

# Rain Industries Limited

Registered Office: Rain Center, 34, Srinagar Colony, Hyderabad- 500073, Telangana State, India  
CIN: L26942TG1974PLC001693, Phone No: 040-40401234, Email: [secretarial@rain-industries.com](mailto:secretarial@rain-industries.com)  
Website: [www.rain-industries.com](http://www.rain-industries.com)

## Notice

Notice is hereby given that the 49<sup>th</sup> Annual General Meeting (AGM) of the Members of Rain Industries Limited (the Company) will be held on Friday, the May 3, 2024 at 11.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue, in compliance with General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 2/2022, 10/2022 and 09/2023 issued by Ministry of Corporate Affairs (MCA Circulars), to transact the businesses mentioned below.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

### Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended December 31, 2023 and reports of Board and Auditors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended December 31, 2023 and Report of Auditors thereon.
3. To approve and ratify the interim dividend of ₹ 1 per equity share for the financial year ended December 31, 2023.
4. To appoint a Director in place of Mr. Jagan Mohan Reddy Nellore (DIN: 00017633) who retires by rotation and being eligible offers himself for re-appointment.

### Special Business:

#### 5. To grant authorization to the Board of Directors to borrow up to ₹ 2,500 Crores.

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

**"RESOLVED THAT** pursuant to Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and in modification of all earlier Resolutions passed in this regard, the consent of the members of the Company

be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing Rupee Loans, Foreign Currency Loans, Working Capital Facility and such other Financial Assistance from time to time, which together with the monies already borrowed by the Company (apart from temporary Loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors shall not at any time exceed the limit of ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only).

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary for giving effect to this resolution."

#### 6. To grant authorization to the Board of Directors to create Mortgage / Charge / Pledge / Hypothecation / Lien on the assets of the Company:

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

**"RESOLVED THAT** pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and in modification of all earlier Resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages, pledge, hypothecations and lien in addition to the existing charges, mortgages, pledge, hypothecations and

lien created by the Company, on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events in favour of the Banks, Financial Institutions and other Parties to secure Rupee Loans, Foreign Currency Loans and Working Capital Facilities availed and also proposed to be availed and also to secure other Obligations of the Company, provided that the total amount of loans and other obligations of the Company together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans and other obligations, shall not, at any time exceed the limit of ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only).

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and are hereby authorized to finalise the terms and conditions for creating the aforesaid Mortgage, Charge, Pledge, Hypothecation and Lien and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution.”

**7. To grant authorization to the Board to make any loan, investment or give guarantee or provide any security**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as

the “Board”, which term shall include any Committee constituted by the Board):

- i) to invest/acquire from time to time by way of subscription, purchase or otherwise, the securities of anybody corporate(s) whether in India or outside India, which may or may not be subsidiary of the Company; and/or
- ii) to make/give from time to time any loan to any person or body corporate, whether in India or outside, which may or may not be subsidiary of the Company or to any persons; and/or
- iii) to give from time to time any guarantee and/or provide any security to any person, body Corporate, Bank, Financial Institutions or any other Institution in India or outside India to secure any financial assistance of any nature availed or to be availed by any person or body Corporate whether in India or outside India which may or may not be subsidiary of the Company or any other Institution;

up to an aggregated amount of which should not exceed at any given time ₹ 2,500 Crores notwithstanding that the aggregate loans, guarantees and securities to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications thereunder.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorised to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans/guarantees to be given and securities to be provided to any person and / or anybody corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that it may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or officer of the Company or any other person”.

### 8. To grant approval for making Contributions or Donations for Charitable purposes

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 181 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013 & rules made thereunder (the Act), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to contribute, donate, subscribe or otherwise provide assistance from time to time to any Charitable funds, Charitable Institutions, Society, Association, Non-Profit Organisation, Non-Profit Companies (i.e., Companies formed under Section 25 of the Companies Act, 1956 / Section 8 of the Companies Act, 2013), Trusts and such other Funds for taking up of any programme, activities of social, cultural, educational, sports, economic, rural development of people at large and / or incur any expenditure on their behalf, upto an amount not exceeding to ₹ 10,00,00,000 (Rupees Ten Crore only) in any financial year, notwithstanding the fact that said amount may exceed 5% of the Company’s average net profit as determined in accordance with the provisions of the Companies Act, 2013 during the three years immediately preceding the current Financial Year.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution and accept any alteration(s) or amendment(s) or corrections as they may deem fit and appropriate and give such directions/instructions as may be necessary to settle any questions or doubts that may arise in this regard on behalf of the Company.”

