

**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of Rain Industries Limited, pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**Review Report to  
The Board of Directors  
Rain Industries Limited**

1. We have reviewed the accompanying statement of unaudited consolidated financial results of Rain Industries Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group"), and its associate for the quarter and nine month period ended September 30, 2024 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Master Circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

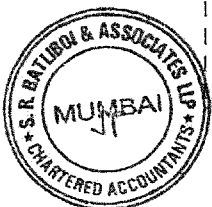
4. The Statement includes the results of the following entities:

**Holding company:**

Rain Industries Limited

**Subsidiaries:**

- 1) Rain Cements Limited
- 2) Renuka Cements Limited
- 3) Rain Verticals Limited
- 4) Rain CII Carbon (Vizag) Limited
- 5) Rain Commodities (USA) Inc.
- 6) Rain Carbon Inc.
- 7) Rain CII Carbon LLC
- 8) Rain Holding Limited (with effect from June 30, 2023)
- 9) Rain Carbon GmbH
- 10) Rain Carbon Canada Inc.
- 11) Rain Carbon BV
- 12) Rain Carbon Germany GmbH
- 13) Rain Carbon Poland Sp. z o.o.
- 4) OOO Rutgers Severtar
- 5) Rain Global Services LLC



# S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

- 16) Rain Carbon Wohnimmobilien GmbH & Co. KG
- 17) Rain Carbon Gewerbeimmobilien GmbH & Co. KG
- 18) Rain Carbon LLC
- 19) VFT France SA
- 20) Rutgers Resins BV (liquidated w.e.f. November 13, 2023)
- 21) Rumba Invest BVBA & Co. KG
- 22) Severtar Holding Ltd (refer note 4 in the accompanying unaudited consolidated financial results)
- 23) Rain Carbon (Shanghai) Trading Co. Ltd.
- 24) Rain Commodities - FZCO (with effect from May 30, 2024)

**Associate:**

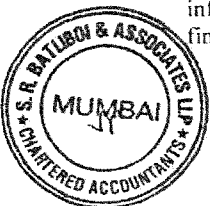
Infratech Duisburg GmbH

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6 and 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The accompanying Statement includes the unaudited interim financial results and other financial information, in respect of a subsidiary, whose unaudited interim financial results reflect total revenues of Rs. 2,820.30 and Rs. 8,624.70, total net profit after tax of Rs. 700.68 and Rs. 2,514.49, and total comprehensive income of Rs. 700.68 and Rs. 2,514.49, for the quarter and nine-month period ended September 30, 2024, respectively, as considered in the Statement which have been reviewed by its independent auditor.

The independent auditor's report on interim financial results of this entity has been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of this subsidiary is based solely on the report of such auditor and procedures performed by us as stated in paragraph 3 above.

7. The subsidiary as stated in para 6 above is located outside India whose financial results and other financial information has been prepared in accordance with accounting principles generally accepted in its respective country and which has been audited by other auditor under generally accepted auditing standards applicable in its country. The Holding Company's management has converted the financial results of such subsidiary located outside India from accounting principles generally accepted in its respective country to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Holding Company's management. Our conclusion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and reviewed by us.
8. The accompanying Statement includes unaudited interim financial results and other unaudited financial information in respect of 9 subsidiaries, whose interim financial results and other unaudited financial information reflect total revenues of Rs. 218.60 and Rs. 617.48, total net profit after tax of Rs. 1,169.23 and Rs. 9,111.30, and total comprehensive income of Rs. 1,169.23 and Rs. 9,111.30, for the quarter and nine-month period ended September 30, 2024, respectively, and an associate, whose interim financial results includes the Group's share of net profit of Rs. Nil and Rs. Nil and Group's share of total comprehensive income of Rs. Nil and Rs. Nil for the quarter and nine-month period ended September 30, 2024.

The unaudited interim financial results and other unaudited financial information of these subsidiaries and an associate have not been reviewed by any auditor and have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of these subsidiaries, and an associate, is based solely on such unaudited interim financial results and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.



