

RAIN INDUSTRIES LIMITED

RIL/SEs/2026

August 6, 2026

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 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. Robert Thomas Tonti (DIN: 09367847) as an Independent Director of the Company for a period of 5 years i.e., from October 31, 2026 to October 30, 2031.

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, August 12, 2026 at 10:00 Hours (IST)	Thursday, September 10, 2026 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.03/2025 dated September 22, 2025 to transact the special business as set out hereunder by way of postal ballot through remote e-voting process only (**“E-Voting”**).

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

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

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

e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.rain-industries.com/>.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting during the period from 10:00 Hours (IST) on Wednesday, August 12, 2026 to 17:00 Hours (IST) on Thursday, September 10, 2026. The remote e-voting facility will be disabled by KFintech immediately thereafter.

SPECIAL BUSINESS

1. To re-appoint Mr. Robert Thomas Tonti 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. Robert Thomas Tonti (DIN: 09367847), as an Independent Director of the Company for a period of 5 years i.e., from October 31, 2026 to October 30, 2031 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: August 6, 2026

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, August 07, 2026 (Cut-off date). Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
3. As per the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose E-Mail addresses are registered with the Company / Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.rain-industries.com>, websites of Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFIN Technologies Limited at <https://evoting.kfintech.com>.
4. In terms of the MCA and SEBI Circulars mentioned herein above, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/> Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to evoting@Kfintech.com.
5. As per the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders. Shareholders whose names appear on the Register of Members / List of Beneficial Owners as on Friday, August 07, 2026 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, August 07, 2026. 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 10:00 Hours (IST) on Wednesday, August 12, 2026 to 17:00 Hours (IST) on Thursday, September 10, 2026 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), Friday, September 11, 2026 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, September 10, 2026 i.e., the last date specified for receipt of votes through the e-voting process.
13. The result of the voting with details of the number of votes cast for and against the Resolution, invalid votes and whether the resolution has been carried or not, along with the Scrutinizer’s report will be displayed for at least three days on the notice board of the Company at the registered office of the Company and on the website of the Company.
14. All the material documents referred to in the explanatory statement will be available for inspection electronically. Members seeking to inspect such documents can send an email to secretarial@rain-industries.com.
- 15. The instructions for E-Voting:**
 - a) In terms of the requirements provided vide the MCA Circulars, the Company is sending this Notice only in electronic form. The approval of Members is being sought through Remote E-voting only.
 - b) You are requested to carefully read the instructions before exercising the vote and complete the E-voting between 10:00 Hours (IST) on Wednesday, August 12, 2026 to 17:00 Hours (IST) on Thursday, September 10, 2026.

- 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.03/2025 dated September 22, 2025 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, August 07, 2026 (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:

- 1. In compliance with the provisions of Sections 110 and 108 of the Act read with the Management Rules, SS-2 and Regulation 44 of the SEBI Listing Regulations, as amended, the Company is providing facility to the Members to exercise votes through electronic voting system ("e-voting") on the e-voting platform provided by KFin to enable them to cast their votes electronically.

- 2. The details of the process and manner for e-voting are explained hereinbelow:

I. Login method for e-voting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in dematmode with NSDL	A. Users registered for NSDL IDeAS facility: 1. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of NSDL: 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the ‘Shareholder/Member’ section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.

D. NSDL Speede

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual
Shareholders holding
securities in demat
mode with CDSL

A. Existing users who have opted for Easi/Easiest:

1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi
2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication.
3. After successful login on Easi/Easiest, the user will also be able to see thee-voting Menu. The menu will have links of ESPs. Click on **KFintech** to cast your vote.

B. Users who have not opted for Easi/Easiest:

Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

C. By visiting the e-voting website of CDSL:

1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account.
2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., **KFintech**.

Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)	1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.	
Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:	
Members facing any technical issue - NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

I. Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

1. Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
4. After entering the details, click on LOGIN.
5. You will reach the 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT, i.e., “Rain Industries Limited – Postal Ballot” and click on “Submit”.
8. On the voting page, the number of shares (which represents the number of votes) held by

you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.
11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at dvm@dvmgopalandassociates.in and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1-800-309-4001 (toll free).

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover,

to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. ISR 1 Form can be obtained by following the link:
<https://ris.kfintech.com/clientservices/isc/default.aspx>

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

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

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

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

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

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

C. General Instructions

- i. The Remote E-voting period commences from 10:00 Hours (IST) on Wednesday, August 12, 2026 and ends on Thursday, September 10, 2026 at 17:00 Hours (IST). During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of Friday, August 7, 2026 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFintech by submitting the ISR Forms or contact Mr. P S R Ch Murthy, Sr. Manager, (einward.ris@kfintech.com), Toll Free No. 1800 309 4001, at Unit: Rain Industries Limited, KFIN Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.
- iii. 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

- iv. 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.
- v. The Company has appointed Mr. DVM Gopal, Practicing Company Secretary (Membership No. 6280 and CP No. 6798) in his absence Ms. Ansu Thomas, Practicing Company Secretary (Membership No. 8994 and CP No. 16696) having address at 1st Floor, Plot no.61, Doyens Township, Serilingampally, K. V. Rangareddy-500019, Telangana, India as the Scrutinizer to conduct the voting process in a fair and transparent manner.
- vi. The Scrutinizer shall on conclusion of the Postal Ballot process unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report containing the details with respect to votes cast in favour, against, neutral/abstained, shall submit the Report to the Chairman of the Company.
- vii. The Scrutinizer will submit his report to the Company Secretary after completion of the scrutiny and results of the Postal Ballot would be announced on or before Friday, September 11, 2026 through Email and the Resolution will be taken as passed, if the results of E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of E-voting shall be final. As indicated earlier, the results will be published on the website of the Company (WEBSITE) besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of KFIN Technologies Ltd, <https://evoting.kfintech.com>.

