



RAIN INDUSTRIES LIMITED

RIL/SEs/2022

November 3, 2022

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

Sub: Postal Ballot Notice - Reg.

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

With reference to the above stated subject, please find enclosed herewith the Postal Ballot Notice pursuant to Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for seeking consent of the Shareholders for re-appointment of Mr. Varun Batra (DIN: 00020526), as an Independent Director for a period of 5 years i.e., from February 28, 2023 to February 27, 2028.

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

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
Wednesday, November 9, 2022 at 9:00 Hours (IST)	Thursday, December 8, 2022 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. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022 in view of the COVID-19 pandemic (collectively the **‘MCA Circulars’**), to transact the special business as set out hereunder by passing Special Resolutions, 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 resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

On account of the threat posed by COVID-19 and 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 Thursday, December 8, 2022. The remote e-voting facility will be disabled by KFintech immediately thereafter.

SPECIAL BUSINESS

1. To re-appoint Mr. Varun Batra as an Independent Director.

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 Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Varun Batra (DIN: 00020526), as an Independent Director of the Company for a period of 5 years i.e., from February 28, 2023 to February 27, 2028 and he shall not be liable to retire by rotation, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Act.

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 3, 2022

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 Friday, November 4, 2022 (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. On account of threat posed by COVID-19 and 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 Friday, November 4, 2022 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 Friday, November 4, 2022. 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 Wednesday, November 9, 2022 to 17:00 Hours (IST) on Thursday, December 8, 2022 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), Saturday, December 10, 2022 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 Thursday, December 8, 2022 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) On account of the threat posed by COVID-19 and 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 Wednesday, November 9, 2022 to 17:00 Hours (IST) on Thursday, December 8, 2022.

- 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. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022 issued by Ministry of Corporate Affairs ('MCA Circulars') and 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 Friday, November 4, 2022 (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
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>a) Visit URL: https://eservices.nsdl.com</p> <p>b) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>c) On the new page, enter User ID and Password. Post successful</p>

Type of Shareholders	Login Method
	<p>authentication, click on “Access to e-Voting”</p> <p>d) 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.</p> <p>2. User not registered for IDeAS e-Services</p> <p>a) To register click on link : https://eservices.nSDL.com</p> <p>b) Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c) Proceed with completing the required fields.</p> <p>d) Follow steps given in point No. 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>a) Open URL: https://www.evoting.nSDL.com/</p> <p>b) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p>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.</p> <p>e) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding Securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>a) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>b) Click on New System Myeasi</p> <p>c) Login with your registered user id and password.</p> <p>d) The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFintech e-Voting portal.</p> <p>e) Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>a) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>b) Proceed with completing the required fields.</p> <p>c) Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>a) Visit URL: www.cdslindia.com</p> <p>b) Provide your demat Account Number and PAN No.</p> <p>c) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p>

Type of Shareholders	Login Method
	d) After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>a) 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>b) 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.</p> <p>c) 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>

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542 / 43

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_Event No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link:

<https://ris.kfintech.com/clientservices/postalballot/>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com

- ii Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow the steps for e-voting given above, to cast your vote by electronic means.

The Scrutinizer will submit his/her report to the Chairman after completion of the scrutiny and results of the Postal Ballot would be announced on or before 17:00 Hours (IST), Saturday, December 10, 2022 from the conclusion of e-voting 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 at <https://www.rain-industries.com> 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 Limited <https://evoting.kfintech.com>.

General Instructions

- i. In case Members of the Company have not registered their e-mail address:

On account of threat posed by COVID-19 and 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.

- ii. The Remote E-voting period commences from 9:00 Hours (IST) on Wednesday, November 9, 2022 to 17:00 Hours (IST) on Thursday, December 8, 2022. 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., Friday, November 4, 2022 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.
- iii. 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 submit to the Chairman of the Company.

- iv. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e., on Thursday, December 8, 2022. 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.
- v. 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 on <https://ris.kfintech.com/clientservices/postalballot/> or contact Mr. Ramu, Senior Manager, Contact No. 040 – 6716 1566, 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.
- vi. 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
- vii. 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.
- viii. The e-voting period commences from 9:00 Hours (IST) on Wednesday, November 9, 2022 to 17:00 Hours (IST) on Thursday, December 8, 2022. 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., Friday, November 4, 2022 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.
- ix. 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.
- x. The Scrutinizer shall, on or before 17:00 Hours (IST), Saturday, December 10, 2022 from the conclusion of e-voting from the 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.

- xi. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date for voting i.e., on Thursday, December 8, 2022. 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>.
- xii. 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 inward.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 3, 2022

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 No. 1.

Item No. 1

Mr. Varun Batra was appointed as an Independent Director of the Company at the 43rd Annual General Meeting held on May 11, 2018 for a period of 5 years i.e., from February 28, 2018 to February 27, 2023. The tenure of Mr. Varun Batra would end on February 27, 2023.

In view of the above, the Nomination and Remuneration Committee at their Meeting held on November 2, 2022 and the Board of Directors at their Meeting held on November 3, 2022 have recommended the re-appointment of Mr. Varun Batra as an Independent Director of the Company for a further period of 5 years i.e., from February 28, 2023 to February 27, 2028 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 a Special Resolution through Postal Ballot.

