



RAIN INDUSTRIES LIMITED

RIL/SEs/2018

November 19, 2018

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

Sub: Postal Ballot Notice - Reg.

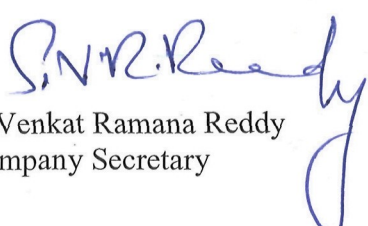
Ref : Scrip Code: 500339 (BSE) and RAIN (NSE)

With reference to the above stated subject, please find enclosed herewith the Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking consent of the Shareholders to continue the Directorship of Non-Executive Directors who have attained the age of 75 years as per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

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, Fax: +91 40 4040 1214, Website: www.rain-industries.com

Email: secretarial@rain-industries.com

CIN : L26942TG1974PLC001693

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the Special Resolutions appended below are proposed to be passed by the Members by way of Postal Ballot by giving their assent/ dissent. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members, which would enable them to cast votes electronically, instead of through physical postal ballot form. Please read carefully and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner, the result of the postal ballot will be announced on or before 6 P.M. on December 22, 2018 at the Registered Office of the Company. The result of the postal ballot will be posted on the Company's website: www.rain-industries.com and also on the notice board placed at the Registered Office of the Company besides communicating the same to the National Stock Exchange of India Limited and BSE Limited. The result of the postal ballot shall also be announced through newspaper advertisement. Results will also be posted on the Website of Karvy Computershare Pvt. Ltd, <https://evoting.karvy.com>

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. N. Radhakrishna Reddy (DIN: 00021052), Non-Executive Director of the Company, aged 76 years, whose continuation in office with effect from April 1, 2019 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members of the Company be and is hereby accorded to continue the appointment of Mr. N. Radhakrishna Reddy as a Non-Executive Director of the Company to hold office with effect from April 1, 2019.

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.”

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. H. L. Zutshi (DIN: 00041002), Independent Director of the Company, aged 76 years, whose present term of office as per the Companies Act, 2013 is for 5 (five) consecutive years with effect from September 30, 2016 to September 29, 2021 and whose continuation in office with effect from April 1, 2019 requires approval of shareholders by way of special resolution being more than 75 years of age, approval of the members of the Company be and is hereby accorded to continue the appointment of Mr. H.L. Zutshi as an Independent Director of the Company, to hold office for his remaining term of office with effect from April 1, 2019 to September 29, 2021.



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.”

Place: Hyderabad
Date: November 14, 2018

By order of the Board
For Rain Industries Limited


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

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 Company has appointed Mr. DVM Gopal, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the Member.
4. The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on November 15, 2018. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
5. You are requested to read carefully the instructions printed on the back side of the Postal Ballot Form before exercising the vote and return the said form duly completed and signed in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on December 21, 2018. The envelope may also be deposited personally at the address given thereon. Consent received thereafter shall be treated as if the reply from the Member has not been received. Also, no other Form or Photocopy thereof is permitted. However, an envelope containing postal ballot if sent by any other modes at the expenses of the registered Members will also be accepted.
6. **The Company is pleased to offer e-voting facility as an alternate, for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot.** In case a Member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for E-voting printed on the back side of the Postal Ballot Form. 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 (i.e., till the last date of receipt of Postal Ballots), whichever is earlier.

Members who have registered their e-mails for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs and who wish to vote through Postal Ballot Form can seek duplicate form from the Registered Office of the Company and send/submit the same by post to Karvy Computershare Private Limited, (Unit: Rain Industries Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

7. Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on November 15, 2018 (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 Karvy Computershare Pvt. Ltd. (Karvy).

