



# RAIN INDUSTRIES LIMITED

RIL/SEs/2022

July 29, 2022

The General Manager Department of Corporate Services <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001	The Manager Listing Department <b>The National Stock Exchange of India Limited</b> Bandra Kurla Complex Bandra East Mumbai – 400 051
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Dear Sir/ Madam,

Sub: Policy on Dissemination of Information on the Material Events to the Stock Exchanges as per Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Reg.

Ref : Scrip Code: 500339 (BSE) and Scrip code : RAIN (NSE)

With reference to the above stated subject, please find enclosed herewith Rain Industries Limited Policy on Dissemination of Information on the Material Events to the Stock Exchanges as per Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

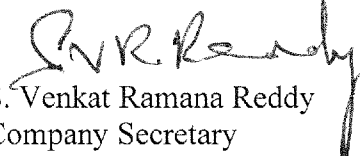
The following Personnel are severally authorized for making disclosures to stock exchange(s) on material events as per the said regulations:

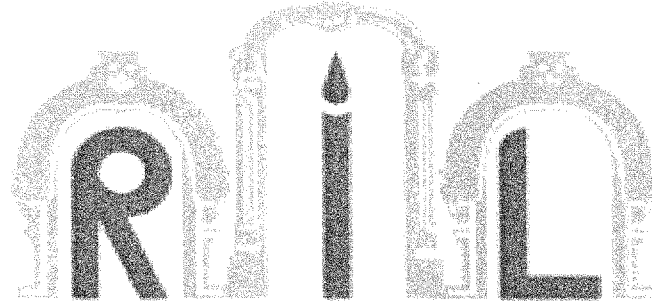
S. No.	Name	Designation	Contact Number	e-mail
1	Mr. N. Radhakrishna Reddy	Managing Director	040 - 4040 1297	secretarial@rain-industries.com
2	Mr. Jagan Mohan Reddy Nellore	Vice Chairman	040 - 4040 1245	secretarial@rain-industries.com
3	Mr. T. Srinivasa Rao	Chief Financial Officer	040 - 4040 1266	T.Srinivasa.Rao@raincarbon.com
4	Mr. S. Venkat Ramana Reddy	Company Secretary	040 - 4040 1257	venkat@rain-industries.com

This is for your kind information and record.

Thanking you,

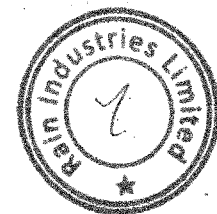
Yours faithfully,  
for Rain Industries Limited

  
S. Venkat Ramana Reddy  
Company Secretary



# **RAIN INDUSTRIES LIMITED**

## **POLICY ON DISSEMINATION OF INFORMATION ON THE MATERIAL EVENTS TO STOCK EXCHANGES**



# Rain Industries Limited

CIN: L26942TG1974PLC001693

Registered Office: Rain Center, 34, Srinagar Colony, Hyderabad- 500073, Telangana State, India

Phone No: 040-40401234 Email: [secretarial@rain-industries.com](mailto:secretarial@rain-industries.com)

Website: [www.rain-industries.com](http://www.rain-industries.com)

## POLICY ON DISSEMINATION OF INFORMATION ON THE MATERIAL EVENTS TO STOCK EXCHANGES

### 1. Introduction

Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations or Listing Regulations') requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the stock exchanges.

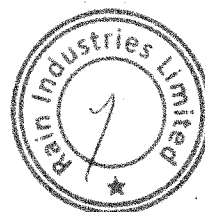
Considering the said Regulations and to enable the present and potential investors to take an informed decision relating to material information, the Company, has formulated a policy on dissemination of information on material events to Stock Exchanges.

### 2. Objective:

To disseminate the timely and accurate information about the material events to the Stock Exchanges and with due authorization, such that the present and potential investors are able to take an informed decision relating to their investment in the Company.

