



RAIN INDUSTRIES LIMITED

Regd. Office: Rain Center, 34, Srinagar Colony, Hyderabad – 500 073, Telangana State, India.

Tel: +91 40 4040 1234, Email: secretarial@rain-industries.com

Website: www.rain-industries.com

CIN : L26942TG1974PLC001693

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

Dear Member(s),

VOTING STARTS ON	VOTING ENDS ON
Sunday, November 10, 2024 at 9:00 Hours (IST)	Monday, December 09, 2024 at 17:00 Hours (IST)

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**‘Act’**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**‘Rules’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**‘SS-2’**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for conducting postal ballot process through e-voting vide General Circular No.09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024 to transact the special business as set out hereunder by way of postal ballot through remote e-voting process only (**‘E-Voting’**).

An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In terms of the requirements specified in the MCA Circulars, Rain Industries Limited (**‘Company/RAIN’**) is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company / Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged

the services of KFIN Technologies Limited ('KFintech') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.rain-industries.com/>.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 17.00 Hours (IST) on Monday, December 09, 2024. The remote e-voting facility will be disabled by KFintech immediately thereafter.

SPECIAL BUSINESS

1. To appoint Mr. Jagan Mohan Reddy Nellore (DIN:00017633) as Managing Director.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V thereto, the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Jagan Mohan Reddy Nellore (DIN: 00017633) as the Managing Director of the Company for a period of 5 years i.e., from December 10, 2024 to December 09, 2029 on the following terms and conditions:

A. Remuneration

- (i) Salary: NIL

B. Perquisites/Benefits

- a) Electricity, house maintenance and furnishings.
- b) Personal Accident Insurance shall not exceeding Rs.10,000 per annum.
- c) Reimbursement of all Medical expenses incurred for self and family.
- d) Fees of club, subject to a maximum of two clubs excluding admission and life membership fees.
- e) Provision of a car with driver for use on Company's business and telephone/fax facility at residence.
- f) The perquisites shall be evaluated at cost to the Company and where such evaluation is difficult, it shall be evaluated as per the Income Tax Rules.

The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to take such steps and do other acts, deeds, matters and things as they may deem fit and appropriate and give such directions/instructions as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto.”

2. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded to continue the appointment of Mr. N. Radhakrishna Reddy as a Non-Executive Director of the Company to hold the office with effect from December 10, 2024.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

By order of the Board
For **Rain Industries Limited**

S. Venkat Ramana Reddy
Company Secretary
M. No: A14143

Place: Hyderabad
Date: November 6, 2024

NOTES:

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of Special Business of the Company is appended and forms part of the Notice.
2. The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on Wednesday, November 6, 2024 (Cut-off date). Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
3. As per the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose E-Mail addresses are registered with the Company / Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.rain-industries.com>, websites of Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFIN Technologies Limited at <https://evoting.kfintech.com>.
4. In terms of the MCA and SEBI Circulars mentioned herein above, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/> Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to evoting@Kfintech.com.
5. As per the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders. Shareholders whose names appear on the Register of Members / List of Beneficial Owners as on Wednesday, November 6, 2024 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per one Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Wednesday, November 6, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

However, it is clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility provided by KFIN Technologies Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “Instructions for E-Voting” in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process from 9:00 Hours (IST) on Sunday, November 10, 2024 to 17:00 Hours (IST) on Monday, December 09, 2024 to be eligible for being considered, failing which it will be considered that no response has been received from the shareholder.
10. The Company has appointed Mr. DVM Gopal, Practising Company Secretary (Membership No. 6280 and CP No. 6798) in his absence Ms. Ansu Thomas, Practising Company Secretary (Membership No. 8994 and CP No. 16696) as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before 17:00 Hours (IST), Tuesday, December 10, 2024 from the conclusion of e-voting and will also be displayed on the website of the Company at <https://www.rain-industries.com> besides being communicated to the Stock Exchanges.
12. The resolutions, if passed with the requisite majority, shall be deemed to have been passed on Monday, December 09, 2024 i.e., the last date specified for receipt of votes through the e-voting process.
13. The result of the voting with details of the number of votes cast for and against the Resolution, invalid votes and whether the resolution has been carried or not, along with the Scrutinizer’s report will be displayed for at least three days on the notice board of the Company at the registered office of the Company and on the website of the Company.
14. All the material documents referred to in the explanatory statement will be available for inspection electronically. Members seeking to inspect such documents can send an email to secretarial@rain-industries.com.
- 15. The instructions for E-Voting:**
 - a) In terms of the requirements provided vide the MCA Circulars, the Company is sending this Notice only in electronic form. The approval of Members is being sought through Remote E-voting only.
 - b) You are requested to carefully read the instructions before exercising the vote and complete the E-voting between 9:00 Hours (IST) on Sunday, November 10, 2024 to 17:00 Hours (IST) on Monday, December 09, 2024.