8. The instructions for voting are as under:

A. Procedure and instructions for e-voting

The procedure and instructions for E-voting are as follows:



- i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- ii. Enter the login credentials (i.e., user-id & password). Your folio/DP and Client ID will be your User-ID.
User - ID for Members holding shares in Demat Form:
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - For CDSL: 16 digits beneficiary ID.
 For Members holding shares in Physical Form:
 - EVENT No. followed by Folio Number registered with the Company.
 - Password: Your unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.
 - Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- iii. Please contact toll free No. [1800 3454 001] for any further clarifications.
- iv. Members can cast their vote online from 10.00 A.M. (IST) on November 22, 2018 to 5.00 P.M. (IST) on December 21, 2018. Please note that the voting beyond 5 P.M. on December 21, 2018 will not be permitted.
- v. After entering these details appropriately, click on "LOGIN".
- vi. Members will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for E-voting through Karvy Computershare Private Limited E-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1st login You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. You need to login again with the new credentials.
- viii. On successful login, system will prompt to select the 'Event' i.e. 'Rain Industries Limited'.
- ix. If you are holding equity shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company where the System Provider was Karvy Computershare Private Limited, then your existing login id and password given earlier are to be used.
- x. On the voting page, you will see Resolution description and against the same the option FOR/AGAINST/ ABSTAIN for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member do not want to cast, select 'ABSTAIN' After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- xi. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
- xii. Members are requested to carefully read the instructions printed on the Postal Ballot Forms before exercising their vote on the resolution.

B. Process and manner for members opting for voting through Postal Ballot

- i. A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. DVM Gopal, Company Secretary in Practice, C/o. Karvy Computershare Private Limited, Unit: Rain Industries Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India in the attached self-addressed Business Reply Envelope so as to reach on or before 5.00 p.m. on December 21, 2018.



- ii. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member(s) will also be accepted.
- iii. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Company.
- iv. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company /Depository Participants). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case, if the Postal Ballot Form is signed through a delegate, a copy of power of attorney attested by the Member should be annexed to the Ballot.
- v. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (✓) mark in the appropriate column.
- vi. There will be only one Postal Ballot Form for each Folio/Client ID irrespective of the number of joint Member(s).
- vii. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
- viii. A Member can request for duplicate Postal Ballot Form. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e., 5.00 p.m. (IST) December 21, 2018.
- ix. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- x. A Member need not use all the votes, nor needs to cast all the votes in the same way.
- xi. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- xii. Member(s) cannot appoint a proxy to exercise their voting powers through Postal Ballot.
- xiii. Corporate/institutional Members (Corporate/FIs/foreign institutional investors/ trust/mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e-mail to dvm@dvmgopalandassociates.in with a copy marked to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _EVENT No."
- xiv. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on December 22, 2018 on /before 6.00 p.m.(IST) at the Registered Office of the Company situated at Rain Center, 34, Srinagar Colony, Hyderabad- 500073, Telangana State, India and the Resolution will be taken as passed, if the results of the Postal Ballots/ E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. As indicated earlier, the results will be published on the website of the Company, 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 Karvy Computershare Pvt. Ltd, <https://evoting.karvy.com>

C. General Instructions

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice.
- ii. Members may alternatively opt for E-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from Sl. No. 8 A. (i) to (xii) under heading A above to vote through E-voting platform.
- iii. In the event, a member casts his votes through both the processes i.e., E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be considered as invalid.
- iv. The E-voting period commences from 10.00 a.m. (IST) on November 22, 2018 and ends on 5.00 p.m. (IST) on December 21, 2018. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of November 15, 2018 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.



