



**CODE OF INTERNAL PROCEDURES
AND
CONDUCT FOR REGULATING,
MONITORING
AND
REPORTING OF TRADING BY INSIDERS**

RAIN INDUSTRIES LIMITED

Regd. Off: Rain Center, 34, Srinagar Colony, Hyderabad - 500073, Telangana State, India.
CIN: L26942TG1974PLC001693

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CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

1. INTRODUCTION

The Code of Conduct to regulate, monitor and report trading in Securities of the Company was initially formulated by the Company in pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) with effect from 15th May, 2015.

Pursuant to the amendments in the Regulations from time to time, this revised Code of Conduct to regulate, monitor and report trading in Securities of the Company (hereinafter referred to as “Code”) has been formulated by the Board of Directors of the Company to regulate, monitor and report trading in Securities of the Company by Designated Persons and their Immediate Relatives, effective from October 30, 2020.

The following code sets out in written form the agreed standards of principle and practice which should be followed in performing their duties as Insiders and they are expected to comply with the Code.

2. OBJECTIVE

The objective of this Code is to lay down guidance for “**Designated Persons**” and “**Connected Persons**” to understand their obligations under the Regulations including the procedures to be followed at the time of trading in the Securities of the Company.

The restrictions in this Code are intended to safeguard the reputation of the Company and the Designated Persons to whom this Code applies.

The Board has adopted this Code of Conduct to regulate, monitor and report trading in securities and handling of UPSI, pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended).

3. DEFINITIONS

In this Code, unless the context otherwise requires:

- a) “Chinese Walls” means policies, procedures and physical arrangements designed to manage and safeguard UPSI (defined hereinafter) and prevent inadvertent transmission or communication thereof;

- b) "Code" shall have the meaning ascribed to such term in Article 1 hereof;
- c) "Company" means Rain Industries Limited;
- d) "Compliance Officer" means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.;
- e) "Connected Person" means:
 - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - (I) an immediate relative of connected persons specified in clause (i); or
 - (II) a holding company or associate company or subsidiary company; or
 - (III) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (IV) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (V) an official of a stock exchange or of clearing house or corporation; or
 - (VI) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (VII) a member of the Board of Directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or

(VIII) an official or an employee of a self-regulatory organization recognised or authorized by the Securities and Exchange Board of India (SEBI); or

(IX) a banker of the Company; or

(X) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.; or

(XI) a designated person.

f) “Designated Person (s)” shall include :

(i) Promoters of the Company and its material subsidiary Companies;

(ii) Board of Directors, Key Managerial Persons, Heads of the Departments of the Company and its material subsidiary Companies.

(iii) every employee in the grade of Assistant General Managers and above;

(iv) All the employees who are working in:

(I) Finance & Accounts Department; and

(II) Legal & Secretarial Department.

(v) any other employee/person who may have access to unpublished price sensitive information; and

(vi) any other employee/person as may be determined and informed by the Compliance Officer from time to time.

g) “Director” means a member of the Board of Directors of the Company, as appointed from time to time;

h) “Financial year” means period Starting from April 01 to March 31.

i) “Generally Available Information” means information that is accessible to the public on a non-discriminatory basis;

j) “Immediate Relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities;

k) “Insider” refers to:

(i) a connected person

(ii) Any person who is in possession of or having access to Unpublished Price Sensitive Information (UPSI).

