director, officer or employee encounters a situation where he or she is unsure of how to proceed in accordance with the Code of Conduct, he or she should seek guidance from the appropriate persons within the RAIN GROUP indicated in the section herein entitled “*Code of Conduct Procedures, Open-Door Communication and Non-Retaliation.*”

The Code of Conduct is meant to co-exist with additional policies that relate to more specific legal, ethical, financial, safety and other matters that are applicable to either the entire RAIN GROUP or to certain companies, departments or geographic regions within the RAIN GROUP. All directors, officers and employees of the RAIN GROUP are also expected to be familiar with such additional policies and, to the extent applicable, to follow them in the day-to-day performance of their jobs.

No one within the RAIN GROUP has the authority to make exceptions or grant waivers with respect to the Code of Conduct. Regardless of the challenges one may face in performing his or her job, no situation can justify the willful violation of the Code of Conduct. The reputation of the RAIN GROUP depends on all RAIN GROUP directors, officers and employees understanding and complying with the Code of Conduct.



2. Ethics and Integrity

a. Generally

The policy of the RAIN GROUP is to comply with all laws, rules and regulations applicable to its business. However, even where an applicable law may be permissive, RAIN Group directors, officers and employees are expected to act with the highest level of integrity.

Local customs and traditions may differ in the geographic regions in which the RAIN GROUP operates, and while these differences must be recognized, honesty and integrity are attributes of human behavior that are welcomed and respected in any culture. A reputation for always displaying the highest level of ethical behavior is itself an invaluable asset to the RAIN GROUP.

b. Business Ethics

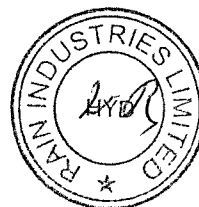
It is the policy of the RAIN GROUP to care about how results are obtained, not just that they are obtained, and achieving results through unscrupulousness dealings or at the cost of a violation of law will not be tolerated. No RAIN GROUP director, officer or employee may enter into unethical or unlawful arrangements in the performance of their work duties, such as providing bribes, kickbacks, or similar remuneration or consideration to attract business, obtain favors or influence decision-makers. RAIN GROUP directors, officers and employees are expected to always deal honestly and fairly with customers, suppliers and others with whom the RAIN GROUP does business.

c. Customer Relations

The RAIN GROUP values its long-standing relationships with customers and recognizes that customer satisfaction is of primary importance to the success of the RAIN GROUP. It is the RAIN GROUP's policy to: (i) provide high quality products that meet or exceed customer specifications under all reasonable circumstances; (ii) furnish accurate and sufficient information about its products and services so that customers can make informed purchasing decisions; and (iii) require truth in advertising and other communications relating to its products and services. RAIN GROUP employees are expected to always deal honestly and fairly with customers and to carry out the RAIN GROUP's contractual commitments to customers with the highest standards of customer service.

d. Financial Integrity

Financial integrity is vital to the success of the RAIN GROUP. It is the policy of the RAIN GROUP that all RAIN GROUP transactions are properly authorized in accordance with applicable RAIN GROUP policies and accurately reflected in the books and records of the RAIN GROUP in accordance with applicable generally accepted accounting principles and established corporate accounting policies and procedures. False, fictitious or deceptive entries in the RAIN GROUP's books and records are strictly prohibited. It is also the policy of the RAIN GROUP that all RAIN GROUP funds be retained in properly authorized and identified RAIN



GROUP accounts. The establishment of undisclosed or unrecorded RAIN GROUP funds is strictly prohibited, as is the placement of RAIN GROUP funds in any personal or non-corporate account.

RAIN GROUP employees are expected to adhere to the RAIN GROUP's internal financial controls and to be honest and forthcoming with RAIN GROUP directors, senior management, internal auditors and external auditors. The RAIN GROUP's system of management will not work without honest bookkeeping, budget proposals and evaluation of projects. It is also the policy of the RAIN GROUP that full, fair, accurate, timely and understandable financial disclosures be made in reports and documents filed with the National Stock Exchange of India and the Bombay Stock Exchange, or that are otherwise disclosed to investors, lenders, ratings agencies, government agencies or other third parties.

