RAIN INDUSTRIES LIMITED

(Formerly Rain Commodities Limited)

RIL/SEs/2015 May 21, 2015

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

Dear Sir/Madam,

Sub: Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.

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

With reference to the above stated subject and SEBI Notification No. LAD-NRO/GN/2014-15/21/85 dated 15th January, 2015, the Board of Directors of the Company at their Meeting held on 5th May, 2015 have adopted Code of Practices and procedures for fair disclosure of unpublished price sensitive information as per the Regulation 8 and Code of Conduct to Regulate, Monitor and Report trading by its employees and other connected persons as per the Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

In this connection, please find enclosed herewith the following:

i) Code of Practices and procedures for fair disclosure of unpublished price sensitive information as per the Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015; and

ii) Code of Conduct to Regulate, Monitor and Report trading by its employees and other connected persons as per the Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

We further bring to your kind notice that the said Codes are placed on the web site of the Company www.rain-industries.com

This is for your kind information and record.

Thanking you,

Yours faithfully,
for Rain Industries Limited

S. Venkat Ramana Reddy
Company Secretary

Regd. Office: Rain Center
34, Srinagar Colony
Hyderabad 500073
India

Phone: +91 (40) 40401234
Fax: +91 (40) 40401214
Email: secretarial@rain-industries.com
Website: www.rain-industries.com
CIN: L26947TG1974PLC001693

RAIN INDUSTRIES LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

Certified True Copy

For Rain Industries Limited

S. Venkat Ramana Reddy
Company Secretary
Membership No.A14143

RAIN INDUSTRIES LIMITED

Regd. Off: Rain Center, 34, Srinagar Colony, Hyderabad - 500073, Telangana State, India.
CIN: L26942TG1974PLC001693, e-mail id: secretarial@rain-industries.com,
website: www.rain-industries.com

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

Introduction

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"). These regulations shall come into force with effect from 15th May, 2015 and the same have been made applicable to all companies whose shares are listed on Indian stock exchanges. As per the Regulation 8 of the said Regulations, the Company is required to formulate Code of Practices and Procedures for Fair Disclosures.

Objective of the Code of Fair Disclosures

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

Definitions

"Compliance Officer" for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

"Chief Investor Relations Officer" means the Compliance Officer of the Company.

"Unpublished price sensitive information" means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

RAIN INDUSTRIES LIMITED Hyderabad

i) financial results;
ii) dividends;
iii) change in capital structure;
iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
v) changes in key managerial personnel; and
vi) material events in accordance with the listing agreement.

The company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

1. Norms for disclosure of Unpublished Price sensitive information

a. Prompt public disclosure of Unpublished price sensitive information

Unpublished Price sensitive information shall be given by company to stock exchanges promptly and also the said information shall be uploaded to the Company's official website www.rain-industries.com in order to be accessed by the Investors and members of the company i.e., to make the information generally available.

b. Uniform and Universal dissemination of unpublished price sensitive information

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated. The company may consider other ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

c. Overseeing and co-ordinating disclosure

The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information. The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and overseeing and co-ordinating disclosure of unpublished price sensitive information to stock exchanges, on the website of the company and media. If information is accidentally disclosed without prior approval of the Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered unpublished price sensitive. In such event of inadvertent, selective disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

d. Responding to market rumors

The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumors by exchanges.

The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure. He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumors.

2. Process of disseminating information in order to make the unpublished price sensitive information generally available

- Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.

- Company shall ensure that disclosure to stock exchanges is made promptly.

- The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

3. Manner of dealing with analyst and research personnel

(i) Only Public information to be provided – The company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

(ii) Handling of unanticipated questions - A listed company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

(iii) The transcripts of the meetings with analyst/research persons/large investors like institutions will be posted on the website of the Company www.rain-industries.com.

4. Unpublished price sensitive information on Need-to-Know basis

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

RAIN INDUSTRIES LIMITED Hyderabad

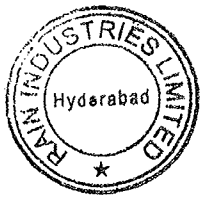
5. Disclosure of Code on Public Domain

This Code and any amendment thereof will be published on the Company's website www.rain-industries.com

6. Amendment of the Code

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.