- l) “Key Managerial Personnel” shall mean the person holding any of the positions of Managing Director, Chief Financial Officer and Company Secretary of the Company and any other officer designated as key managerial personnel by the Board of Directors as per the provisions of Section 2(51) of the Companies Act, 2013;
- m) “Material Financial Relationship” means a relationship in which one person is a recipient of any kind of payment, such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person, but excludes relationships in which the payment is based on arm’s length transactions;
- n) “Managing Director” means Managing Director of the Company;
- o) “Material Subsidiary” shall have the meaning ascribed to such term under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- p) “Promoter” shall have the meaning assigned to it under the Regulations;
- q) “Regulations” means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, which term shall include all amendments therein and replacements thereof;
- r) “SEBI” means Securities and Exchange Board of India;
- s) “SEBI Act” means Securities and Exchange Board of India Act, 1992;
- t) “Securities” shall have the meaning ascribed to such term in the Regulations;
- u) “Stock Exchange(s)” means recognized stock exchange(s) on which the Securities of the Company are listed;
- v) “Takeover Code” means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;
- w) “Trading” means and includes subscribing, buying, selling, dealing, pledging or agreeing to subscribe, buy, sell or deal in or pledge any Securities of the Company, and “Trade”, “Traded” shall be construed accordingly;
- x) “Trading Day” means a day on which the Stock Exchange(s) are open for trading;
- y) “Trading Window” means the period during which Trading in Company’s Securities can be carried out; and
- z) “Unpublished Price Sensitive Information” or “UPSI” means any information, relating

to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily includes but not restricted to, information relating to the following:

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
- (v) Changes in Key Managerial Personnel.

The words and expressions used but not defined herein shall have the meanings as ascribed to them under the Regulations.

4. RESPONSIBILITIES AND DUTIES OF COMPLIANCE OFFICER

- a) The Compliance Officer shall be responsible under the overall supervision of the Board of Directors of the Company, for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades as per the Code and implementation of the Code, maintaining records of the designated persons and their immediate relatives and any changes made in the list of Designated Persons and their Immediate Relatives and providing guidance and clarifications sought by Designated Persons and other persons regarding the Regulations and the Code.
- b) The Compliance Officer shall report to the Board of Directors and shall provide reports to the Audit Committee on quarterly basis in respect of Trading in the Securities of the Company by the Designated Persons and their Immediate Relatives, the trading plans and pre-clearance applications approved and rejected by the Compliance Officer.
- c) The Compliance Officer shall discharge other functions and duties as prescribed in the Code and the Regulations.

5. GENERAL RESTRICTIONS

- a) No Designated Person (including his/her Immediate Relatives) should trade in the Securities of the Company at any time while in possession of, or having access to, any Unpublished Price Sensitive Information. (UPSI).
- b) Designated Persons are obliged to treat UPSI with due care and they have a duty to safeguard UPSI irrespective of the source of receipt of UPSI. Designated Persons shall use UPSI for the specified purpose(s) only and it must not be used for any personal gain. No Designated Person shall communicate, provide, or allow access, or procure or cause communication of any Unpublished Price Sensitive Information, relating to the Company or

its Securities, to any person, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Determination of Legitimate Purpose

The term “legitimate purpose” includes sharing of UPSI in the ordinary course of business with Company’s collaborators, lenders including prospective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, credit rating agencies, insolvency professionals or other advisors, service providers or consultants; provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the Regulations.

Whether sharing of UPSI for a particular instance tantamount to ‘legitimate purpose’ would entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered while sharing the UPSI:

- (i) whether sharing of such UPSI is in the ordinary course of business of the Company;
- (ii) whether sharing of such UPSI is in the interests of the Company or in furtherance of a genuine commercial purpose; and
- (iii) whether the nature of UPSI being shared is commensurate with the purpose for which access is sought to be provided to the recipient.

Any person who is in receipt of UPSI pursuant to a “legitimate purpose” shall be considered as an Insider for the purpose of these Regulations and such persons are required to maintain confidentiality of such UPSI in compliance with the Regulations.

6. PRESERVATION OF UPSI AND CHINESE WALL PROCEDURES

- a) UPSI should be maintained within the Chinese Walls at all times. In the event any person (who is not a Designated Person) is required to be wall – crossed, i.e., brought over the Chinese Wall in order to obtain access to the UPSI for a specific purpose, prior approval of the Compliance officer must be sought. The Compliance officer shall consider whether such person being wall – crossed, is being provided UPSI on a need – to – know basis. Further, information shared with such wall – crosser should be limited to the specific transaction or purpose for which their assistance is required.
- b) All persons who have wall – crossed should be notified that he would be considered to be a Designated Person under this Code and consequently, required to comply with all applicable provisions of the Code and Regulations, till such information remains UPSI.
- c) UPSI is to be handled on a “need to know” basis. It should be disclosed only to those who need the information to discharge their duties and possession of UPSI by them will not give rise to a conflict of interest or misuse of UPSI.
- d) Files containing UPSI shall be kept secured with restricted access and computer files containing UPSI should be protected with the help of login, passwords, etc.