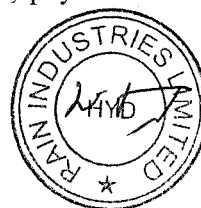
RAIN GROUP employees responsible for corporate funds and accounts must be familiar with and follow applicable RAIN GROUP policies and procedures concerning accounting matters, including applicable grants of authority policies.

3. Conflicts of Interest

It is the policy of the RAIN GROUP that all RAIN GROUP directors, officers and employees avoid any real or apparent conflict between their own personal interests and those of the RAIN GROUP. A conflict of interest occurs when an individual's personal interest interferes, or appears to interfere, with the objective and effective performance of his or her responsibility to pursue the interests of the RAIN GROUP. Service to the RAIN GROUP should never be subordinated to personal gain, and RAIN GROUP directors, officers and employees are expected to avoid actual or apparent conflicts of interest in dealing with present or prospective customers, suppliers or any other person or organization with whom the RAIN GROUP has current or prospective business dealings.

Clear conflict of interest situations involving RAIN GROUP directors, officers and other employees who occupy supervisory positions or who have discretionary authority, or any member of their respective families, may include the following:

- **Related Party Transactions.** A significant ownership interest in, or any consulting or employment relationship with, any customer, supplier or any other person or organization with whom the RAIN GROUP has business dealings, or the receipt of any type of remuneration from a person or organization in relation to business transacted with such person or organization on behalf of the RAIN GROUP.
- **Gifts and Entertainment.** The receipt of gifts, entertainment, gratuities or services, other than usual and customary business courtesies that are of nominal value i.e., an amount not exceeding Rs. 10,000/-(Rupees Ten Thousand Only), from present or prospective customers, suppliers or any other person or organization with whom the RAIN GROUP has current or prospective business dealings.
- **Hiring or Supervising Family Members.** Being in the position of hiring, supervising, reviewing or having any influence on the job evaluation, pay or benefit of any immediate family member.



RAIN GROUP directors, officers and employees must be familiar with and follow applicable RAIN GROUP policies and procedures concerning conflicts of interests, including RAIN GROUP policies regarding related party transactions and gifts and entertainment.

4. Corporate Opportunities

RAIN GROUP directors, officers and employees owe a duty to the RAIN GROUP to advance the RAIN GROUP's business interests when the opportunity to do so arises. RAIN GROUP directors, officers and employees are prohibited from taking (or directing a third party to take) a business opportunity that is discovered using RAIN GROUP corporate property, information or position, unless the RAIN GROUP has already been offered the opportunity and turned it down. More generally, RAIN GROUP directors, officers and employees are prohibited from using corporate property, information or position for personal gain and from competing with the RAIN GROUP.

5. Directorships

It is the policy of the RAIN GROUP to restrict the holding by RAIN GROUP directors, officers and employees of directorships in nonaffiliated, for-profit organizations, and to prohibit the acceptance by any RAIN GROUP director, officer or employee of such directorships that would involve a conflict of interest with, or interfere with, the discharge of the duties of the RAIN GROUP director, officer or employee to the RAIN GROUP. All directorships in nonaffiliated, for-profit organizations, by any RAIN GROUP director, officer or employee are subject to review and approval by the Board of Directors of Rain Industries Limited.

RAIN GROUP directors, officers and employees may hold directorships in nonaffiliated, nonprofit organizations, unless such directorships would involve a conflict of interest with, or interfere with, the discharge of the duties of the RAIN GROUP director, officer or employee to the RAIN GROUP, or obligate the RAIN GROUP to provide support to the nonaffiliated, nonprofit organization.

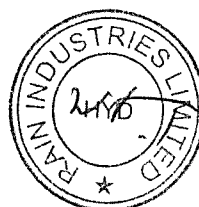
However, the Independent Directors and Directors nominated by Banks and/or Financial institutions may accept Directorships of other Companies without approval of the Board of Directors of Rain Industries Limited as long as there is no conflict of interest.

RAIN GROUP directors, officers and employees may serve as directors of RAIN GROUP companies as part of their normal work assignments. However, any appointments to the Board of Directors of Rain Carbon Inc. are subject to review and approval by the Board of Directors of Rain Industries Limited.