- c) The Company is offering only Remote E-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for E-voting. He / She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.
- d) Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs need to log on to <https://ris.kfintech.com/clientservices/postalballot/> to provide their Email ID and they would get an email with the link to participate in Remote E-voting.
- e) **Voting through electronic means**

In terms of the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), read with General Circular No.09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024 read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system only, to members holding shares as on Wednesday, November 6, 2024 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFintech.

f) **The instructions for E-voting are as under:**

Step 1 :

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 :

Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
<u>Individual Shareholders holding securities in demat mode with NSDL</u>	1. User already registered for IDeAS facility: <ol style="list-style-type: none"> a) Visit URL: https://eservices.nsdl.com b) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. c) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" d) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for

	<p>casting the vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> a) To register click on link : https://eservices.nsdl.com b) Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c) Proceed with completing the required fields. d) Follow steps given in point No. 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> a) Open URL: https://www.evoting.nsdl.com/ b) Click on the icon “Login” which is available under ‘Shareholder/Member’ section. c) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. d) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. e) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
<p><u>Individual Shareholders holding securities in demat mode with CDSL</u></p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> a) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com b) Click on New System Myeasi c) Login with your registered user id and password. d) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. e) Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> a) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration b) Proceed with completing the required fields. c) Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL Visit URL: www.cdslindia.com <ol style="list-style-type: none"> a) Provide your demat Account Number and PAN No. b) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. c) After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
<p><u>Individual Shareholder login through their demat accounts /</u></p>	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>Once logged-in, you will be able to see e-Voting option. Once you</p>

<u>Website of Depository Participant</u>	<p>click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.</p>
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in

case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Rain Industries Limited- Postal Ballot’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id dvm@dvmgopalandassociates.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link:
<https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link:
<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

The Scrutinizer will submit his report to the Company Secretary after completion of the scrutiny and results of the Postal Ballot would be announced on or before Tuesday, December 10, 2024 through Email and the Resolution will be taken as passed, if the results of E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of E-voting shall be final. As indicated earlier, the results will be published on the website of the Company (WEBSITE) besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of KFIN Technologies Ltd, <https://evoting.kfintech.com>.

C. General Instructions

- i. The Remote E-voting period commences from 9:00 Hours (IST) on Sunday, the November 10, 2024 and ends on Monday, the December 09, 2024 at 17:00 Hours (IST). During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of November 6, 2024 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Company Secretary of the Company.
- iii. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e. on December 9, 2024. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://www.rain-industries.com> and also on the notice board placed at the Registered Office of the Company and on the website of KFinTech.
- iv. To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective

depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFintech by submitting the ISR Forms or contact Mr. P S R Ch Murthy, Sr. Manager, (einward.ris@kfintech.com), Toll Free No. 1800 309 4001, at Unit: Rain Industries Limited, KFIN Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

- v. Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. S. Venkat Ramana Reddy
Company Secretary
Rain Industries Limited
Rain Center, 34, Srinagar Colony,
Hyderabad – 500073,
Telangana State, India.
Phone No.: 040-40401234
E-mail: secretarial@rain-industries.com