- e) In case of any transaction(s) involving UPSI, the Compliance officer shall identify the Designated Person(s) who shall have access to any inside information relating to such sensitive transaction(s). While dealing with such inside information, these Designated Persons shall, to the extent applicable, adhere to the provisions of this Clause 6.

7. PREVENTION OF MISUSE OF UPSI

All Designated Persons and their Immediate Relatives shall be subject to trading restrictions as stated below:

a) Trading Window

The Designated Persons and their Immediate Relatives shall trade in the Securities of the Company only when the Trading Window is open.

b) Prohibition on Trading in Securities of the Company

Designated Persons and their Immediate Relatives shall not Trade in the Securities of the Company: (i) during the Prohibited Period (as defined below) or (ii) at any time (even when the Trading Window is open) if in possession of UPSI.

c) “Prohibited Period” means :

- (i) a period from the end of every financial year till 48 hours after declaration of unaudited/ audited annual financial results;
 - (ii) a period from the end of every quarter till 48 hours after declaration of unaudited/ audited quarterly financial results; and
 - (iii) any period when the Compliance Officer otherwise has reasons to believe that Designated Persons can reasonably be expected to have possession of UPSI; Provided that where such UPSI is proposed to be considered at a meeting of the Board of Directors of the Company, such period shall, as far as practicable, commence at least 7 days before such meeting of the Board of Directors. The Compliance Officer shall determine the timing for re-opening the Trading Window taking into account various factors including UPSI in question becoming Generally Available Information and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes Generally Available Information.
- d) The intimation about the Prohibited Period shall be given by the Compliance Officer, wherever required, through e-mail, circular and/ or posting on the website of the Company, etc.

8. PRE-CLEARANCE OF TRADES

All Designated Persons including their Immediate Relatives intending to Trade in the Securities of the Company up to Rs.1,00,000 may do so without any clearance from the Compliance Officer.

While calculating Rs.1,00,000, the cumulative value of the Securities of the Company Traded, whether in one transaction or series of transactions, during a calendar quarter by the Designated Person and his /her Immediate Relatives shall be taken into account.

Where the Trading Window of the Company is open, the Designated Persons including their Immediate Relatives intending to Trade in the Securities of the Company in excess of Rs.1,00,000 shall take prior approval from compliance officer; provided that the pre-clearance of Trade is not required for a Trade executed as per a trading plan which has been approved under clause 10 hereof.

The procedure for pre-clearance of Trades is stated hereunder:

- a) The Designated Person should make an application in the prescribed form, as per Annexure – 3 to the Compliance Officer indicating the estimated number and value of Securities of the Company that such Designated Person (or his / her Immediate Relative) intends to Trade in and such other details as may be required in this behalf.
- b) The Designated Person shall execute an undertaking in favour of the Company in the prescribed form as per Annexure -4.
- c) The Designated Persons and their Immediate Relatives shall execute their transactions in respect of Securities of the Company within 7 Trading Days from the date of pre-clearance after which pre-clearance will lapse. Thereafter, a fresh pre-clearance will be needed for the Trades to be executed.
- d) Where a Trade is not executed after obtaining pre-clearance from the Compliance Officer, the concerned person shall intimate the same to the Compliance Officer within 2 (two) Trading Days after the expiry of 7 (seven) Trading Days from the date of pre-clearance by the Compliance Officer, as per Annexure- 6 .
- e) In case the Compliance Officer or his/her Immediate Relatives intend to Trade in the Securities of the Company in excess of the Threshold Limit, he/she shall obtain pre-clearance for the same from the Managing Director of the Company, as per the pre-clearance procedure under this Code.
- f) Such pre-clearance shall not in any way be deemed to be confirmation of compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Takeover Code, if applicable. The person seeking pre-clearance shall be solely responsible for compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Takeover Code.
- g) Compliance officer shall give pre-clearance order as per Annexure -5