6. Protection and Proper use of Corporate Assets

a. Generally

It is the policy of the RAIN GROUP that all RAIN GROUP directors, officers and employees are expected to use RAIN GROUP assets efficiently to advance the interests of the RAIN GROUP and to protect them from theft, destruction, waste, loss or improper use. RAIN GROUP assets include tangible assets, such as production facilities, equipment,



materials, tools, supplies, inventory, vehicles, and corporate records (in the form of paper or electronic files). RAIN GROUP assets also include intangible assets, such as patents, trademarks, process knowhow and confidential information of the RAIN GROUP.

b. Confidential Information

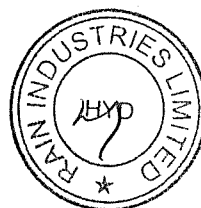
Confidential information of the RAIN GROUP are important assets of the RAIN GROUP. Examples of confidential information include non-public information about the RAIN GROUP's plans, earnings, financial forecasts, business forecasts, business data, pricing information and research and development information. All RAIN GROUP directors, officers and employees must take appropriate steps to protect and maintain non-public RAIN GROUP information in confidence. Generally, RAIN GROUP directors, officers and employees should avoid discussing confidential RAIN GROUP information with anyone, including co-workers, unless it is necessary for a coworker to perform his or her job responsibilities. Under no circumstances should confidential RAIN GROUP information be disclosed to persons outside of the RAIN GROUP without proper authorization. In the limited instances where it may be permissible to disclose non-public information to someone outside of the RAIN GROUP, such disclosure may be made only after obtaining a commitment from such party that they will protect the confidentiality of the information.

c. Communications and Computer Systems and Equipment

The RAIN GROUP's various communications and information systems and equipment (including e-mail) represent a considerable commitment of the RAIN GROUP's resources and are to be used responsibly and legally. These systems are to be used primarily for facilitating the RAIN GROUP's business activities and in compliance with agreements that govern their use. RAIN GROUP employees may not use these systems to send, access or download vulgar, obscene or harassing communications, offensive or inappropriate material, confidential RAIN GROUP information (without proper authorization) and information or communications that violate the law. All communications and information created, transmitted, received or stored in these systems are the property of the RAIN GROUP. As such, RAIN GROUP employees should not consider any information created or disseminated using these systems to be private.

d. Corporate Records

The RAIN GROUP's corporate records are important assets of the RAIN GROUP and include everything a RAIN GROUP employee produces while performing his or her job responsibilities (in the form of paper or electronic files). Applicable laws require the RAIN GROUP to maintain certain types of corporate records for a specified period, and whenever litigation is threatened or pending against the RAIN GROUP, certain records may be required to be maintained for extended periods of time. All RAIN GROUP employees must be familiar with and follow applicable RAIN GROUP policies and procedures concerning corporate records retention.



7. Compliance with Laws, Rules and Regulations

a. Generally

It is the policy of the RAIN GROUP that that RAIN GROUP directors, officers, employees and third parties acting on behalf of the RAIN GROUP comply with all applicable laws, rules and regulations in the countries in which the RAIN GROUP does business. It is the personal responsibility of each RAIN GROUP director, officer, employee and third party acting on behalf of the RAIN GROUP to adhere to the standards and restrictions imposed by such laws, rules and regulations.

b. Insider Trading

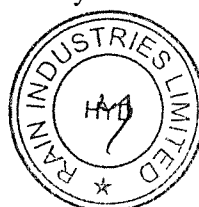
It is against the policy of the RAIN GROUP, and in many circumstances illegal, for a RAIN GROUP director, officer or employee to profit from undisclosed information relating to the RAIN GROUP. RAIN GROUP directors, officers and employees are prohibited from purchasing or selling any securities (e.g., shares of stock or bonds) of a RAIN GROUP company while in possession of material non-public information relating to the RAIN GROUP. In addition, RAIN GROUP directors, officers and employees are prohibited from purchasing or selling securities of other companies while in possession of material non-public information about those companies gained through their work with the RAIN GROUP (e.g., material non-public information relating to customers or suppliers of the RAIN GROUP). Furthermore, RAIN GROUP directors, officers and employees in possession of material non-public information relating to the RAIN GROUP, or of material non-public information about other companies gained through their work with the RAIN GROUP, are prohibited from providing other people with such information or recommending to other people that they buy or sell any securities of the RAIN GROUP or such other companies.