- v. Mr. S. Venkat Ramana Reddy, Company Secretary, Rain Industries Limited, Regd. Off. Rain Center, 34, Srinagar Colony, Hyderabad – 500073, Telangana State, India, Phone No. 040 40401234 is responsible to address the grievances connected with the E-voting and Postal Ballot.
- vi. The Company has appointed Mr. DVM Gopal, Practising Company Secretary (Membership No. 6280, CP No.6798), having address as 6-3-154-159, Flat No. 303, 3rd Floor, Royal Majestic, Prem Nagar Colony, Near Banjara Hills Care Hospital, Khairatabad, Hyderabad - 500 004 as the Scrutinizer to the voting process (E-voting and Postal Ballot) in a fair and transparent manner.
- vii. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- viii. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date for voting i.e., December 21, 2018. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rain-industries.com and also on the notice board placed at the Registered Office of the Company and on the website of Karvy, <https://evoting.karvy.com>
- ix. 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. If, however, shares are held in physical form, members are advised to register their e-mail address with Karvy Computershare Private Limited on inward.ris@karvy.com or contact Ms. C Shobha Anand, Dy. General Manager, Contact No. 040-67162222, at [Unit: Rain Industries Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

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

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

Item No. 1

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

Mr. N. Radhakrishna Reddy, Non-Executive Director of the Company, aged 76 years (date of birth January 1, 1942), whose continuation in office with effect from April 1, 2019 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members is sought to continue the appointment of Mr. N. Radhakrishna Reddy as a Non-Executive Director of the Company to hold office with effect from April 1, 2019.

A brief justification for continuation as Non-Executive Director on the Board of the Company with effect from April 1, 2019 is as under:

Mr. N. Radhakrishna Reddy (76 years) is the Chairman of Rain Industries Limited. He has more than 50 years of experience in Construction and Cement Industry. He has been a Director of the Company since 1984. Currently, he is also on the Board of Rain Cements Limited, Renuka Cement Limited, PCL Financial Services Private Limited, Arunachala Holdings Private Limited, PR Cement Holdings Limited, Apeetha Enterprises Private Limited, Lakshmi Sea Foods Limited, Rain Entertainments Private Limited and Pragnya Priya Foundation.

Mr. N. Radhakrishna Reddy holds 10,383,730 equity shares in the Company.

Mr. N. Radhakrishna Reddy, Chairman is the father of Mr. Jagan Mohan Reddy Nellore, Managing Director and Mr. N. Sujith Kumar Reddy, Director. Other than the said Directors, he is not related to any other Director.



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

The continuation of appointment of Mr. N. Radhakrishna Reddy as Non-Executive Director of the Company with effect from April 1, 2019 is recommended by the Nomination and Remuneration Committee at its meeting held on November 13, 2018 and Board of Directors at their meeting held on November 14, 2018.

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

Your Directors recommend the resolution for your approval.

Item No. 2

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

Mr. H. L. Zutshi, aged 76 years (date of birth May 24, 1942) appointed as an Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the September 30, 2016 to September 29, 2021 and whose continuation as an Independent Director with effect from April 1, 2019 shall require approval of shareholders by way of Special Resolution.

Mr. H. L. Zutshi fulfils all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from Mr. H. L. Zutshi that he meets the criteria of independence as prescribed under the Companies Act, 2013 and the Listing Regulations, presently applicable. Further, he has also confirmed that he is not disqualified from being continued as a Director under Section 164 of the Companies Act, 2013.

A brief justification for continuation as an Independent Director on the Board of the Company with effect from April 1, 2019 is as under:

Mr. H. L. Zutshi (76 Years) was the Chairman & Managing Director of Hindustan Petroleum Corporation Ltd (HPCL). HPCL is engaged in petroleum refining, marketing and exploration activities. He retired from HPCL in May 2002 after serving as CMD for seven years. HPCL was the successor company of ExxonMobil in India, after the latter's activities were taken over by the Government of India in 1974.

Mr. Zutshi was also the Chairman of Mangalore Refineries and Petrochemicals Ltd (MRPL), a joint venture Company between Aditya Birla Group of companies and HPCL, South Asia LPG Ltd, a joint venture between HPCL and TOTAL of France, HINCOL a joint venture between COLAS SA of France and HPCL and an Exploration & Production Company called Prize Petroleum, a joint venture between HPCL and HDFC, ICICI and TDCI.