A brief justification for re-appointment of Mr. Varun Batra as an Independent Director of the Company is as under:

- Mr. Varun Batra is associated with the Company from 2018 as an Independent Director.
- He is a Senior finance professional with more than 31 years of experience in the fields of Private Equity, Special Situations, Corporate Finance & Capital Markets, Credit & Relationship management across various Corporate & Financial Institutional customers. He has relevant experience in Relationship, Risk & Product Management and Debt & Equity investing across the Capital Structure.
- Looking into his knowledge of various aspects relating to the Corporate Finance, Risk & Product Management and contributions made by him as an Independent Director and member of the Committees of the Board of the Company, it is thought appropriate to re-appoint him as an Independent Director of the Company.

A notice under Section 160 of the Companies Act, 2013 is received from a member of the Company proposing candidature of Mr. Varun Batra. The Company also received from Mr. Varun Batra: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; 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; and iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Varun Batra 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 an Independent Director and he is independent of the management.

The Resolution set out at Item No. 1 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for re-appointment of Mr. Varun Batra as an Independent Director of the Company.

The Letter of appointment of Mr. Varun Batra 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.

Brief Profile of Mr. Varun Batra:

Mr. Varun Batra (55 years) is a Senior finance professional with more than 31 years of experience in the fields of Private Equity, Special Situations, Corporate Finance & Capital Markets, Credit & Relationship management across various Corporate & Financial Institutional customers. He has relevant experience in Relationship, Risk & Product Management and Debt & Equity investing across the Capital Structure.

Mr. Batra has built and led teams in both large & small organizations with direct Frontline and Profit Centre responsibility. He is currently a Senior Partner and heads the Mumbai office for Baring Private Equity India Advisors LLP and Baring Private Equity India Investment Managers LLP.

He was a Managing Director at Citibank N.A where he worked during the period 1997 – 2010. During his tenure at Citibank, he built and led Citigroup's Special Situations proprietary investments in India. Prior to that he headed the Corporate Finance & Capital Markets business and was earlier responsible for relationships with customers Non-Bank Financial Institutions.

He worked in ANZ Grindlays Bank, Mumbai during the period from 1991 to 1996.

Mr. Batra is a Graduate in Mathematics from St. Xavier's College, Mumbai and Post Graduate in Management from the Indian Institute of Management (IIM), Ahmedabad.

He is a Member of Nomination and Remuneration Committee and Audit Committee of Rain Industries Limited. He is a Director on the Boards of Sphaera Pharma Private Limited, Aditya Auto Products and Engineering (India) Private Limited and Sanchi Techstarter Private Limited.

Mr. Varun Batra does not hold by himself or for any other person on a beneficial basis, any equity shares in the Company and he is not related to any Director or Key Managerial Personnel of the Company.

Except Mr. Varun Batra, 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. Varun Batra is not debarred from holding the office of Independent 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 re-appointment to the members for their approval by way of Special Resolution as set out in the accompanying Postal Ballot Notice.

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

Place: Hyderabad
Date: November 3, 2022

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

Details of Directors seeking Appointment / Re-appointment in the Notice of Postal Ballot dated November 3, 2022 is as follows:

Annexure to the Notice of Postal Ballot dated November 3, 2022 Details of Directors seeking Appointment / Re-appointment as on November 3, 2022 [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. Varun Batra
1	DIN	00020526
2	Date of birth and Age	November 17, 1966 and 55 years
3	Qualification	Graduate in Mathematics from St. Xavier's College, Mumbai and Postgraduate in Management from the Indian Institute of Management (IIM), Ahmedabad.
4	Experience and expertise in specific functional areas	A Senior finance professional with more than 31 years of experience in the fields of Private Equity, Special Situations, Corporate Finance & Capital Markets, Credit & Relationship management across various Corporate & Financial Institutional customers. He has relevant experience in Relationship, Risk & Product Management and Debt & Equity investing across the Capital Structure.
5	Brief resume	Resume is given in the Explanatory Statement forming part of Notice.
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to Directors, Manager and other Key Managerial Personnel of the Company
7	Nature of appointment (appointment / re-appointment)	Re-appointment as an Independent Director of the Company.
8	Terms and Conditions of appointment / re-appointment	Mr. Varun Batra to be re-appointed as an Independent Director for a further period of 5 years i.e., from February 28, 2023 to February 27, 2028.
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Rs.7,00,000 was paid as Sitting Fees and Rs.7,50,000 was paid as Commission during the Financial Year ended December 31, 2021.
10	Date of first appointment on the Board	February 28, 2018
11	Shareholding in the Company	Nil
12	The number of Meetings of the Board attended during the year	4 out of 4

Annexure to the Notice of Postal Ballot dated November 3, 2022
Details of Directors seeking Appointment / Re-appointment as on November 3, 2022
[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. Varun Batra
13	Directorship Details of the Board	1. Rain Industries Limited 2. Sphaera Pharma Private Limited 3. Aditya Auto Products and Engineering (India) Private Limited 4. Sanchi Techstarter Private Limited 5. Baring Private Equity India Advisors LLP Baring Private Equity India Investment Managers LLP
14	Membership/ Chairmanship of Committees of other Boards	Nil
15	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	A Senior finance professional with more than 31 years of experience in the fields of Private Equity, Special Situations, Corporate Finance & Capital Markets, Credit & Relationship management across various Corporate & Financial Institutional customers. He has relevant experience in Relationship, Risk & Product Management and Debt & Equity investing across the Capital Structure.
16	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board.	1) Rain Industries Limited a) Audit Committee - Member b) Nomination and Remuneration Committee – Member
17	Names of listed entities from which the person has resigned in the past three years	Nil

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

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

Place: Hyderabad
Date: November 3, 2022