- vi. Members holding shares either in demat or physical mode who are in receipt of Notice and entitled to vote, may cast their votes through e-voting.
- vii. The e-voting period commences at 9:00 Hours (IST) on Sunday, the November 10, 2024 and ends on Monday, the December 9, 2024 at 17:00 Hours (IST). During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e., Wednesday, November 6, 2024 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- viii. The Company has appointed Mr. DVM Gopal, Practising Company Secretary (Membership No. 6280 and CP No. 6798) in his absence Ms. Ansu Thomas, Practising Company Secretary (Membership No. 8994 and CP No. 16696) having address at 6/3/154-159, Flat No. 303, 3rd Floor, Royal Majestic, Prem Nagar Colony, Near Banjara Hills Care Hospital, Khairtabad, Hyderabad - 500004, Telangana State, India as the Scrutinizer to conduct the voting process in a fair and transparent manner.
- ix. The Scrutinizer shall on conclusion of the Postal Ballot process unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report containing the details with respect to votes cast in favour, against, neutral/abstained, shall submit the Report to the Chairman of the Company.
- x. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date for voting i.e., on Monday, the December 9, 2024. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.rain-industries.com>, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com and on the website of KFIN Technologies Limited, <https://evoting.kfintech.com>.
- xi. To receive communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case, shares are held in

physical form, members are advised to register their e-mail address with KFIN Technologies Limited on einward.ris@kfintech.com or contact Mr. PSRCH Murthy, Senior Manager, Contact No.1800 – 309 - 4001, at [Unit: Rain Industries Limited] KFIN Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India

By order of the Board
For **Rain Industries Limited**

S. Venkat Ramana Reddy
Company Secretary
M. No: A14143

Place: Hyderabad
Date: November 6, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution Nos. 1 to 2.

Item No. 1

Mr. N. Radhakrishna Reddy was appointed as a Managing Director of the Company for a period of 3 years w.e.f. December 10, 2021 to December 9, 2024.

The tenure of Mr. N. Radhakrishna Reddy as a Managing Director will end on December 9, 2024.

In view of the above, the Nomination and Remuneration Committee at their Meeting held on November 5, 2024 and the Board of Directors at their Meeting held on November 6, 2024 have recommended the appointment of Mr. Jagan Mohan Reddy Nellore as the Managing Director of the Company for a period of 5 years i.e., from December 10, 2024 to December 9, 2029 based on his skills, experience, knowledge and positive outcome of Performance Evaluation done by the Board of Directors. The appointment is subject to the approval of the shareholders by passing an Ordinary Resolution through Postal Ballot.

A brief justification for appointment of Mr. Jagan Mohan Reddy Nellore as an Managing Director of the Company is as under:

- Mr. Jagan Mohan Reddy Nellore is associated with the Company from 1997 as Director of the Company.
- **Brief Profile:**

Mr. Jagan Mohan Reddy Nellore (57 years) brings with him 31 years of experience to the Company in finance, commercial and operations areas.

Mr. Nellore is presently the Vice Chairman of Rain Industries Limited.

Mr. Nellore is the founder of Rain CII Carbon (Vizag) Limited, which had been originally incorporated as Rain Calcining Limited and commenced production of Calcined Petroleum Coke ("CPC") and Electricity in 1998 in India. He spearheaded the vision, strategy and execution of the globalisation of the Indian entity's business model through the acquisition of Rain CII Carbon LLC of the U.S. (formerly CII Carbon, LLC) and by combining the U.S. and Indian CPC business strategies in 2007 and subsequently in 2013 through the acquisition of RÜTGERS N.V., a Coal Tar Pitch ("CTP") and Chemicals producer.

Mr. Nellore has successfully integrated the acquired entities to create the world's leading industrial carbon producer. Mr. Nellore holds a Bachelor of Science degree in Industrial Engineering from Purdue University, USA.

Mr. Nellore is Chief Executive Officer (CEO) of Rain Carbon Inc. and Member of the Boards of Rain CII Carbon (Vizag) Limited, Rain Cements Limited, Renuka Cement Limited, Sujala Investments Private Limited, Rain Enterprises Private Limited, Pragnya

Priya Foundation, Rain Commodities (USA) Inc., Rain CII Carbon LLC USA, and Rain Carbon Inc.

Mr. Nellore is a Member of Stakeholders Relationship Committee, Share Transfer Committee, Chairman of Corporate Social Responsibility Committee and Risk Management Committee of Rain Industries Limited, the Chairman of Corporate Social Responsibility Committee of Rain CII Carbon (Vizag) Limited and a Member of Corporate Social Responsibility Committee of Rain Cements Limited.