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

**S. Venkat Ramana Reddy**

Place: Hyderabad  
Date: February 23, 2024

Company Secretary  
M. No. A14143

### NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/ CIR/2023/001 dated January 5, 2023 and SEBI/HO/ DDHS/P/CIR/2023/0164 dated October 06, 2023 has permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue.

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, the 49<sup>th</sup> AGM of the Company being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) herein after called as “e-AGM”.

e-AGM: The Company has appointed KFin Technologies Limited (KFinTech), Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.

2. Pursuant to the provisions of the circulars on the VC/ OAVM (e-AGM):
  - a. Members can attend the meeting through login credentials provided to them to connect to Video Conference (VC) / Other Audio-Visual Means (OAVM). Physical attendance of the Members at the Meeting venue is not required.
  - b. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC/OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
  5. The attendance of the Members (member's logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  6. In line with the Ministry of Corporate Affairs ("MCA") vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/ CIR/2023/001 dated January 5, 2023 and SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023, the Notice calling the e-AGM and Annual Report has been uploaded on the website of the Company at <https://www.rain-industries.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively. The Notice and Annual Report is also available on the website of e-voting agency KFin Technologies Limited at the website address <https://evoting.kfintech.com>.
- The Annual Report for the Financial year ended December 31, 2023 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's Report
7. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members are requested to submit a request letter mentioning the Folio No. and Name of Shareholder along with scan copy of the Share Certificate (front and back) and self-attested copy of PAN card for updating of email addresses. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participants.
  8. Profile of Mr. Jagan Mohan Reddy Nellore who is being re-appointed as Director is annexed to Notice and Report on Corporate Governance.
  9. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, unclaimed dividend amount of ₹ 47,93,959 (Rupees Forty Seven Lakhs Ninety Three Thousand Nine Hundred Fifty Nine Only) of the Company for the Financial Year ended December 31, 2016 has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013.
  10. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed Dividend amounts lying with the Company as on 2<sup>nd</sup> May, 2023 (date of last Annual General Meeting) on the website of the Company ([www.rain-industries.com](http://www.rain-industries.com)) and also on the website of Ministry of Corporate Affairs.
11. Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund (IEPF) are given below:

Sl. No.	For the Financial year ended	Percentage of Dividend	Date of Declaration	Due date for transfer to the Investor Education and Protection Fund
1	December 31, 2017 (Interim dividend)	50%	August 11, 2017	September 10, 2024
2	December 31, 2017 (Final dividend)	50%	May 11, 2018	June 10, 2025
3	December 31, 2018 (Interim dividend)	50%	November 14, 2018	December 13, 2025
4	December 31, 2019 (Interim dividend)	50%	November 13, 2019	December 12, 2026

## 6 Statutory reports and financial statements

Sl. No.	For the Financial year ended	Percentage of Dividend	Date of Declaration	Due date for transfer to the Investor Education and Protection Fund
5	December 31, 2020 (Interim dividend)	50%	October 30, 2020	December 5, 2027
6	December 31, 2021 (Interim dividend)	50%	October 30, 2021	December 3, 2028
7	December 31, 2022 (Interim dividend)	50%	July 29, 2022	September 1, 2029
8	December 31, 2023 (Interim dividend)	50%	May 09, 2023	June 13, 2030

The Shareholders who have not en-cashed the aforesaid dividends are requested to make their claim to the Secretarial Department, Rain Industries Limited, Rain Center, 34, Srinagar Colony, Hyderabad – 500073, Telangana State, India, e-mail: [secretarial@rain-industries.com](mailto:secretarial@rain-industries.com).