For purposes of this policy, information is deemed “material” if it would be considered important by a reasonable investor in deciding whether to buy or sell securities. For example, it is likely that the following information, in most circumstances, would be deemed material: (i) annual or quarterly financial results; (ii) a significant change in earnings or earnings projections; (iii) unusual gains or losses in major operations; (iv) negotiations and agreements regarding significant acquisitions, divestitures or business combinations; (v) payments of dividends to shareholders of Rain Industries Limited; and (vi) significant changes in RAIN GROUP management.

It is the duty of all RAIN GROUP directors, officers and employees to be familiar with applicable RAIN GROUP policies related to insider trading and to adhere to these RAIN GROUP policies.

c. Anti-Bribery and Anti-Corruption

Nearly all countries in the world have laws that prohibit the making of bribes to public officials. In addition, the laws of many countries in which the RAIN GROUP does business bar the payment or offering of anything of value to officials or politicians of governments and others to obtain or retain business. It is the policy of the RAIN GROUP that that RAIN GROUP directors, officers, employees and third parties acting on behalf of the RAIN GROUP are prohibited from offering or paying, directly or indirectly, any bribe to any



employee, official or agent of any government, commercial entity or individual in connection with the business or activities of the RAIN GROUP. A bribe for these purposes is any money, goods, services or anything of value offered or given with the intent to gain an improper advantage for the RAIN GROUP. It is the duty of all RAIN GROUP employees involved in any business transactions to be familiar with the anti-bribery and anti-corruption laws in the countries in which they do business on behalf of the RAIN GROUP, as well as the applicable RAIN GROUP policies related to anti-bribery and anti-corruption, and to adhere to these laws and RAIN GROUP policies.

d. Antitrust, Competition and Trade Practices

Most of the countries where the RAIN GROUP does business have laws that are designed to protect free and fair competition by regulating competitive conduct. These are typically referred to in different countries as “antitrust”, “competition” or “trade practices” laws. While there may be some variations in these laws in different countries, they all share the goals of fostering competition. It is the policy of the RAIN GROUP that all RAIN GROUP directors, officers and employees comply with the antitrust, competition and trade practice laws of all countries that are applicable to the RAIN GROUP’s business. It is the duty of all RAIN GROUP employees to be familiar with both the antitrust, competition and trade practice laws in the countries in which they do business on behalf of the RAIN GROUP, as well as the applicable RAIN GROUP policies related to antitrust, competition and trade practice laws, and to adhere to these laws and RAIN GROUP policies.

e. Trade Sanctions

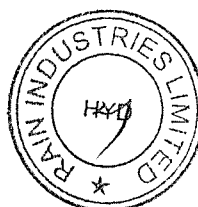
Many of the countries in which the RAIN GROUP operates maintain economic sanctions against a variety of countries. Generally, these sanctions, to varying degrees, forbid many commercial and other transactions with certain specified countries, individuals and groups. RAIN GROUP directors, officers and employees involved in international transactions on behalf of the RAIN GROUP must understand the various sanctions and limitations that apply to purchase and sale of products and services in the international market place, as well as the applicable related RAIN GROUP policies related to trade sanctions, and adhere to these sanctions and RAIN GROUP policies.

8. Workplace Conduct

The RAIN GROUP is committed to maintaining a safe and healthy workplace where employees embody the following characteristics: honesty, integrity, responsibility, reliability, fairness and respect for others. The RAIN GROUP believes such characteristics are fundamental to the RAIN GROUP’s success as a business organization.

a. Equal Opportunity Employment

It is the policy of the RAIN GROUP to provide equal employment opportunities, in conformance with all applicable laws and regulations, to all employees and applicants based on qualification and merit, as well as the business needs of the RAIN GROUP. The RAIN GROUP administers its personnel policies, programs, and practices in a nondiscriminatory manner in all aspects of the employment relationship, including recruitment, hiring, work assignments, promotion, termination and wage and salary administration.