Mr. Nellore holds 100 equity shares in the Company.

Mr. Nellore is the son of Mr. N. Radhakrishna Reddy, Managing Director and brother of Mr. N. Sujith Kumar Reddy, Director. Other than the said Directors, he is not related to any other Director or Manager or the Key Managerial Personnel of the Company.

The Company also received from Mr. Jagan Mohan Reddy Nellore:

- i) consent to act as the Managing Director of the Company, pursuant to Section 196 read with Schedule V of the Companies Act, 2013 and the rules made there under. and
- ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013.

In the opinion of the Board, Mr. Jagan Mohan Reddy Nellore fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as the Managing Director of the Company.

The Resolution set out at Item No. 1 of the notice is put forth for consideration of the members as an Ordinary Resolution pursuant to applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V thereto, for appointment of Mr. Jagan Mohan Reddy Nellore as the Managing Director of the Company.

The Letter of appointment of Mr. Jagan Mohan Reddy Nellore setting out the terms and conditions of appointment shall be available for inspection by members electronically. Members seeking to inspect the same can send an e-mail to secretarial@rain-industries.com.

Except Mr. Jagan Mohan Reddy Nellore, Director, Mr. N. Radhakrishna Reddy, Managing Director and Mr. N. Sujith Kumar Reddy, Director, none of the Directors on the Board or Manager or the Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution set out at Item No. 1 of the Notice.

Mr. Jagan Mohan Reddy Nellore is not debarred from holding the office of Director by virtue of any Order of SEBI or any other Authority.

Accordingly, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, recommends his appointment to the members for their approval by way of Ordinary Resolution as set out in the accompanying Postal Ballot Notice.

Item No. 2

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as `Listing Regulations`), with effect from April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. N. Radhakrishna Reddy term as Managing Director will conclude on December 09, 2024.

In view of the above, the Nomination and Remuneration Committee at their Meeting held on November 5, 2024 and the Board of Directors at their Meeting held on November 6, 2024 have recommended the continuation of appointment of Mr. N. Radhakrishna Reddy as Non-Executive Director of the Company with effect from December 10, 2024. The appointment is subject to the approval of the shareholders by passing as a Special Resolution through Postal Ballot.

Mr. N. Radhakrishna Reddy, Non-Executive Director of the Company, aged 83 years (date of birth July 1, 1941), whose continuation in office with effect from December 10, 2024 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members is sought to continue the appointment of Mr. N. Radhakrishna Reddy as a Non-Executive Director of the Company to hold office with effect from December 10, 2024.

A brief justification for continuation as Non-Executive Directors on the Board of the Company with effect from December 10, 2024 is as under:

- Considering his long association with the Company and the pivotal role being played by him for bringing the Company to the level where it stands today.
- Mr. N. Radhakrishna Reddy is associated with the Company since 1984. He has played significant role and also provided guidance in the growth and development of the Company.
- Looking into his knowledge of various aspects relating to the Company's affairs and business experience, it is thought appropriate and prudent to continue appointment of Mr. N. Radhakrishna Reddy as Non-Executive Director.

Additional information in respect of Mr. N. Radhakrishna Reddy pursuant to SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings is appended to the Notice.

Brief Profile of Mr. N. Radhakrishna Reddy:

Mr. N. Radhakrishna Reddy (83 years) is the Director of Rain Industries Limited. He has more than 56 years of experience in Construction and Cement Industry. He has been a Director of the Company since 1984. Currently, he is also on the Board of Rain Cements Limited, Renuka Cement Limited, PCL Financial Services Private Limited, Arunachala Holdings Private Limited, Apeetha Enterprises Private Limited and Pragnya Priya Foundation.

He holds 10,383,730 equity shares in the Company.

Mr. N. Radhakrishna Reddy is father of Mr. Jagan Mohan Reddy Nellore, Non-Executive Director and Mr. N Sujith Kumar Reddy, Non-Executive Director. Other than the said Directors, he is not related to any other Director or Manager or the Key Managerial Personnel of the Company.

The terms and conditions of continuation of appointment of Mr. N. Radhakrishna Reddy shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The continuation of appointment of Mr. N. Radhakrishna Reddy as Non-Executive Director of the Company with effect from December 10, 2024 is recommended by the Board of Directors at its meeting held on November 06, 2024.