12. A. Rain Industries Limited Unclaimed Suspense Account:
- Unclaimed Equity shares of the Company are held in the suspense account maintained with Stock Holding Corporation of India Limited, G6-G10, East Block, Swarna Jayanthi Commercial Complex, Ameerpet, Hyderabad – 500002, Telangana State, India, vide Client ID: IN301330 and DP ID: 40195702.
- B. Rain Industries Limited Unclaimed Securities Suspense Escrow Account:
- As per the SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8, dated January 25, 2022, the Company has opened a demat account with DP ID: IN301330 and Client ID: 41288027 in the name of “RAIN INDUSTRIES LIMITED UNCLAIMED SECURITIES SUSPENSE ESCROW ACCOUNT” with Stock Holding Corporation of India Ltd, Hyderabad - 500034, Telangana State, India.
- The Company has issued “Letter of Confirmations” to the shareholders, to enable them to dematerialize the same. There are no cases where the Letter of Confirmations are pending for dematerialization for more than 120 days. Hence, no shares were transferred to Rain Industries Limited Unclaimed Securities Suspense Escrow Account.
13. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority
- Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“Rules”), all shares on which dividend has not been claimed for seven consecutive years or more shall be transferred to IEPF Authority.
- The Company has transferred 1,84,138 equity shares to Investor Education and Protection Fund during the financial Year ended December 31, 2023.
- To Claim the equity shares and dividend which were transferred to the Investor Education and Protection Fund, the shareholders are requested to visit the website of the Company i.e., [www.rain-industries.com](http://www.rain-industries.com) to know the procedure for claiming the Shares and Dividend transferred to the Investor Education and Protection Fund Authority.
- The Shareholders who have not en-cashed the dividends are requested to make their claim to the Secretarial Department, Rain Industries Limited, Rain Center, 34, Srinagar Colony, Hyderabad – 500073, Telangana State, India, e-mail: [secretarial@rain-industries.com](mailto:secretarial@rain-industries.com).
14. The Securities and Exchange Board of India (“SEBI”) and the Ministry of Corporate Affairs have made it mandatory for all the Listed Companies to offer Electronic Clearing Service (“ECS”), NEFT, RTGS facilities for payment of dividend, wherever applicable. This facility offers various benefits like timely credit of dividend to the shareholders account, elimination of loss of instruments in transit or fraudulent encashment, etc. The Shareholders holding shares in Physical form are requested to update their Bank Account details by submitting the Electronic Clearing Service (“ECS”) form available on the website of the Company at <https://www.rain-industries.com/>
15. Investor Grievance Portal maintained by Registrar and Transfer Agent (RTA).
- Members are hereby notified that our RTA, KFin Technologies Limited, based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 ) dated

June 08, 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, eMeeting and eVoting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

## 16. INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE e-AGM THROUGH VIDEO CONFERENCE / OTHER AUDIO-VISUAL MODE:

- i. **Attending the e-AGM:** Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
- ii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- iii. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Facility of joining the AGM through VC/OAVM shall be open 15 minutes before the time scheduled for the AGM.
- vi. Those Members who register themselves as speaker will only be allowed to express views/ ask questions during the AGM. The Company reserves the right to restrict the number of

speakers and time for each speaker depending upon the availability of time for the AGM.

- vii. Submission of Questions/queries prior to e-AGM:

Members desiring any additional information with regard to Accounts / Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e., [secretarial@rain-industries.com](mailto:secretarial@rain-industries.com) at least 2 days before the date of the e-AGM, so as to enable the Management to keep the information ready. Please note that member's questions will be answered only if they continue to hold the shares as of cut-off date.

Alternatively, shareholders holding shares as on cut-off date may also visit <https://evoting.kfintech.com/> and click on the tab "Post Your Queries Here" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.

- viii. Speaker Registration before e-AGM: Shareholders who wish to register as speakers at the AGM are requested to visit <https://emeetings.kfintech.com> register themselves between April 28, 2024 (10.00 Hours IST) and April 29, 2024 (17.00 Hours IST).
- ix. Facility of joining the AGM through VC/ OAVM shall be available for 2,000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
- x. Members who need technical assistance before or during the AGM, can contact KFintech at <https://evoting.kfintech.com/>
- xi. Corporate members intending to send their authorised representatives to attend the Annual General Meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution to the Company.