9. RESTRICTIONS ON CONTRA TRADE AND DERIVATIVE TRANSACTIONS

- (a) The Designated Persons and their Immediate Relatives shall not enter into a contra Trade during the next six months following a Trade; provided that the contra Trade restrictions shall not be applicable to the following:

- (i) Trades pursuant to exercise of stock options; and
- (ii) Trades carried out in accordance with a trading plan approved under clause 10 hereof.

The Compliance Officer may grant relaxation from strict application of such restriction on an application made in this behalf by the concerned Designated Person and after recording in writing the reasons in this regard; provided that such relaxation does not violate the Regulations.

In case a contra Trade is executed, inadvertently or otherwise, in violation of the aforesaid restriction, the profits from such Trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act.

- c) The Designated Persons and their Immediate Relatives shall not take any positions in derivative transactions in the Securities of the Company at any time.

10. TRADING PLANS

- a) A Designated Person who may be perpetually in possession of UPSI, and his/her Immediate Relatives shall have an option to formulate a trading plan as per Annexure 1 along with Undertaking as per Annexure-2 and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out on their behalf in the Securities of the Company.
- b) Mandatory Conditions for trading plan :
 - (i) The Trading Plan needs to be formulated for a minimum period of 12 (twelve) months.
 - (ii) No Multiple / overlapping Trading Plans will be allowed.
 - (iii) Under the Trading Plan, trading is permitted after 6 (six) months from the date of submission of the Trading Plan to the Stock Exchanges.
 - (iv) Trading will not be permitted during the twentieth day prior to the end of a quarter, and up to 48 (forty-eight) hours after the disclosure of financial results for the quarter.
 - (v) Trading Plan once approved, will be irrevocable and has to be mandatorily implemented and any deviation/trading, outside the scope of Trading Plan is not permitted.
 - (vi) Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
 - (vii) Trading Plan shall not be used as a tool for market abuse.
 - (viii) The Trading Plan must set out either the value of trades to be effected or the number of Securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected.
- c) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Code or the Regulations and shall be entitled to seek such

express undertakings as may be necessary to enable such assessment and to approve and monitor implementation of the trading plan.

- d) Upon approval of a trading plan, the Compliance Officer shall notify the trading plan to the Stock Exchanges.
- e) The trading plan once approved shall be irrevocable and the Designated Person (including his/ her Immediate Relatives) shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any Trade in the Securities of the Company outside the scope of the trading plan;

Provided that the implementation of the trading plan shall not be commenced if any UPSI in possession of the Designated Person and/or Immediate Relatives at the time of formulation of the plan has not become Generally Available Information at the time of commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes Generally Available Information, in compliance with the Regulations.

11. DISCLOSURES AND REPORTING REQUIREMENTS

The disclosures required to be made by a person under this provision shall include details of Trades by such person's Immediate Relatives, wherever applicable.

i) Initial Disclosure

The Designated Persons shall make following disclosures to the Compliance Officer:

- a) Within 30 days from the date on which the Regulations come into force, the details of Securities of the Company held by them and their Immediate Relatives, as per Annexure 7 .
- b) Within 7 days of his / her appointment as or becoming a Designated Person:
 - (i) the details of Securities of the Company held by them and their Immediate Relatives, as per Annexure 8 ;

ii) Continual Disclosure

- a) Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by SEBI in this regard. Such disclosure shall be made as per Annexure – 9.
- b) The company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- c) The Designated Persons shall forward to the Compliance Officer,
 - (i) An Annual statement of holdings in the Securities of the Company within 30 days of the close of financial year.