Except Mr. N. Radhakrishna Reddy, Mr. Jagan Mohan Reddy Nellore and Mr. N. Sujith Kumar Reddy, Directors, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Your Directors recommend the resolution for your approval.

By order of the Board
For **Rain Industries Limited**

S. Venkat Ramana Reddy
Company Secretary
M. No: A14143

Place: Hyderabad
Date: November 6, 2024

Details of Directors seeking Appointment in the Notice of Postal Ballot dated November 6, 2024 is as follows:

Annexure to the Notice of Postal Ballot dated November 6, 2024 Details of Directors seeking Appointment as on November 6, 2024 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]			
S. No	Particulars	Name of the Directors	
		Mr. Jagan Mohan Reddy Nellore	Mr. N. Radhakrishna Reddy
1	DIN	00017633	00021052
2	Date of birth and Age	January 17, 1967 - 57 Years	July 1, 1941 83 Years
3	Qualification	Bachelor of Science degree in Industrial Engineering from Purdue University, USA	Undergraduate
4	Experience and expertise in specific functional areas	More than 31 years of experience in finance, commercial and operations areas.	More than 56 years of experience in Construction and Cement Industry.
5	Brief resume	<p>Mr. Jagan Mohan Reddy Nellore (57 years) brings with him 31 years of experience to the Company in finance, commercial and operations areas.</p> <p>Mr. Nellore holds a Bachelor of Science Degree in Industrial Engineering from Purdue University, USA.</p> <p>Mr. Nellore is presently the Vice Chairman of Rain Industries Limited.</p> <p>Mr. Nellore is the founder of Rain CII Carbon (Vizag) Limited, which had been originally incorporated as Rain Calcining Limited and commenced production of Calcined Petroleum Coke (“CPC”) and Electricity in 1998 in India. He spearheaded the vision, strategy and execution of the globalisation of the Indian entity’s business model through the acquisition of Rain CII Carbon LLC of the U.S. (formerly CII Carbon, LLC) and by</p>	<p>Mr. N. Radhakrishna Reddy is father of Mr. Jagan Mohan Reddy Nellore, Non-Executive Director and Mr. N Sujith Kumar Reddy, Non-Executive Director. Other than the said Directors, he is not related to any other Director or Manager or the Key Managerial Personnel of the Company.</p> <p>The terms and conditions of continuation of appointment of Mr. N. Radhakrishna Reddy shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.</p> <p>The continuation of appointment of Mr. N. Radhakrishna Reddy as Non-Executive Director of the Company with effect from December 10, 2024 is recommended by the Board of Directors at its meeting held on November 06, 2024.</p>

Annexure to the Notice of Postal Ballot dated November 6, 2024
 Details of Directors seeking Appointment as on November 6, 2024
 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
 Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company
 Secretaries of India]

S. No	Particulars	Name of the Directors	
		Mr. Jagan Mohan Reddy Nellore	Mr. N. Radhakrishna Reddy
		<p>combining the U.S. and Indian CPC business strategies in 2007 and subsequently in 2013 through the acquisition of RÜTGERS N.V., a Coal Tar Pitch (“CTP”) and Chemicals producer.</p> <p>Mr. Nellore has successfully integrated the acquired entities to create the world’s leading industrial carbon producer.</p> <p>Mr. Nellore is Chief Executive Officer (CEO) of Rain Carbon Inc. and Member of the Boards of Rain CII Carbon (Vizag) Limited, Rain Cements Limited, Renuka Cement Limited, Sujala Investments Private Limited, Rain Enterprises Private Limited, Pragnya Priya Foundation, Rain Commodities (USA) Inc., Rain CII Carbon LLC USA, and Rain Carbon Inc.</p> <p>Mr. Nellore is a Member of Stakeholders Relationship Committee, Share Transfer Committee, Chairman of Corporate Social Responsibility Committee and Risk Management Committee of Rain Industries Limited, the Chairman of Corporate Social Responsibility Committee of Rain CII Carbon (Vizag) Limited and a Member of Corporate Social Responsibility Committee of Rain Cements Limited.</p> <p>Mr. Nellore holds 100 equity shares in the Company.</p>	