# **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

Our conclusion on the Statement in respect of matters stated in para 6, 7 and 8 above is not modified with respect to our reliance on the work done and the report of the other auditor and the financial results/financial information certified by the Management.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm registration number: 101049W/E300004



per Vikas Pansari

Partner

Membership No.: 093649

UDIN: 29093649BKGPQ X4523

Place: Mumbai

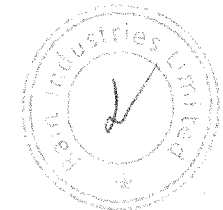
Date: November 06, 2024



**RIL**  
**RAIN INDUSTRIES LIMITED**  
CIN: L26942TG1974PLC001693

Regd. Off: "Rain Center", 34, Srinagar Colony, Hyderabad - 500 073, Telangana State, India. Ph.No.040-40401234; Fax:040-40401214  
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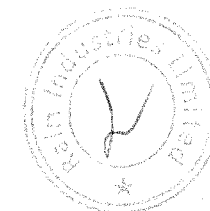
(Rupees in Millions, except per share data)						
Statement of Unaudited Consolidated Financial Results for the Quarter and Nine Months ended September 30, 2024						
Particulars	Quarter ended			Nine Months ended		Year ended
	September 30, 2024	June 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	December 31, 2023
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
<b>1 Income</b>						
(a) Revenue from operations	39,342.79	40,941.49	41,602.64	116,986.64	140,409.05	181,414.85
(b) Other income	988.58	587.06	486.56	2,112.23	1,067.74	1,786.79
<b>Total income</b>	<b>40,331.37</b>	<b>41,528.55</b>	<b>42,089.20</b>	<b>119,098.87</b>	<b>141,476.79</b>	<b>183,201.64</b>
<b>2 Expenses</b>						
(a) Cost of materials consumed (Refer note 2 below)	21,349.75	22,017.44	24,795.02	63,978.79	82,476.97	104,790.60
(b) Purchases of stock-in-trade (Refer note 2 below)	205.70	301.84	375.15	603.58	1,144.88	1,425.49
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	1,637.77	716.91	805.19	2,262.22	2,524.98	4,801.30
(d) Employee benefits expense (Refer note 3 below)	3,427.00	4,199.84	3,223.49	11,052.48	9,853.11	13,256.45
(e) Finance costs (Refer note 6 below)	2,335.25	2,446.83	2,416.81	7,131.84	5,737.94	8,191.33
(f) Depreciation and amortisation expense	1,894.68	1,855.28	1,925.23	5,699.07	5,809.23	7,762.68
(g) Impairment loss (Refer note 5 below)	-	-	-	-	-	7,506.15
(h) (Gain) / Loss on foreign currency transactions and translations, net	673.34	(204.89)	(838.96)	181.56	(656.15)	82.33
(i) Other expenses	9,884.74	10,217.57	9,582.64	29,627.07	29,616.07	40,221.06
<b>Total expenses</b>	<b>41,408.23</b>	<b>41,550.82</b>	<b>42,284.57</b>	<b>120,536.61</b>	<b>136,507.03</b>	<b>188,037.39</b>
<b>3 Profit / (loss) before share of profit of associate and tax (1-2)</b>	<b>(1,076.86)</b>	<b>(22.27)</b>	<b>(195.37)</b>	<b>(1,437.74)</b>	<b>4,969.76</b>	<b>(4,835.75)</b>
<b>4 Share of profit of associate (net of income tax)</b>	-	-	-	-	-	11.85
<b>5 Profit / (loss) before tax (3+4)</b>	<b>(1,076.86)</b>	<b>(22.27)</b>	<b>(195.37)</b>	<b>(1,437.74)</b>	<b>4,969.76</b>	<b>(4,823.90)</b>
<b>6 Tax expense / (benefit), net</b>						
- Current tax	644.57	488.12	444.14	2,167.08	2,051.14	2,269.14
- Deferred tax charge / (credit), net	(172.06)	(61.73)	18.03	(442.36)	91.94	868.95
<b>Total tax expense, net</b>	<b>472.51</b>	<b>426.39</b>	<b>462.17</b>	<b>1,724.72</b>	<b>2,143.08</b>	<b>3,138.09</b>
<b>7 Net profit / (loss) for the period/year (5-6)</b>	<b>(1,549.37)</b>	<b>(448.66)</b>	<b>(657.54)</b>	<b>(3,162.46)</b>	<b>2,826.68</b>	<b>(7,961.99)</b>