- (ii) The details of Immediate Relatives and persons with whom such Designated Person shares a Material Financial Relationship, within 30 days of close of every financial year and within 15 days of any change in such information as submitted to the Company.

12. DISCLOSURE BY CONNECTED PERSONS

Every Connected Person shall disclose to the Compliance Officer, the number of Securities of the Company acquired or disposed of within 2 Trading Days of such transaction, if the aggregate value of Securities of the Company Traded, whether in one transaction or a series of transactions during a calendar quarter, exceeds Rs. 1 lakh.

13. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

The Managing Director in consultation with the Compliance Officer shall put in place adequate and effective system of internal controls to ensure compliance with the Code and the Insider Trading Regulation, including ensuring inter-alia the following:

- a. Identification of employees having access to Unpublished Price Sensitive Information as Designated Persons and updation of necessary information pertaining to these Designated Persons in the Digital Database of the Company;
- b. Identification, preservation and maintenance of confidentiality of Unpublished Price Sensitive Information until it becomes Generally Available Information in accordance with the Insider Trading Regulations;
- c. Restriction on communication and procurement of Unpublished Price Sensitive Information as per this Code and the Insider Trading Regulations;
- d. Maintenance of Digital Database containing names of all Designated Persons and other persons with whom Unpublished Price Sensitive Information is shared and confidentiality agreements signed, or notices sent / served on Designated Persons or other persons with whom Unpublished Price Sensitive Information is shared for the purpose of maintaining confidentiality and abiding by their non-disclosure obligation;
- e. Compliance of this Code and Insider Trading Regulations'
- f. Periodic reporting to Audit Committee and the Board; and
- g. Any other matter required for compliance with the Insider Trading Regulations.

The Compliance Officer in consultation with the Managing Director shall have the power to set forth any additional guidelines or procedures required for maintaining adequate and effective internal controls under this Code and ensuring compliance with the Insider Trading Regulations.

14. PENALTIES/ PUNISHMENTS

- a) Any Designated Person who Trades in Securities of the Company or communicates any UPSI in contravention of this Code will be penalised and appropriate action will be taken against such Designated Person by the Company after giving reasonable opportunity of being heard in the matter. Such Designated Person shall also be subject to disciplinary action by the Company including wage freeze, suspension, recovery, clawback, in-eligibility for future

participation in ESOPs, etc.

- b) In case any violation of Regulations is observed, the Compliance Officer shall promptly inform the same to SEBI.
- c) In addition to the aforesaid penalties/ punishments, the persons violating the Regulations will also be subject to any other action by SEBI as per SEBI Act.

15. MISCELLANEOUS

- a) The Board of Directors of the Company shall have power to modify or replace this Code in part or full as may be thought fit from time to time in its absolute discretion.
- b) The decision of the Board of Directors with regard to all matters relating to this Code will be final and binding on all concerned.
- c) In case any provisions of this Code are contrary to or inconsistent with the provisions under the Regulations, the provisions of Regulations shall prevail.
- d) The Compliance Officer shall maintain:
 - (i) an updated list of Designated Persons: and
 - (ii) records of disclosures and pre-clearance applications and undertakings for a period of five years.

16. HOW TO REPORT THE VIOLATION

- a) Any suspected violation of leak of unpublished price sensitive information or violation of this policy can be reported to the Compliance officer.
- b) Employee/persons who reports alleged violations of insider trading laws will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination to such employee.
- c) The Company shall initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

By Order of the Board
for **Rain Industries Limited**

PLACE: Hyderabad
DATE: October 30, 2020

N. RADHAKRISHNA REDDY
Managing Director
DIN: 00021052

ANNEXURE - 1
APPLICATION FOR APPROVAL OF TRADING PLAN BY INSIDER(S)

To
The Compliance Officer
Rain Industries Limited
Rain Center, 34,
Srinagar Colony
Hyderabad- 500073.