He was a member of the Government of India appointed expert Sub-Committee for developing a policy paper on deregulation etc., which provided inputs for the Hydro Carbon Vision 2025. He was formerly Chairman of the Petroleum, Coal, Fertilizer and related products Division Council of Bureau of Indian Standards (BIS), New Delhi, Convener of the Financial Services Sector task force of the Department of Public Enterprises, which fixed annual performance targets of the Financial Services PSUs. He was also Advisor Energy & Hydrocarbon to Mittal S.a.r.l, Luxomberg, and ABN Amro Investments. He was formerly Independent Director on the Boards of MMTC, MECON Ltd and IDBI Bank Ltd., Indirapuram Habitat Centre Pvt. Ltd., Terasol Labs Pvt.Ltd, Jaguar Overseas Limited and Deepwater Drilling & Industries Ltd., He was also Special Director of BIFR on the boards of two companies namely Saurashtra Chemicals & PML Industries.

Mr. Zutshi had a brilliant academic record. He specialized in Mechanical Engineering and was trained in Management at the Administrative Staff College (Hyderabad), Indian Institute of Management (Ahmedabad) and Templeton College, Oxford University. He is Fellow of Energy Institute, UK.

Mr. Zutshi is presently the Managing Trustee of the Energy Research and Social Advancement Foundation, New Delhi and Ishwar Charitable Trust Eye Hospital - ICARE. He is a member of India International Centre, New Delhi.

Mr. H L Zutshi does not hold any equity shares of the Company and he is not related to any other Director of the Company.



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

The continuation of appointment of Mr. H. L. Zutshi, as an Independent Director with effect from April 1, 2019 to September 29, 2021 is recommended by the Nomination and Remuneration Committee at its meeting held on November 13, 2018 and Board of Directors at their meeting held on November 14, 2018.

Except Mr. H. L. Zutshi, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Your Directors recommend the resolution for your approval.

By order of the Board
For Rain Industries Limited

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

Place: Hyderabad
Date: November 14, 2018

Details of Directors seeking continuation of Appointment in the Postal Ballot Notice dated November 14, 2018 is as follows:

Annexure to the Postal Ballot Notice dated November 14, 2018 Details of Directors seeking continuation of appointment as on April 1, 2019 [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. N. Radhakrishna Reddy	Mr. H. L. Zutshi
1	DIN	00021052	00041002
2	Date of birth and Age	July 1, 1942 76 Years	May 24, 1942 76 Years
3	Qualification	Under Graduate	Mechanical Engineer
4	Experience and expertise in specific functional areas	More than 50 years of experience in Construction and Cement Industry	More than 50 years of experience in Manufacturing Industry
5	Brief resume	Resume is given in the Explanatory Statement forming part of Notice.	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	Father of Mr. Jagan Mohan Reddy Nellore, Managing Director and Mr. N. Sujith Kumar Reddy, Director.	Not related to Directors, Manager and other Key Managerial Personnel of the Company
7	Nature of appointment (appointment / re-appointment)	Continuation of Directorship as a Non-Executive Director	Continuation of Directorship as an Independent Director for the balance period of term
8	Terms and Conditions of appointment / re-appointment	Appointment as a Non- Executive Director subject to retirement by rotation	Continue his appointment as an Independent Director of the Company, to hold office for his remaining term of office with effect from April 1, 2019 to September 29, 2021
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Rs.4,00,000 was paid as Sitting fees during the Financial Year ended December 31, 2017.	Rs.7,60,000 was paid as Sitting Fees and Rs.7,50,000 was paid as Commission during the Financial Year ended December 31, 2017