### INSTRUCTIONS FOR E-VOTING:

#### PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 (“the Act”), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences from 10.00 Hours (IST) on April 30, 2024 to 17.00 Hours (IST) on May 2, 2024.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on April 26, 2024, the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
  - 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.
  - Step 3:** Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

#### Details on Step 1 are mentioned below:

#### I) 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>	<ol style="list-style-type: none"> <li><b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li><b>2. User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ol> </li> </ol>

Type of shareholders	Login Method
	<p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. 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.</li> <li>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
<u>Individual Shareholders holding securities in demat mode with CDSL</u>	<ol style="list-style-type: none"> <li><b>1. Existing user who have opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li><b>2. User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> </li> <li><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e-Voting is in progress.</li> </ol> </li> </ol>
<u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. 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.</li> </ol>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



## 6 Statutory reports and financial statements

Details on Step 2 are mentioned below:

### II) Login method for e-Voting for shareholders other than Individual's 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 "EVEN" i.e., 'Rain Industries Limited 49<sup>th</sup> - AGM" 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 to attend the AGM through VC / OAVM on its behalf and 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](mailto:dvm@dvmgopalandassociates.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Rain Industries Limited"
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM 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 16<sup>th</sup>, 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
Unit	Rain Industries 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.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

### Details on Step 3 are mentioned below:

#### III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After

logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. Facility for joining AGM through VC/ OAVM shall open atleast 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number and email id.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

### OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be open from April 28, 2024 (10.00 Hours IST) to April 29, 2024 (17.00 Hours IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be open from April 28, 2024 (10.00 Hours IST) to April 29, 2024 (17.00 Hours IST).
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. P S R Ch Murthy, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on April 26, 2024 (End of Day), being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:  
  
If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then

on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID, Client ID and PAN to generate a password.

- i. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- VI. The results of the electronic voting shall be submitted to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

### GENERAL INFORMATION:

1. The Company's equity shares are Listed at (i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001, Maharashtra, India; and (ii) National Stock Exchange of India Limited, Exchange Plaza, Floor 5, Plot No. C/1, Bandra (East), Mumbai – 400051, Maharashtra, India and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2023 – 2024.
2. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at KFIN Technologies Limited (Unit: Rain Industries Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, Telangana State, India.
3. Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013 and the rules made thereunder, and Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the rules made thereunder are available for inspection at the registered office of the Company.
4. As required under Listing Regulations and Secretarial Standard-2 on General Meetings, details in respect of Directors seeking appointment/re-appointment at the Annual General Meeting is separately annexed hereto. Directors seeking appointment/re-appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

## GENERAL INSTRUCTIONS

- (i) Members holding shares either in demat or physical mode who are in receipt of Notice, may cast their votes through e-voting.
- (ii) Members opting for e-voting, for which the USER ID and initial password are provided in a separate sheet. Please follow steps under the heading 'INSTRUCTIONS FOR E-VOTING' above to vote through e-voting platform.
- (iii) The e-voting period commences from 10.00 Hours (IST) on April 30, 2024 to 17.00 Hours (IST) on May 2, 2024. 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 April 26, 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.
- (iv) The Company has appointed Mr. DVM Gopal, Practicing Company Secretary (Membership No. 6280 and CP No. 6798) in his absence Ms. Ansu Thomas, Practicing Company Secretary (Membership No. 8994 and CP No. 16696) having address at 6/3/154-159, Flat No. 303, 3<sup>rd</sup> Floor, Royal Majestic, Prem Nagar Colony, Near Banjara Hills Care Hospital, Khairatabad, Hyderabad - 500004, Telangana, India as the Scrutiniser to conduct the voting process (e-voting and poll) in a fair and transparent manner.
- (v) The Scrutinizer shall, within a period not exceeding 2 working days from the conclusion of the Annual General Meeting 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.

- (vi) Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 49<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Friday, May 3, 2024, the results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.rain-industries.com/> and on the website of KFintech <https://evoting.kfintech.com/>, within 2 working days of conclusion of the Annual General Meeting.

### (vii) Important Dates

The Shareholders are requested to take note of the below mentioned important dates with respect to 49<sup>th</sup> Annual General Meeting of the Company:

Particulars	Date and Time
A. Cut-off Date for Eligible Shareholders for e-Voting	Friday, April 26, 2024
B. Speaker Registration	
Speaker Registration starts on	Sunday, April 28, 2024 at 10:00 A.M.
Speaker Registration ends on	Monday, April 29, 2024 at 05:00 P.M.
C. E-Voting	
E-Voting starts on	Tuesday, April 30, 2024 at 10:00 A.M.
E-Voting ends on	Thursday, May 02, 2024 at 05:00 P.M.
D. Date of 49 <sup>th</sup> Annual General Meeting	Friday, May 03, 2024 at 11:00 A.M.