Annexure to the Notice of Postal Ballot dated November 6, 2024
 Details of Directors seeking Appointment as on November 6, 2024
 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
 Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company
 Secretaries of India]

S. No	Particulars	Name of the Directors	
		Mr. Jagan Mohan Reddy Nellore	Mr. N. Radhakrishna Reddy
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Jagan Mohan Reddy Nellore is the son of Mr. N. Radhakrishna Reddy, Managing Director and the brother of Mr. N. Sujith Kumar Reddy, Non-Executive Director.	Father of Mr. Jagan Mohan Reddy Nellore, Non-Executive Director and Mr. N. Sujith Kumar Reddy, Non-Executive Director. He is not related to any other Director, Manager and Key Managerial Personnel.
7	Nature of appointment (appointment / re-appointment)	Appointment as the Managing Director of the Company for a period of 5 years i.e., from December 10, 2024 to December 9, 2029.	Continue as a Non-Executive Director of the Company with effect from December 10, 2024.
8	Terms and Conditions of appointment / re-appointment	<p>A. Remuneration</p> <p>(i) Salary: NIL</p> <p>B. Perquisites/Benefits</p> <p>a) Electricity, house maintenance and furnishings.</p> <p>b) Personal Accident Insurance shall not exceeding Rs.10,000 per annum.</p> <p>c) Reimbursement of all Medical expenses incurred for self and family.</p> <p>d) Fees of club, subject to a maximum of two clubs excluding admission and life membership fees.</p> <p>e) Provision of a car with driver for use on Company's business and telephone/fax facility at residence.</p> <p>f) The perquisites shall be evaluated at cost to the Company and where such evaluation is difficult, it shall be evaluated as per the Income Tax Rules.</p>	Continue as a Non-Executive Director of the Company with effect from December 10, 2024 and on such conditions as specified in the Item no. 2 of the Notice.

Annexure to the Notice of Postal Ballot dated November 6, 2024
 Details of Directors seeking Appointment as on November 6, 2024
 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
 Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company
 Secretaries of India]

S. No	Particulars	Name of the Directors	
		Mr. Jagan Mohan Reddy Nellore	Mr. N. Radhakrishna Reddy
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Nil	Nil
10	Date of first appointment on the Board	13/06/1997	January 2, 1984
11	Shareholding in the Company	Holds 100 equity shares.	Holds 10,383,730 equity shares.
12	The number of Meetings of the Board attended during the year	5 out of 5	3 out of 5
13	Directorship Details of the Board	1. Rain CII Carbon (Vizag) Limited 2. Rain Cements Limited 3. Renuka Cement Limited 4. Rain Enterprises Private Limited 5. Pragnya Priya Foundation 6. Sujala Investments Private Limited 7. Rain CII Carbon LLC 8. Rain Commodities (USA) Inc. and 9. Rain Carbon Inc.	1. Rain Industries Limited 2. Rain Cements Limited 3. Renuka Cement Limited 4. PCL Financial Services Private Limited 5. Arunachala Holdings Private Limited. 6. Apeetha Enterprises Private Limited 7. Arunachala Logistics Private Limited 8. Pragnya Priya Foundation
14	Membership/ Chairmanship of Committees of other Boards	Member of Corporate Social Responsibility Committee of Rain Cements Limited. Chairman of Corporate Social Responsibility Committee of Rain CII Carbon (Vizag) Limited	Chairman of Corporate Social Responsibility Committee of Rain Cements Limited
15	In case of independent directors, the skills and capabilities required for the role and the manner in which	N.A.	N.A.

Annexure to the Notice of Postal Ballot dated November 6, 2024
 Details of Directors seeking Appointment as on November 6, 2024
 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
 Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company
 Secretaries of India]

S. No	Particulars	Name of the Directors	
		Mr. Jagan Mohan Reddy Nellore	Mr. N. Radhakrishna Reddy
	the proposed person meets such requirements		
16	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board.	N.A.	N.A.
17	Names of listed entities from which the person has resigned in the past three years	Nil	Nil

By order of the Board
 For **Rain Industries Limited**

S. Venkat Ramana Reddy
 Company Secretary
 M. No: A14143

Place: Hyderabad
 Date: November 6, 2024