RAIN GROUP directors, officers and employees must be familiar with and follow applicable RAIN GROUP policies concerning equal employment opportunities at the RAIN GROUP.

b. Non-harassment

It is the policy of the RAIN GROUP to prohibit any form of harassment in any RAIN GROUP workplace. The RAIN GROUP is committed to providing a workplace environment that fosters mutual employee respect and working relationships free of harassment. For purposes of this policy, "harassment" is inappropriate conduct which has the purpose or effect of: (i) creating an intimidating, hostile or offensive work environment; (ii) unreasonably interfering with an individual's work performance; or (iii) affecting an individual's employment opportunity. Forms of harassment include, but are not limited to, unwelcome verbal or physical advances and sexually, racially or otherwise derogatory or discriminatory materials, statements or remarks. RAIN GROUP directors, officers and employees must be familiar with and follow applicable RAIN GROUP policies concerning non-harassment in the RAIN GROUP workplace.

c. Drug and Alcohol Use

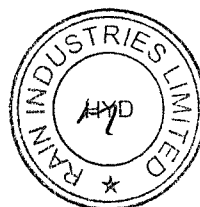
The Rain GROUP is committed to safe, healthy and productive workplace for all employees. The RAIN GROUP recognizes that alcohol, drug or other substance abuse by employees impairs their ability to properly perform their jobs and has serious adverse effects on the safety, efficiency and productivity of other RAIN GROUP employees. The misuse of legally prescribed drugs, or the use, possession, distribution or sale of illicit or unprescribed drugs, on RAIN GROUP premises or while conducting RAIN GROUP business is strictly prohibited and grounds for termination of employment. Being on RAIN GROUP premises, or conducting RAIN GROUP business, in an unfit condition due to the use of drugs or alcohol is also strictly prohibited and grounds for termination of employment. All RAIN GROUP employees must be familiar with and follow applicable RAIN GROUP policies concerning drug and alcohol use.

d. Safe and Healthy Workplace

The RAIN GROUP's policy is to provide a safe and healthy work environment in compliance with all applicable health and safety laws. All RAIN GROUP employees must be familiar with, and follow, the rules and procedures applicable to them as set forth in the applicable RAIN GROUP safety and health policies.

e. Privacy

It is the policy of the RAIN GROUP to comply with all laws which protect the privacy and confidentiality of RAIN GROUP employees' personal information, including financial and medical records. However, unless otherwise required by law, no RAIN GROUP employee should expect privacy when using RAIN GROUP communications and information system or other RAIN GROUP property or facilities, and the RAIN GROUP reserves the right to, where permitted to do so, to inspect its property and facilities, including lockers, internet usage, offices, computers, files, telephone records and workspaces.



9. Political Activities and Community Affairs

As a responsible corporate citizen, the RAIN GROUP encourages positive participation in community affairs. However, there are ethical and legal requirements that restrict the use of RAIN GROUP corporate funds in connection with elections in many of the countries in which the RAIN GROUP operates. Accordingly, it is against RAIN GROUP policy for any RAIN GROUP director, officer or employee to make a political contribution on behalf of the RAIN GROUP, except as permitted by applicable laws and related RAIN GROUP policies and with prior appropriate authorization. It is also against RAIN GROUP policy for any RAIN GROUP director, officer or employee to, on behalf of the RAIN GROUP, make a donation to, or to otherwise sponsor, a community endeavor except as permitted by applicable RAIN GROUP policies and with prior appropriate authorization.

RAIN GROUP directors, officers and employees are encouraged to volunteer their services for political and community purposes and to otherwise engage in political and community activities, but unless such activities are properly authorized, they must be engaged in during their own time as private citizens and not as a representative of the RAIN GROUP.

The restriction with regard to participation in Political activities and community affairs is not applicable to Independent Directors and Directors nominated by Banks and/or Financial Institutions. However, the Independent Directors and Directors nominated by Banks and/or Financial institutions shall ensure that such participation does not affect the interest of the Company.

10. Safety, Health and Environment

It is the RAIN GROUP's policy to conduct its business in a manner that protects the safety of RAIN GROUP employees, others involved in its operations, customers and the public, and in a manner that is compatible with the balanced environmental and economic needs of the communities in which the RAIN GROUP operates. The RAIN GROUP is committed to continuous efforts to identify and eliminate or manage safety risks associated with its activities, and continuous efforts to improve environmental performance through its operations.