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

**S. Venkat Ramana Reddy**

Company Secretary

M. No. A14143

Place: Hyderabad

Date: February 23, 2024

### EXPLANATORY STATEMENT

#### STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 5, 6, 7 and 8 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 No. 5, 6, 7 and 8.

##### Item No. 5

**To grant authorization to the Board of Directors to borrow up to ₹ 2,500 Crores.**

The members of the Company have granted their approval through a Special Resolution in terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 through postal ballot held on September 30, 2014 to the Board of Directors to borrow from time to time, such amounts as they may deem necessary for the purpose of business of the Company for an amount not exceeding ₹ 2,000 Crores (Rupees Two Thousand Crores Only).

In terms of provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the members of the Company in a general meeting, by means of a Special Resolution, borrow money(ies) where the money to be borrowed, together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of the aggregate of the paid-up capital, free reserves and securities premium.

The Company, for its day-to-day operations and also for long term projects, proposes to avail loan from Banks, Financial institutions and other entities from time to time, the amount of borrowing may exceed the existing borrowing limit of ₹ 2,000 Crores (Rupees Two Thousand Crores Only).

Considering the increased fund requirements, the approval of the Members for the Item No.5 of the notice is being sought by means of a Special Resolution, for borrowing up to ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only)

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No.5 of this notice.

The Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

##### Item No. 6

**To grant authorization to the Board of Directors to create Mortgage / Charge / Pledge / Hypothecation / Lien on the assets of the Company.**

The members of the Company have granted their approval through a Special Resolution in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 through postal ballot held on September 30, 2014 to the Board of Directors to create mortgage or charge or pledge or hypothecation / lien on the assets of the Company for an amount not exceeding ₹ 2,000 Crores (Rupees Two Thousand Crores Only).

The Company has availed and proposes to avail Term Loans and Working Capital facilities from Financial Institutions and Banks and the Company has also given and proposes to give Corporate Guarantees and take up other obligations on behalf of other companies and the financial assistance and Corporate Guarantees are to be secured by way of mortgage / charge / pledge / hypothecation / lien of the Movable and Immovable Assets of the Company.

As the mortgage / charge / pledge / hypothecation / lien by the Company of its Assets as aforesaid in favour of the Banks and Financial institutions may be regarded as disposal of the Company's properties/undertaking in certain events of default, it is necessary for the members to pass a Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of said mortgage / charge / pledge / hypothecation / lien.

The borrowing by the Company up to ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only) may be required to be secured by way of charge / hypothecation / mortgage / pledge / lien over all or any part of the movable and/or immovable assets of the Company and as per the provisions of Section 180 (1) (a) of the Companies Act, 2013, the mortgage or charge or lien on all or any part of the movable and/or immovable assets of the Company, may be deemed as disposal of the whole or substantially the whole of the undertaking of the Company and hence the approval of the Members of the Company is required by way of a Special Resolution as set out in Item No. 6 of this notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No.6 of this notice.

The Board recommends passing of the Special Resolution set out in Item No. 6 of this notice.

## Item No. 7

### To grant authorization to the Board to make loan, investment or give guarantee or provide any security beyond the prescribed ceiling

The members of the Company have granted their approval through a Special Resolution in terms of the provisions of Section 186 of the Companies Act, 2013 through postal ballot held on September 30, 2014 to the Board of Directors to invest or to give loan from time to time or to give guarantee to any person or body corporate or to create security, whether in India or outside, which may or may not be subsidiary of the Company or to any persons, such amounts as they may deem necessary for the purpose of business of the Company for an amount not exceeding ₹ 2,000 Crores (Rupees Two Thousand Crores Only) over and above the paid-up share capital and free reserves of the Company.

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The Company has acquired or formed various subsidiaries/ joint ventures/ step down subsidiaries in India and outside India wherein, the Company is holding investment. Such subsidiaries/ joint ventures require support from the Company from time to time in the form of investment, providing security and guarantee for their expansion activities as well as for their operations.