8	<b>Other comprehensive income / (loss) (net of tax) for the period/year</b>						
(a)	Items that will not be reclassified to profit or loss:						
	Remeasurements of defined benefit plans	(652.16)	537.67	816.41	215.86	519.88	(892.44)
	Income tax relating to items that will not be reclassified to profit or loss	49.91	43.69	(225.86)	(7.54)	(132.32)	10.31
(b)	Items that will be reclassified to profit or loss:						
	Foreign currency translation reserve	1,710.64	(118.94)	(1,669.68)	258.00	(3,638.16)	(393.71)
	Exchange difference arising on net investment in foreign operation (Refer note 7 below)	(617.26)	132.72	-	(164.20)	-	(600.62)
	Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	<b>Total other comprehensive income / (loss) (net of tax)</b>	<b>491.13</b>	<b>595.14</b>	<b>(1,079.13)</b>	<b>302.12</b>	<b>(3,250.60)</b>	<b>(1,876.46)</b>
9	<b>Total comprehensive income / (loss) for the period/year (7+8)</b>	<b>(1,058.24)</b>	<b>146.48</b>	<b>(1,736.67)</b>	<b>(2,860.34)</b>	<b>(423.92)</b>	<b>(9,838.45)</b>
10	<b>Profit / (loss) attributable to:</b>						
	Owners of the Company	(1,791.10)	(778.82)	(901.71)	(4,028.59)	1,808.46	(9,379.06)
	Non-controlling interests	241.73	330.16	244.17	866.13	1,018.22	1,417.07
	<b>Net Profit / (loss) for the period/year</b>	<b>(1,549.37)</b>	<b>(448.66)</b>	<b>(657.54)</b>	<b>(3,162.46)</b>	<b>2,826.68</b>	<b>(7,961.99)</b>
11	<b>Other comprehensive income / (loss) attributable to:</b>						
	Owners of the Company	642.20	451.49	(736.28)	450.39	(2,165.42)	(1,127.60)
	Non-controlling interests	(151.07)	143.65	(342.85)	(148.27)	(1,085.18)	(748.86)
	<b>Other comprehensive income / (loss) for the period/year</b>	<b>491.13</b>	<b>595.14</b>	<b>(1,079.13)</b>	<b>302.12</b>	<b>(3,250.60)</b>	<b>(1,876.46)</b>
12	<b>Total comprehensive income / (loss) attributable to:</b>						
	Owners of the Company	(1,148.90)	(327.33)	(1,637.99)	(3,578.20)	(356.96)	(10,506.66)
	Non-controlling interests	90.66	473.81	(98.68)	717.86	(66.96)	668.21
	<b>Total comprehensive income / (loss) for the period/year</b>	<b>(1,058.24)</b>	<b>146.48</b>	<b>(1,736.67)</b>	<b>(2,860.34)</b>	<b>(423.92)</b>	<b>(9,838.45)</b>
13	Paid-up equity share capital (Face value of INR 2/- per share)	672.69	672.69	672.69	672.69	672.69	672.69
14	Other equity						72,752.68
15	Earnings / (loss) Per Share - Basic and Diluted (Face value of INR 2/- each)	(5.33)	(2.31)	(2.68)	(11.98)	5.38	(27.89)
		(not annualised)	(not annualised)	(not annualised)	(not annualised)	(not annualised)	
	(See accompanying notes to the unaudited Consolidated Financial Results)						

**Notes:**

- The above Statement of unaudited consolidated financial results of Rain Industries Limited ("the Company") along with its subsidiaries (hereinafter referred to as "the Group"), which have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder, other accounting principles generally accepted in India and guidelines issued by the Securities and Exchange Board of India ("SEBI") were reviewed and recommended by the Audit Committee and approved by the Board of Directors at their meetings held on November 5, 2024 and November 6, 2024 respectively. The Statutory Auditors have carried out a limited review on the unaudited consolidated financial results and issued unmodified report thereon.