### 3. Definitions: for the purpose of this policy

- a) "Company" means RAIN INDUSTRIES LIMITED.
- b) "Companies Act" means the Companies Act, 2013.
- c) "Board or Board of Directors" means the Board of Directors of Rain Industries Limited.
- d) "Managing Director" means the Managing Director of the Company.
- e) "Key Managerial Personnel" means the Key Managerial Personnel as defined under Section 2 (51) of the Companies Act, 2013.
- f) "Compliance Officer" means the Company Secretary of the Company or such other Officer appointed by the Board.
- g) "Authorised Officers" means Managing Director or Vice Chairman or Whole-time Director or Chief Executive Officer or Chief Financial Officer or Company Secretary.
- h) "Material" means any individual transaction or arrangement which, in the opinion of the Board or Authorised Officers is significant to the operations or performance of the Company.
- i) "Policy" means policy on dissemination of information on the material events to Stock Exchanges.



#### **4. Authority to disseminate the Information on Material Events:**

The following Directors and Officers of the Company (Authorised Officers) are severally authorized to decide on the material events and disseminate the Material Events to the Stock Exchanges:

1. Managing Director;
2. Vice Chairman;
3. Whole-time Director;
4. Chief Executive Officer;
5. Chief Financial Officer; and
6. Company Secretary.

#### **The Authorised Officers may consider the following criteria for determining materiality of events/ information:**

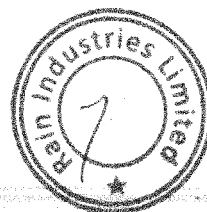
Materiality has to be determined on a case to case basis depending on specific facts and circumstances relating to the information/event. In order to determine whether a particular event/information is material in nature, the Company shall consider the criteria(s) mentioned below:

- a) If the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b) If the omission of an event or information is likely to result in significant market reaction if the said omission became known at a later date.
- c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the Authorised Officers of the Company, the event / information is considered material.
- d) The timing of occurrence of an event and/or availability of information has to be decided on a case to case basis.
- e) In case of natural calamities, disruptions, etc., the events/ information can be said to have occurred when the Company becomes aware of the information.
- f) In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.

#### **5. Material Events:**

##### **5.1 Material Events:**

The following events are treated as material events which shall be disclosed to the Stock Exchanges as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information without application of the guidelines for materiality:



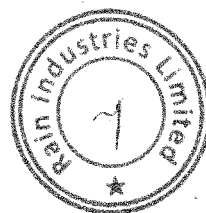
1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.

Explanation - For the purpose of this sub-para, the word 'acquisition' shall mean, -

- (i) acquiring control, whether directly or indirectly; or,
  - (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
    - (a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
    - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
  3. Revision in Rating(s).
  4. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
  5. Fraud/defaults by promoter or key managerial personnel or by the Company or arrest of key managerial personnel or promoter.
  6. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.

(7A) In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the Company to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

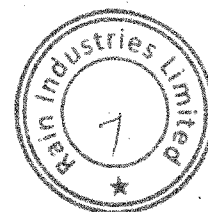
(7B) Resignation of Independent director including reasons for resignation: In case of resignation of an independent director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:



- i) The letter of resignation along with detailed reasons for the resignation as given by the said director
    - (ia). Names of Company in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
    - ii) The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
    - iii) The confirmation as provided by the independent director above shall also be disclosed by the Company to the stock exchanges along with the disclosures as specified in sub-clause (i) and (ii)] above.
7. Appointment or discontinuation of share transfer agent.
8. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
  - (i) Decision to initiate resolution of loans/borrowings;
  - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
  - (iii) Finalization of Resolution Plan;
  - (iv) Implementation of Resolution Plan;
  - (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
9. One time settlement with a bank.
10. Reference to BIFR and winding-up petition filed by any party / creditors.
11. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.
12. Proceedings of Annual and extraordinary general meetings of the Company.
13. Amendments to memorandum and articles of association of the Company, in brief.
14. (a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.

Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.