The Company in the course of its business operations may need:

- i) to invest/acquire from time to time by way of subscription, purchase or otherwise, the securities of any body corporate(s) whether in India or outside India, which may or may not be subsidiary of the Company; and/or
- ii) to make/give from time to time any loan to any person or body corporate, whether in India or outside, which may or may not be subsidiary of the Company or to any persons; and/or
- iii) to give from time to time any guarantee and/or provide any security to any person, body Corporate, Bank,

Financial Institutions or any other Institution in India or outside India to secure any financial assistance of any nature availed or to be availed by any person or body Corporate whether in India or outside India which may or may not be subsidiary of the Company or any other Institution;

up to an aggregated amount of which should not exceed at any given time ₹ 2,500 Crores notwithstanding that the aggregate loans, guarantees and securities to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications thereunder.

The investment(s), loan(s), guarantee(s) and security (ies) as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

Hence, consent of the Members is being sought by way of a special resolution to make investment or to give loan/ guarantee or provide security to other body corporate or person or entity up to ₹2,500 Crores, as set out at item No. 7 of this Notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 in the notice.

Your Directors recommend the resolution as Item No. 7 for your approval as a Special Resolution.

## Item No. 8

### To grant approval for making Contributions or Donations for Charitable purposes

In accordance with the Section 181 of the Companies Act, 2013 read with any rules made thereunder, the Company is required to obtain approval of members before making any contribution or donation to bonafide Charitable Funds, Charitable Institutions, Society, Association, Non-Profit Organizations, Non – Profit Companies (the Companies formed under Section 25 of the Companies Act, 1956/ Section 8 of the Companies Act, 2013), Trusts and such other Funds for an amount exceeding 5% of the average net profits for the three immediately preceding financial years.

The donations to the charitable purposes may exceed 5% of the average net profits for the three immediately preceding financial years, hence it is proposed to obtain prior permission of the members of the Company to enable the Company to make donations and contributions to aforesaid institutions / organisations / entities.

## 6 Statutory reports and financial statements

None of the other Director, Key Managerial personnel of the Company and their relatives thereof are interested or concerned financially or otherwise in the proposed resolution.

Your Directors recommend the resolution as Item No. 8 for your approval as a Special Resolution.

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

**S. Venkat Ramana Reddy**

Company Secretary

M. No. A14143

Place: Hyderabad

Date: February 23, 2024

### Annexure-I to the Notice dated February 23, 2024

#### Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on Friday, May 3, 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 Director
		Mr. Jagan Mohan Reddy Nellore
1	DIN	00017633
2	Date of birth and Age	January 17, 1967 - 57 Years
3	Qualification	Bachelor of Science degree in Industrial Engineering from Purdue University, USA
4	Experience and expertise in specific functional areas	More than 31 years of experience in finance, commercial and operations areas.
5	Brief resume	<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 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 the member of Stakeholders Relationship Committee, Share Transfer Committee, Chairman of Corporate Social Responsibility Committee and Risk Management Committee of Rain Industries Limited, Member of Corporate Social Responsibility Committee of Rain Cements Limited and Chairman of Corporate Social Responsibility Committee of Rain CII Carbon (Vizag) Limited.</p>
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.
7	Nature of appointment (appointment/re-appointment)	Retires by rotation and offers himself for re-appointment.
8	Terms and Conditions of appointment / re-appointment	Retires by rotation and offers himself for re-appointment.

S. No.	Particulars	Name of the Director
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Nil
10	Date of first appointment on the Board	13/06/1997
11	Shareholding in the company including shareholding as a beneficial owner;	Holds 100 equity shares.
12	The number of Meetings of the Board attended during the year	4 out of 4
13	Directorship Details of the Board	<ol style="list-style-type: none"> <li>1. Rain CII Carbon (Vizag) Limited</li> <li>2. Rain Cements Limited</li> <li>3. Renuka Cement Limited</li> <li>4. Rain Enterprises Private Limited</li> <li>5. Pragnya Priya Foundation</li> <li>6. Sujala Investments Private Limited</li> <li>7. Rain CII Carbon LLC</li> <li>8. Rain Commodities (USA) Inc.</li> <li>9. Rain Carbon Inc.</li> </ol>
14	Membership / Chairmanship of Committees of other Boards	<p>Member of Corporate Social Responsibility Committee of Rain Cements Limited.</p> <p>Chairman of Corporate Social Responsibility Committee of Rain CII Carbon (Vizag) Limited</p>

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

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

Place: Hyderabad

Date: February 23, 2024