10	Date of first appointment on the Board	January 2, 1984	July 29, 2011
11	Shareholding in the Company	Holds 10,383,730 equity shares	Nil
12	The number of Meetings of the Board attended during the year	4 out of 4	4 out of 4
13	Directorship Details of the Board	1. Rain Cements Limited 2. Renuka Cement Limited 3. PCL Financial Services Private Limited 4. PR Cement Holdings Limited 5. Arunachala Holdings Private Limited 6. Apeetha Enterprises Private Limited 7. Lakshmi Sea Foods Limited 8. Rain Entertainments Private Limited 9. Pragnya Priya Foundation	Nil
14	Membership/ Chairmanship of Committees of other Boards	Member of Corporate Social Responsibility Committee of Rain Cements Limited	Nil

Place: Hyderabad
Date: November 14, 2018

By order of the Board
 For Rain Industries Limited

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



**RAIN INDUSTRIES LIMITED**

CIN : L26942TG1974PLC001693

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

Tel: +91 40 4040 1234, Fax: +91 40 4040 1214

Website: www.rain-industries.com, Email: secretarial@rain-industries.com**BALLOT FORM**

(In lieu of E-voting)

(Please read the instructions before filling this form)

Sr. No.: BALNO

1. Name and Registered Address of the sole/first named Shareholder : HOLDER
HOLDER_ADD
HOLDER_AD1
HOLDER_AD2
HOLDER_AD3
PIN : HOLDER_PIN
2. Names of the Joint Member(s) if any : SECOND
THIRD
3. Registered Folio No./ DPID No.*/Client ID No.* : DPID / HOLDER_FOL
(*applicable to investors holding shares in dematerialised form)
4. No. of Equity Shares held : TOTAL_SHAR

I/ We hereby exercise my/ our vote in respect of the Resolutions to be passed through Postal ballot for the business stated in the Postal Ballot Notice of the Company dated November 14, 2018, by sending my/ our assent (FOR) or dissent (AGAINST) to the said Resolution by placing tick (✓) mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of Equity shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1.	Special Resolution pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013. For continuation of appointment of Mr. N. Radhakrishna Reddy as Non-Executive Director with effect from April 1, 2019.	Special Resolution			
2.	Special Resolution pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 for continuation of appointment of Mr. H. L. Zuthsi as an Independent Director with effect from April 1, 2019 to September 29, 2021.	Special Resolution			

Place :

Date :

(Signature of the Member)

NOTE: Kindly read the instruction printed overleaf before filling the form. Valid Ballot Forms received by the scrutinizer by on or before 5.00 P.M. on December 21, 2018, shall only be considered.

E-VOTING**Users who wish to opt for e-voting may use the following login credentials.**

EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN
EVENT_NO	USER_ID	PASSWORD

The E-voting facility will be available during the following voting period:

Commencement of E-voting	End of E-voting
Thursday, November 22, 2018 at 10.00 A.M. (IST)	Friday, December 21, 2018 at 5.00 P.M. (IST)

Please follow steps for e-voting procedure as given in the Postal Ballot Notice by logging on to <https://evoting.karvy.com>

INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelop to the Scrutinizer, Mr DVM Gopal, Company Secretary in Practice, C/o. Karvy Computershare Private Limited, Unit: Rain Industries Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India so as to reach on or before 5.00 P.M. on December 21, 2018. Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the envelop containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through E-voting and Ballot Form, the votes casted through E-voting would be considered and the votes casted through Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agents of the Company (i.e., Karvy Computershare Private Limited). Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DPID/CLIENT ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board Resolution to vote should accompany the Ballot Form.
10. Instructions for E-voting and voting through Postal Ballot procedure are available in the Notice of Postal Ballot and are also placed on the website of the Company, www.rain-industries.com and <https://evoting.karvy.com>.
11. **Attention to the members**
The members are requested to note that SEBI has amended Regulation 40 of SEBI (LODR) Regulations, 2015 vide the Notification dated June 8, 2018 and in terms of the said notification, requests for transfer except transmission or transposition of securities, held in physical form will not be processed after December 5, 2018. In this regard, members are requested to dematerialize the securities held in physical form on or before December 5, 2018.