- 2 Restated - Purchase of stock-in-trade has decreased and cost of materials consumed has increased by INR 6,947.54, INR 25,848.16 and INR 32,143.21 for the quarter ended September 30, 2023, nine months ended September 30, 2023 and year ended December 31, 2023, respectively based on the nature of business operations.
- 3 During the quarter ended June 30, 2024, Employee benefits expense include provision made for severance payments in one of the group's subsidiaries in Germany amounting to INR 716.21 (€ 7.98 million) as part of Group's cost efficiency plan.
- 4 Due to the global implications of the conflict between Russia and Ukraine that started in February 2022, there has been an increase in volatility in the commodity prices, stock and foreign exchange markets. Given this geopolitical uncertainty resulting from this war and the likelihood that changes may occur rapidly or unexpectedly, management has evaluated information available in this regard to assess its potential impact on the Group's activities such as supply chain disruption, closure / abandonment of operations / manufacturing facilities, travel restrictions, market volatility, recoverability of inter-company loans and repatriation of dividends between group entities, etc. Based on the internal assessment, the management believes that the operations of its Russian entities and the rest of the entities are largely independent of each other and hence it does not foresee any significant impact of the above events on its consolidated financial results. Severtar Holding Limited (SIL), parent company of OOO Rutgers Severtar ("OOORS"), is in the process of re-domiciliation, and based on the completion of preliminary steps with other foreign jurisdiction, has received dividend from OOORS which was further distributed to its shareholders. Further, the Group has complied with the various laws and regulations including sanctions imposed. Considering the continuing uncertainties, the Group will continue to closely monitor any material changes to future economic conditions.
- 5 The Group had recognised a non-cash impairment charge towards Goodwill in Consolidated Statement of Profit and Loss amounting to INR 5,606.74 in Carbon – Calcination and INR 1,712.24 in Carbon – Distillation, as on December 31, 2023 as part of its annual impairment assessment considering geopolitical situations, macroeconomic factors, including rising interest rates and volatility in energy costs impacting the economic environment in which the Cash Generating Units ("CGUs") operate. With the relief granted by Commission for Air Quality Management, New Delhi in its Order dated February 15, 2024, the impairment charge was determined considering the relief provided in the Order, which could increase the capacity utilisation and higher sales volumes relating to Carbon – Calcination CGU. During the year, the Group has received permissions from the authorities for importation of both GPC and CPC. The Group is in the process of implementing the revised business strategy and the same is subject to normal implementation risks.
- During the year ended December 31, 2023, the Group had re-evaluated the status of certain projects which are under Capital work in progress in the foreign subsidiaries. Based on the status of the project and management evaluation, the Group had recognised an impairment charge of INR 187.17 in the consolidated statement of profit and loss for the year ended December 31, 2023.
- 6 In August 2023, the Group's subsidiary, Rain Carbon Inc. (RCI), had refinanced its existing Senior Secured Notes due in April 2025 ("2025 Notes") by issuing US\$ 450.0 million Senior Secured Notes due in September 2029 ("2029 Notes") and amended and extended the maturity of existing Term Loan B ("TLB") amounting to € 353.5 million from January 2025 to October 2028. Further, RCI has additionally repaid principal of US\$ 30.0 million on existing Notes due 2025 and € 36.5 million on the TLB bringing the principal balance on long term debt down by approximately INR 5,773.43 (US\$ 69.8 million). The 2029 Notes and the TLB are issued at an interest rate of 12.25% (fixed) and EURIBOR + 5% (floating) respectively and are guaranteed by RCI and its subsidiaries in Belgium, Canada, Germany and the USA. The unamortised deferred financing cost relating to existing 2025 Notes and TLB aggregating to INR 318.74 (US\$ 3.9 million) have been expensed during the year ended December 31, 2023 and included in the finance cost.
- 7 In October 2023, the Group had designated certain portion of inter-company loans between US and Germany subsidiaries as net investment in foreign operation with effect from October 1, 2023, considering its long-term nature. Accordingly, the foreign exchange (gain) / loss on such foreign currency loan, determined as an effective net investment in foreign operation is recognised directly through Other Comprehensive Income in Equity.
- 8 Certain Standalone information of the Company in terms of the Regulation 47(1)(b) of the SEBI (listing obligation and disclosure requirements) Regulations, 2015:

Particulars	Quarter ended			Nine Months ended		Year ended
	September 30, 2024	June 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	December 31, 2023
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Revenue from operations	426.73	304.18	475.17	1,001.54	893.69	1,241.48
Profit / (loss) before tax	345.09	(33.49)	238.68	277.50	640.33	597.19
Profit / (loss) after tax	295.40	(33.27)	233.76	228.12	576.08	530.57



9 Consolidated Segment wise revenue and results:

Particulars	Quarter ended			Nine Months ended		Year ended
	September 30, 2024	June 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	December 31, 2023
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
<b>1) Segment revenue</b>						
(a) Carbon	29,973.26	30,099.57	31,885.58	86,204.08	110,179.87	140,956.78
(b) Advanced Materials	9,364.47	10,290.90	10,186.66	28,734.83	29,770.30	37,889.90
(c) Cement	2,796.08	3,207.24	3,458.50	9,673.23	10,971.97	15,234.34
<b>Total</b>	<b>42,133.81</b>	<b>43,597.71</b>	<b>45,530.74</b>	<b>124,612.14</b>	<b>150,922.14</b>	<b>194,081.02</b>
Less: Inter segment revenue	2,791.02	2,656.22	3,928.10	7,625.50	10,513.09	12,666.17
<b>Revenue from operations</b>	<b>39,342.79</b>	<b>40,941.49</b>	<b>41,602.64</b>	<b>116,986.64</b>	<b>140,409.05</b>	<b>181,414.85</b>
<b>2) Segment results</b>						
(a) Carbon	2,456.88	2,830.49	1,913.94	7,602.53	12,327.13	14,541.60
(b) Advanced Materials	471.34	619.19	725.77	1,751.43	1,967.35	1,358.98
(c) Cement	(90.39)	38.21	181.44	108.54	498.56	1,019.37
<b>Total</b>	<b>2,837.83</b>	<b>3,487.89</b>	<b>2,821.15</b>	<b>9,462.50</b>	<b>14,793.04</b>	<b>16,919.95</b>
Less: Depreciation and amortisation expense	1,894.68	1,855.28	1,925.23	5,699.07	5,809.23	7,762.68
Less: Impairment loss (Refer note 6 above)	-	-	-	-	-	7,506.15
Less: Finance costs	2,335.25	2,446.83	2,416.81	7,131.84	5,737.94	8,191.33
Add: Interest income	406.78	268.85	319.68	1,170.17	821.05	1,262.65
Add/Less: Unallocable income / (expense)	(91.54)	523.10	1,005.84	760.50	902.84	441.81
Add: Share of profit of associate (net of income tax)	-	-	-	-	-	11.85
<b>Profit / (loss) before tax</b>	<b>(1,076.86)</b>	<b>(22.27)</b>	<b>(195.37)</b>	<b>(1,437.74)</b>	<b>4,969.76</b>	<b>(4,823.90)</b>

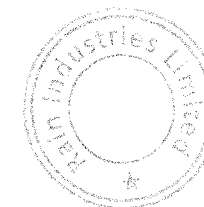
**Segmental assets and liabilities:**

The assets and liabilities of the Group are often deployed interchangeably between segments, therefore it is impractical to allocate these assets and liabilities to each segment. Further, total assets and liabilities balances for each reportable segment is not reviewed by or provided to the CODM. Hence, the details for segment assets and liabilities have not been disclosed in the above table.

10 The Investors can view the unaudited Consolidated Financial Results of the Company on the Company's website [www.rain-industries.com](http://www.rain-industries.com) or on the BSE Limited's website [www.bseindia.com](http://www.bseindia.com) or on the National Stock Exchange of India Limited's website [www.nseindia.com](http://www.nseindia.com).

For and on behalf of the Board of Directors  
RAIN INDUSTRIES LIMITED

  
N Radha Krishna Reddy  
Managing Director  
DIN: 00021052



Place: Hyderabad  
Date: November 6, 2024