viii. Updation of KYC:

Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/ update their KYC details including email address by submitting duly filled and signed Form ISR-1 at einward.ris@kfintech.com along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at www.rain-industries.com and on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

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

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

Place: Hyderabad
Date: August 6, 2026

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

The shareholders of the Company through Postal ballot have appointed Mr. Robert Thomas Tonti as an Independent Director of the Company for a period of 5 years i.e., from October 31, 2021 to October 30, 2026 and the term of Mr. Robert Thomas Tonti will expire on October 30, 2026.

In view of the above, the Nomination and Remuneration Committee at their Meeting held on August 5, 2026 and the Board of Directors at their Meeting held on August 6, 2026 have recommended re-appointment of Mr. Robert Thomas Tonti as an Independent Director of the Company for a further period of 5 years i.e., from October 31, 2026 to October 30, 2031 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. Robert Thomas Tonti as an Independent Director of the Company is as under:

- Mr. Robert Thomas Tonti is associated with the Company from 2021 as an Independent Director.
- Mr. Robert Thomas Tonti has over 45 years' experience primarily cantered on the Calcining of Petroleum Coke and energy production with experience in Oil refining and Aluminium Smelting.
- His experience includes the purchase and transport of bulk materials (Petroleum Coke) worldwide and Executive business development experience included creation of steam and power generation projects, their commercial contracts, governmental relations, and relations with investor-owned utilities.
- Looking into his knowledge of various aspects relating to the Calcining of Petroleum Coke and energy production, it is thought appropriate to 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. Robert Thomas Tonti. The Company also received from Mr. Robert Thomas Tonti: 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. Robert Thomas Tonti 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. Robert Thomas Tonti as an Independent Director of the Company.

The Letter of appointment of Mr. Robert Thomas Tonti 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. Robert Thomas Tonti:

Mr. Robert Thomas Tonti (68 Years) has over 44 years of experience primarily centered on the calcining of petroleum coke and energy production with experience in oil refining and aluminium smelting. He holds a Bachelor of Science degree in Chemical Engineering from Rensselaer Polytechnic Institute, Troy, New York, United States of America and MBA from International Institute for Management Development, Lausanne, Switzerland.

Mr. Tonti was an original start-up manager of then Calciner Industries Inc. formed in 1988 and later acquired by the company. His executive experience encompasses a comprehensive range of technical and operational aspects related to calciner operations, as well as proficiency in commercial activities and adherence to US-based regulatory standards.

Additionally, his expertise extends to corporate governance, ensuring effective management and organizational oversight. Notably, his executive leadership in mergers and acquisitions (M&A) includes successful acquisition, staffing, and revitalization of facilities, demonstrating his capability to drive growth and optimize operational efficiency.

He is an Independent Director on the Board of Rain Industries Limited, Rain CII Carbon (Vizag) Limited and Rain Carbon Inc, wholly owned subsidiaries of the Company.

He is a Member of Audit Committee and Nomination and Remuneration Committee of Rain Industries Limited and Member of Audit Committee of Rain Carbon Inc.

He 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.

Mr. Robert Thomas Tonti 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**

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

Place: Hyderabad
Date: August 6, 2026

Details of Directors seeking Appointment / Re-appointment in the Notice of Postal Ballot dated August 6, 2026 is as follows:

Annexure to the Notice of Postal Ballot dated August 6, 2026 Details of Directors seeking Appointment / Re-appointment as on August 6, 2026 [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. Robert Thomas Tonti
1	DIN	09367847
2	Date of birth and Age	June 11, 1958 and 68 years
3	Qualification	He holds a Bachelor of Science degree in Chemical Engineering from Rensselaer Polytechnic Institute, Troy, New York, United States of America and MBA from International Institute for Management Development, Lausanne, Switzerland.
4	Experience and expertise in specific functional areas	More than 44 years' experience primarily cantered on the Calcining of Petroleum Coke and energy production with experience in Oil refining and Aluminium Smelting.
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	Re-appointment as an Independent Director of the Company for a further period of 5 years i.e., from October 31, 2026 to October 30, 2031.
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Rs.8,00,000 was paid as Sitting Fees and Rs.2,30,000 was paid as Commission during the Financial Year ended December 31, 2025.
10	Date of first appointment on the Board	October 31, 2021
11	Shareholding in the Company	Nil
12	The number of Meetings of the Board attended during the year	4 out of 4
13	Directorship Details of the Board	1. Rain Industries Limited 2. Rain CII Carbon (Vizag) Limited 3. Rain Carbon Inc
14	Membership/ Chairmanship of Committees of other Boards	Nil

Annexure to the Notice of Postal Ballot dated August 6, 2026
Details of Directors seeking Appointment / Re-appointment as on August 6, 2026
[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. Robert Thomas Tonti
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	More than 44 years' experience primarily cantered on the Calcining of Petroleum Coke and energy production with experience in Oil refining and Aluminium Smelting.
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: August 6, 2026