Accordingly, it is the RAIN GROUP's policy to:

- comply with all applicable safety, health and environmental laws and regulations and apply responsible standards where laws and regulations do not exist;
- design and maintain production facilities, establish management systems, provide training and conduct operations in a manner that safeguards people and property;
- stress to all employees, contractors and others working on its behalf their responsibility and accountability for safe performance on the job and encourage safe performance on the job;



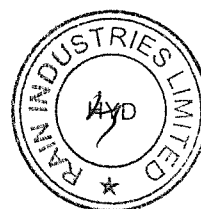
- identify and evaluate health risks related to its operations that potentially affect employees, contractors or the public and implement programs and appropriate protective measures to control such risks;
- encourage concern and respect for the environment, emphasize every employee's responsibility in environmental performance, and foster appropriate operating practices and training;
- manage its business with the goal of preventing environmental incidents and of controlling emissions and wastes to below harmful levels;
- respond quickly, effectively and with care to safety emergencies or accidents and environmental incidents resulting from its operations; and
- undertake appropriate reviews and evaluations of its operations to measure progress and foster compliance with this policy.

RAIN GROUP directors, officers and employees must be familiar with and follow applicable RAIN GROUP policies concerning safety, health and the environment.

11. Duties of Independent Director

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;



- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

12. Code of Conduct Procedures, Open-Door Communication and Non-Retaliation

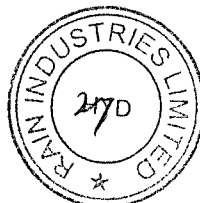
a. Generally

The RAIN GROUP is committed to maintaining the highest standards of ethical and legal conduct, and all RAIN GROUP directors, officers and employees have a role to play in assuring that the RAIN GROUP meets its ethical and legal responsibilities. As such, all RAIN GROUP directors, officers and employees should familiarize themselves with the Code of Conduct and consider how it applies to their job responsibilities and attend and fully participate in any training sessions sponsored by the RAIN GROUP that are applicable to their job responsibilities.

b. Where to Get Help or Raise Concerns

If a RAIN GROUP director, officer or employee encounters a situation where he or she is unsure how to proceed in accordance with the Code of Conduct, he or she should seek guidance from appropriate persons within the RAIN GROUP. Furthermore, if a RAIN GROUP director, officer or employee suspects a violation of the Code of Conduct he or she should promptly report this to the appropriate persons within the RAIN GROUP.

There are a variety of channels that can be used to get help, ask questions, report concerns or raise issues of non-compliance with the Code of Conduct. In many cases the most appropriate person with whom to raise an issue or question is an employee's direct supervisor. However, this is not the only option for raising an issue or question, and other options include:



- the next level of management;
- the legal department; and
- the internal audit department.

If a question or concern is brought to an immediate supervisor or one of the other channels listed above and is not addressed or resolved, the employee who raised the question or concern is obligated to raise it again through another available channel. If a supervisor or another person to whom a question or concern regarding the Code of Conduct is brought is unsure on how to address the question or concern, he or she should seek guidance from one of the channels listed above.

c. Open-Door Communication and Non-Retaliation Policy

It is the policy of the RAIN GROUP to encourage an atmosphere of open- door communication and to prohibit any form of retaliation or reprisal against any employee who, in good faith, reports actual or suspected violations of the Code of Conduct. Any RAIN GROUP director, officer or employee who is found to have engaged in any such retaliation or reprisal will be subject to discipline, which may include termination of employment.

d. Investigations and Discipline

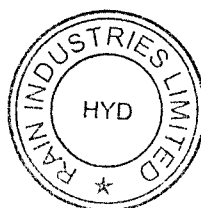
It is the policy of the RAIN GROUP to promptly investigate reports or reasonable indications of violations of the Code of Conduct. To the extent possible, the RAIN GROUP will endeavor to protect the confidentiality of those who report misconduct, although confidentiality may not be possible in every instance.

Violation of the Code of Conduct will not be condoned or tolerated, and disciplinary measures for non-compliance with the Code of Conduct will apply to all directors, officers and employees of the RAIN GROUP. Furthermore, discipline will be applied to managers, supervisors, officers and other high level-level policy makers who direct or approve any violation of the Code of Conduct or have knowledge of a violation of the Code of Conduct and do not move promptly to report or correct it.

Adoption

This Code of Business Conduct & Ethics has been adopted pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013. The Board of Directors of the Company may amend and modify this code from time to time.

Place : Hyderabad
Date: February 25, 2021



for **Rain Industries Limited**

Nellore Radhakrishna Reddy
Managing Director
DIN: 00021052