Dear Sir,

I, Shri / Smt., an Insider of the Company intend to deal in securities of Rain Industries Limited as per details given below:

Name	
Emp. Code, if any	
Designation	
Department	
PAN	
Email id	

Details of proposed Trading Plan in securities of Rain Industries Limited:

Name	Relationship	Opening balance as on	Trading Plan details			Closing balance as on	DP Id. / Client Id. or Folio No.
			Date	Transaction (Buy / Sell)	Quantity		

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,
(Signature of Employee)
Name:

Place:

Date:

ANNEXURE – 2

UNDERTAKING

I understand that public disclosure of the above mentioned Trading Plan would be made by Rain Industries Limited by notification to the Stock Exchange. I further declare that I will comply with the following mandatory conditions:

- i. The Trading Plan needs to be formulated for a minimum period of 12 (twelve) months.
- ii. No Multiple / overlapping Trading Plans will be allowed.
- iii. Under the Trading Plan, trading is permitted after 6 (six) months from the date of submission of the Trading Plan to the Stock Exchanges.
- iv. Trading will not be permitted during the twentieth day prior to the end of a quarter, and up to 48 (forty-eight) hours after the disclosure of financial results for the quarter.
- v. Trading Plan once approved, will be irrevocable and has to be mandatorily implemented and any deviation/trading, outside the scope of Trading Plan is not permitted.
- vi. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- vii. Trading Plan shall not be used as a tool for market abuse.
- viii. The Trading Plan must set out either the value of trades to be effected or the number of Securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected.

Date :
Place :

Signature :
Name:

ANNEXURE- 3

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL

To
The Compliance Officer,
Rain Industries Limited
Rain Center, 34, Srinagar Colony
Hyderabad – 500073.

Dear Sir/Madam,

Application for Pre-Clearance approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for	a) Purchase of securities b) Subscription to securities c) Sale of securities
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold	
8	Price at which the transaction is proposed	
9	Current market price (as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.
Yours faithfully,

Name:

Place:

Date:

ANNEXURE-4

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE UNDERTAKING

To
Rain Industries Limited
Rain Center, 34, Srinagar Colony
Hyderabad – 500073.

I, _____, _____ of the Company
residing at _____, am desirous of dealing in
_____ * shares of the Company as mentioned in my application dated _____ for
pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Signature : _____
Name:

Date:

Place:

* Indicate number of shares

ANNEXURE-5
FORMAT FOR PRE- CLEARANCE ORDER

To,

Name : _____

Designation : _____

Place : _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

for Rain Industries Limited
Compliance Officer

Place:

Date :

Encl: Format for submission of details of transaction

ANNEXURE-6

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To
The Compliance Officer,
Rain Industries Limited
Rain Center, 34, Srinagar Colony
Hyderabad – 500073.

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature : _____

Name :

Designation:

Place:

Date:

ANNEXURE-7**FORM A****Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015****[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company: Rain Industries Limited

ISIN of the company: INE855B01025

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and such other persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos	Category of Person (Promoters/KMP / Directors/ immediate relatives/ others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Name:

Designation

Date:

Place

FORM B

[Regulation 7 (1) (b) read with Regulation 6 (2)]

ISIN of the company: INE855B01025

company and other such persons as mentioned in Regulation 6(2).

[illegible]

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Name:

Designation:

Date:

Place:

**ANNEXURE-9
FORM C**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7
(2) read with Regulation 6(2) – Continual disclosure]**

Name of the company: Rain Industries Limited

ISIN of the company: INE855B01025

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Director s/immediate relative /other s etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/publ ic/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of securit y (For eg. – Shares, Warrant s , Convert ible Debent ur es etc.)	No. and % of shareh olding	Type of securit y (For eg. – Shares, Warrant s, Conver tible Debent ures etc.)	No.	Value	Tran sact ion Type (Buy / Sale/ Pled ge / Revo ke/ Invo ke)	Type of security (For eg. – Shares, Warrants , Converti ble Debentur es etc.)	No. and % of shareholdi ng	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	1 4

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Signature:

Name:

Designation:

Date:

Place: