

RAIN INDUSTRIES LIMITED

POLICY ON

ANTI-CORRUPTION

AND

ANTI-BRIBERY

RAIN INDUSTRIES LIMITED

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

POLICY ON ANTI-CORRUPTION AND ANTI-BRIBERY

INTRODUCTION

At Rain Industries Limited, it is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, and to implementing and enforcing effective systems to counter bribery.

Accordingly, Rain Industries Limited has formulated policy on Anti-Corruption and Anti Bribery with in the organization.

I. OBJECTIVE

Our Company is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices.

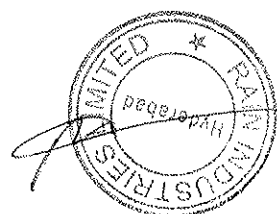
We therefore take our legal responsibilities very seriously. We will uphold all laws relevant to countering bribery and corruption.

We at Rain Industries Limited conduct all of our business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice, wherever it operates throughout the world, of not engaging in bribery or corruption.

II. SCOPE

This Anti-bribery and Anti-corruption Policy (this "Policy") applies to all individuals at all levels and grades, including directors, senior executives, officers, employees (whether permanent, fixed-term or temporary), trainees, seconded staff, casual workers, volunteers, interns, agents, or any other person associated with Rain Industries Limited.

In this Policy, "Third Party(ies)" means any individual or organization, who / which come into contact with Rain Industries Limited or transact with Rain Industries Limited and also includes actual and potential clients, suppliers, business contacts, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures and government & public bodies (including their advisers, representatives and officials, politicians and political parties).



III. DEFINITION

A bribe is an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to directly or indirectly offer a bribe or receive a bribe. It is also a separate offence to bribe a government/ public official. "Government/ public official" includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory.

A bribe may be anything of value and not just money -- gifts, inside information, sexual or other favors, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function -- and can pass directly or through a third party. Corruption includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery.

IV. RESPONSIBILITIES OF EMPLOYEES

Employees must ensure that they have read and understood this policy and, must at all times comply with the terms and conditions of this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company or under control of the Company. All employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.

The Managing Director has overall responsibility for ensuring that this Policy complies with the Company's legal and ethical obligations and that all those under control of the Company comply with it.

Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, and adhere to it and also monitor compliance of it.

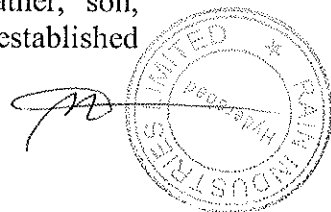
Every person to whom this policy applies is responsible for the success of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrong-doing.

V. COMPLAINT MECHANISM

Employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If an employee is unsure whether a particular act constitutes bribery or corruption, she/he should raise the matter with his/her reporting manager or consult an appropriate member of the Human Resource team.

VI. GIFTS AND HOSPITALITY

Employees or members of their immediate families (spouse, mother, father, son, daughter, brother, sister or any of these step- or in-law relationships, whether established



by blood or marriage including common law marriage) should not provide, solicit or accept cash or its equivalent, entertainment, favors, gifts or anything of substance to or from competitors, vendors, suppliers, customers or others that do business or are trying to do business with Rain Industries Limited. Loans from any persons or companies having or seeking business with Rain Industries Limited, except recognized financial institutions, should not be accepted. All relationships with those who Rain Industries Limited deals with should be cordial, but must be on an arm's length basis. Nothing should be accepted, nor should the employee have any outside involvement, that could impair, or give the appearance of impairing, an employee's ability to perform his/her duties or to exercise business judgment in a fair and unbiased manner

This Policy does not prohibit normal and appropriate gifts, such as calendars, diaries, pens, meals (given and received), to or from Third Parties. However, the key determining factor for appropriateness of the gift or hospitality and/or its value would be based on facts and circumstances under which such gift or hospitality is provided.

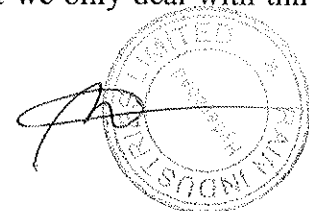
What is not acceptable:

- a) give, promise to give, or offer, a payment, gift or hospitality to secure an improper business advantage or to reward a business advantage already given;
- b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate", expedite or reward a routine or other procedure;
- c) accept payment from a third party knowing or suspecting it is offered with the expectation that it will obtain a business advantage for them;
- d) induce another individual or associate to indulge in any of the acts or omissions;
- e) threaten or retaliate against another associate who has refused to commit a bribery offence or who has raised concerns under this policy; or
- f) engage in any activity that might lead to a breach of this policy

VII. THIRD PARTY DUE DILIGENCE

The Company recognizes that there are circumstances in which relationships with third parties such as agents and referral partners will be required or prudent from a commercial perspective. However, public corruption often occurs when companies use third parties as intermediaries to obtain business or influence action on their behalf. Further, Anti-corruption Laws do not always differentiate between acts made by the Company or by someone acting on the Company's behalf.

As such, the Company can face liability under Anti-corruption Laws based on improper payments made by its subsidiaries, joint venture or other business partners, agents, consultants, referral partners, resellers, suppliers or anyone performing services on the Company's behalf, regardless of whether the Company had any knowledge of the improper payments. For that reason, we need to be certain that we only deal with third-



party intermediaries who are prepared to apply the same standards of business conduct as Rain Industries Limited does itself.

In those circumstances where third-party relationships are required, the Company must choose its agents, consultants, referral partners, resellers and other representatives very carefully. Prior to entering into an agreement with any such third-party, appropriate due diligence must be performed in accordance with the Legal Department's current policies and procedures with regard to the due diligence and retention of third-party intermediaries by the Company.

VIII. INVESTIGATIONS

In addition to the regular audits there may also be individual instances in which the Company may wish to investigate a certain matter. While performing this audit or investigation, the Human Resource Department may obtain the assistance of any Company Personnel, and is authorised to retain accounting firms, outside counsel, or others, as deemed necessary in the discretion of the Human Resource Department. All Company Personnel who are assisting in such an audit or investigation shall, at all times, work under the direction and supervision of the Human Resource Department and shall report directly to the Human Resource Department and not through their usual chain of command.

IX. RECORD KEEPING

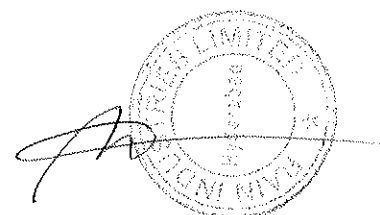
Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to Third Parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept "off-book" to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.

Employees must follow all the procedures laid out in other policies (available in the respective intranet portal) which help in anti-bribery and corruption due diligence on suppliers, potential joint venture parties, clients and other Third Parties.

X. DISCIPLINARY ACTION ON NON –COMPLIANCE

Violations of this Policy will not be tolerated. Any Company Personnel who violates this Policy will subject to disciplinary action up to and including termination of employment or relationship with the Company.



A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "RAIN INDUSTRIES LIMITED" around the perimeter and "INDIA" at the bottom. The center of the stamp is partially obscured by the signature.

XI. PROCEDURE FOR MAKING COMPLAINT WITH REGARD TO DEVIATION FROM THE POLICY

a. Complainant

An employee making a disclosure under this policy is commonly referred to as a complainant. The complainant's role is as a reporting party, he/she is not an investigator. Although the complainant is not expected to prove the truth of an allegation, the complainant needs to demonstrate to the Ombudsperson, that there are sufficient grounds for concern.

The Complaint shall be made in writing and same can be submitted personally or sent by post or email or fax to the Ombudsperson. While making disclosure, the complainant shall disclose his name and designation, however the same will be kept confidential.

b. Safeguards

i) Harassment or Victimization

Harassment or victimisation of the complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee.

ii) Confidentiality

Every effort will be made to protect the complainant's identity, subject to legal constraints.

iii) Anonymous Allegations

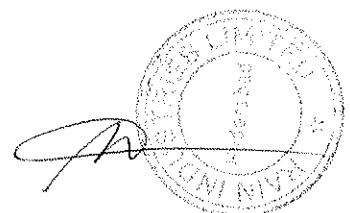
Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness of the issue raised the Ombudsperson can initiate an investigation independently.

iv) Malicious Allegations

Malicious allegations by employees may result in disciplinary action.

c. Disqualifications

- i) While it will be ensured that genuine Complainants are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.



- ii) Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Complainant knowing it to be false or bogus or with a mala fide intention.

d. Ombudsperson

The Ombudsperson will be a person, including a full-time senior employee, well respected for his/her integrity, independence and fairness. He/She would be authorized by the Board of the company for the purpose of receiving all complaints under this policy and ensuring appropriate action

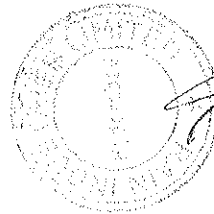
The contact details of ombudsperson are given below

Name: Mr. N. Sujith Kumar Reddy
Designation: Director
Contact Details : Rain Center, 34, Srinagar Colony, Hyderabad – 500 073.
Phone No. 040 - 40401287
Fax No. 040-40401215
Email ID: ombudsman@priyacement.com

XII. CONCLUSION:

The Company reiterates its commitment to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices.

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



A handwritten signature in black ink, appearing to read 'N. Jagan Mohan Reddy'.

N. Jagan Mohan Reddy
Managing Director
DIN: 00017633

PLACE: Hyderabad
DATE: May 5, 2015