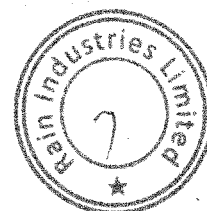
  - (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:



- (i) the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
- (ii) the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:

15. The following events in relation to the corporate insolvency resolution process (CIRP) of the Company under the Insolvency Code:

- a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
- b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
- c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable ;
- d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
- e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
- f) Appointment/ Replacement of the Resolution Professional;
- g) Prior or post-facto intimation of the meetings of Committee of Creditors;
- h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
- i) Number of resolution plans received by Resolution Professional;
- j) Filing of resolution plan with the Tribunal;
- k) Approval of resolution plan by the Tribunal or rejection, if applicable;
- l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
  - (i) Pre and Post net-worth of the company;
  - (ii) Details of assets of the company post CIRP;
  - (iii) Details of securities continuing to be imposed on the companies' assets;
  - (iv) Other material liabilities imposed on the company;
  - (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
  - (vi) Details of funds infused in the company, creditors paid-off;
  - (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
  - (viii) Impact on the investor – revised P/E, RONW ratios etc.;
  - (ix) Names of the new promoters, key managerial persons(s), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
  - (x) Brief description of business strategy.



- m) Any other material information not involving commercial secrets.
- n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS;
- o) Quarterly disclosure of the status of achieving the MPS;
- p) The details as to the delisting plans, if any approved in the resolution plan.

16. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:

- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
- b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.

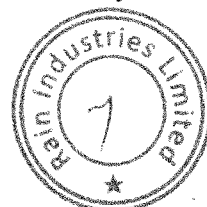
5.2 Events / information considered Material in view of the Board of Directors which needs to be disclosed to the stock exchanges within 30 minutes of the closure of the Board Meeting without any application of the guidelines for materiality are:

- i) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
- ii) any cancellation of dividend with reasons thereof;
- iii) the decision on buyback of securities;
- iv) the decision with respect to fund raising proposed to be undertaken;
- v) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
- vi) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- vii) short particulars of any other alterations of capital, including calls;
- viii) financial results;
- ix) decision on voluntary delisting by the listed entity from stock exchange(s):  
Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.

**5.3 Events which need to be disclosed as decided by the Authorised Officers:**

The following event shall be disclosed to the Stock Exchanges depending on the materiality as may be decided by the Authorised Officers of the Company:

- a. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- b. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).





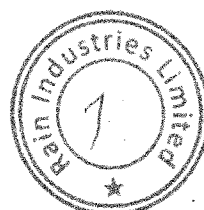
- c. Capacity addition or product launch.
- d. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
- e. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
- f. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
- g. Effect(s) arising out of change in the regulatory framework applicable to the Company
- h. Litigation(s) / dispute(s) / regulatory action(s) with impact.
- i. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the Company.
- j. Options to purchase securities including any ESOP/ESPS Scheme.
- k. Giving of guarantees or indemnity or becoming a surety for any third party.
- l. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- m. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

## **6. Treatment of Information on Material Events**

- a) The Management, the Company's employees, as well as all those that have a commercial or professional relationship with the Company must maintain Material Information confidential of which they are privy due to their post, position or relationship with the Company, until the same is announced to the Stock Exchanges.
- b) They should also ensure similar behavior on the part of subordinates and third parties with whom they maintain a position of trust.
- c) None of the aforementioned persons are permitted to use confidential, undisclosed Material Information in order to obtain undue advantage by trading in the Company's Securities either directly or indirectly.

## **7. Effective date and Implementation**

- 7.1 This Policy will become effective from July 29, 2022 and may be altered or modified by the Board of Directors.



7.2 This Policy will be posted on the Website of the Company [www.rain-industries.com](http://www.rain-industries.com).

7.3 The alteration or modification to this Policy must be reported to the Stock Exchanges where the shares of the Company are listed.

7.4 The Company shall also disclose all such events or information with respect to subsidiaries which are material for the company.

7.5 It is incumbent on Compliance Officer for the implementation and monitoring of this Policy.

## 8. General

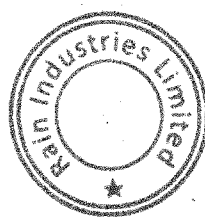
8.1 In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference to be made to the Board of Directors and Compliance Officer. In all such matters, the interpretation & decision of the Board of Directors shall be final.


8.2 In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

8.3 Any or all provisions of the Policy would be subject to revision/amendment in accordance with the guidelines as may be made by the Regulators from time to time.

For **Rain Industries Limited**

Place: Hyderabad  
Date: July 29, 2022



  
**N. Radhakrishna Reddy**  
**Managing Director**  
**DIN: 00021052**