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



PLACE: Hyderabad
DATE: May 5, 2015

N. Jagan Mohan Reddy
Managing Director
DIN: 00017633

RAIN INDUSTRIES LIMITED

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

(Effective from 15th May, 2015)

Certified True Copy

For Rain Industries Limited

S. Venkat Ramana Reddy
Company Secretary
Membership No.A14143

RAIN INDUSTRIES LIMITED

Regd. Off: Rain Center, 34, Srinagar Colony, Hyderabad - 500073, Telangana State, India.
CIN: L26942TG1974PLC001693, e-mail id: secretarial@rain-industries.com,
website: www.rain-industries.com

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

Introduction

The Securities and Exchange Board of India vide their Notification dated 15th January, 2015 notified Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015(Herein after referred to as Regulations).

The said Regulations are effective from 15th May, 2015.

As per the Regulation 9 of said Regulations, every Company shall formulate a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders.

Accordingly, Rain Industries Limited has formulated a written Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders.

The following code sets out in written form the agreed standards of principle and practice which should be followed in performing their duties as Insiders and they are expected to comply with the Code.

I. Definitions

1. "Act" means the Securities and Exchange Board of India Act, 1992.
2. "Code" or "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Rain Industries Limited as amended from time to time.
3. "Company" means Rain Industries Limited.
4. "Compliance Officer" means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and

RAIN INDUSTRIES LIMITED Hyderabad

the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

5. "Connected Person" means:

i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

a) an immediate relative of connected persons specified in clause (i); or
b) a holding company or associate company or subsidiary company; or
c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
d) an investment company, trustee company, asset management company or an employee or director thereof; or
e) an official of a stock exchange or of clearing house or corporation; or
f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
g) a member of the Board of Directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
h) an official or an employee of a self-regulatory organization recognised or authorized by the Securities and Exchange Board of India (SEBI); or
i) a banker of the Company; or
j) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

RAM INDUSTRIES LIMITED Hyderabad

6. "Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

7. "Designated Employee(s)" shall include :

   i) every employee in the grade of Assistant General Managers and above;
   ii) every employee in the finance, accounts, secretarial; and
   iii) any other employee as may be determined and informed by the Compliance Officer from time to time.

8. "Director" means a member of the Board of Directors of the Company.

9. "Employee" means every employee of the Company including the Directors in the employment of the Company.

10. "Generally available Information" means information that is accessible to the public on a non-discriminatory basis.

11. "Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

12. "Insider" means any person who is,
   i) a connected person; or
   ii) in possession of or having access to unpublished price sensitive information.

13. "Key Managerial Person" means person as defined in Section 2(51) of the Companies Act, 2013.

14. "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.

15. "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

RAIN INDUSTRIES LIMITED Hyderabad

16. "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

17. "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

18. "Trading Day" means a day on which the recognized stock exchanges are open for trading.

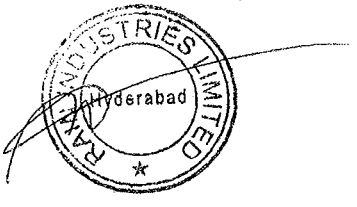
19. "Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

    i) financial results;
    ii) dividends;
    iii) change in capital structure;
    iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
    v) changes in key managerial personnel; and
    vi) material events in accordance with the listing agreement

20. "Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

21. "Designated Persons" means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Designated Persons.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.



II. Role of Compliance Officer

1. The Compliance Officer shall report on insider trading to the Board of Directors and Audit Committee at the Board and Audit Committee meetings wherein Quarterly Financial Statements are approved.

2. The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

III. Preservation of "Price Sensitive Information"

1. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

— an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or

— not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

— However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

2. <u>Need to Know:</u>

i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

RAIN INDUSTRIES LIMITED Hyderabad

ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

3. Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

IV. Prevention of misuse of "Unpublished Price Sensitive Information"

Employees and connected persons designated on the basis of their functional role ("designated persons") in the Company shall be governed by an internal code of conduct governing dealing in securities.

1. Trading Plan

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

2. Trading Plan shall:

i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
iii) entail trading for a period of not less than twelve months;
iv) not entail overlap of any period for which another trading plan is already in existence;
v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
vi) not entail trading in securities for market abuse.

3. The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

RAIN INDUSTRIES LIMITED Hyderabad

4. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

5. However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

6. An application for Trading Plan will be made in the prescribed Form (Annexure-1) and should accompany an Undertaking as per Annexure – 2.

7. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

V. Trading Window and Window Closure

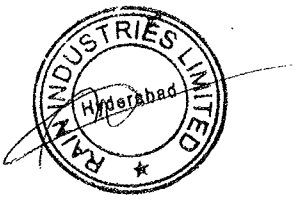
i) The trading period, i.e. the trading period of the stock exchanges, called 'trading window", is available for trading in the Company's securities.

ii) The trading window shall be, inter alia, closed 11 days prior to and during the time the unpublished price sensitive information is published.

iii) When the trading window is closed, the Designated Persons shall not trade in the Company's securities in such period.

iv) All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

v) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.



vi) The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

vii) The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

viii) The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

VI. Pre-clearance of trades

1. All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is 20,000 or above shares or up to Rs. 10 Lakhs (market value), whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

   i) An application may be made in the prescribed Form (Annexure 3) to the Compliance officer indicating the estimated number of securities that the Designated Persons intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

   ii) An undertaking shall be executed in favour of the Company by such Designated Persons in format specified in Annexure – 4:

   iii) All Designated Persons and their Immediate relatives shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance (as per Annexure - 5) is given. The Designated Persons shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed (as per Annexure 6).

RAIN INDUSTRIES LIMITED Hydrabad

iv) If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

v) All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e., sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

vi) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

VII. Other Restrictions

1. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
2. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
3. The disclosures made under this Code shall be maintained for a period of five years.

VIII. Reporting Requirements for transactions in securities

1. Initial Disclosure

i) Every promoter, key managerial personnel and director of the company shall disclose his/her holding of securities of the company as on the date of these regulations taking effect i.e., 15th May, 2015 to the company within thirty days of these regulations taking effect i.e., on or before 14th June, 2015, in

RAMKY INDUSTRIES LIMITED Hyderabad

the format provided in Annexure 7 or as per the format prescribed by Securities and Exchange Board of India from time to time.

ii) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his/her holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

2. Continual Disclosure

i) Every promoter, employee and director of the company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by Securities and Exchange of Board of India from time to time.

ii) The above disclosure is to be made in the format provided in Annexure 8 or as per the format prescribed by Securities and Exchange Board of India from time to time.

IX. Disclosure by the Company to the Stock Exchange(s)

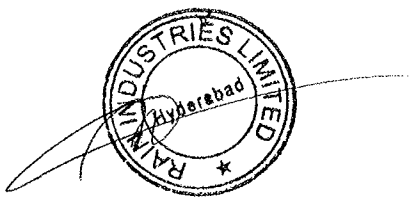
1. The company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure as mentioned in VIII or from becoming aware of such information.

2. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

X. Dissemination of Price Sensitive Information

1. No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

2. Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:



The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

XI. Penalty for contravention of the code of conduct

1. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).

2. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

3. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, removal from services permanently, ineligibility for future participation in employee stock option plans, etc.

4. Appropriate action by SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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

RAIN INDUSTRIES LIMITED Hyderabad

PLACE: Hyderabad
DATE: May 5, 2015

N. Jagan Mohan Reddy
Managing Director
DIN: 00017633

ANNEXURE - 1
APPLICATION FOR APPROVAL OF TRADING PLAN BY INSIDER(S)

To
The Compliance Officer
Rain Industries Limited
Rain Center, 34,
Srinagar Colony
Hyderabad- 500073.

Dear Sir,

I, Shri / Smt. ....., an Insider of the Company intend to deal in securities of Rain Industries Limited as per details given below:

Name	
Emp. Code, if any	
Designation	
Department	
PAN	
Email id	

Details of proposed Trading Plan in securities of Rain Industries Limited:

Name	Relationship	Opening balance as on	Trading Plan details			Closing balance as on	DP Id. / Client Id. or Folio No.
			Date	Transaction (Buy / Sell)	Quantity		

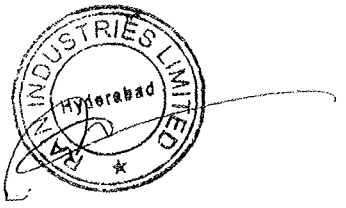
I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

Name:

Place:
Date:



ANNEXURE – 2
UNDERTAKING

I understand that public disclosure of the above mentioned Trading Plan would be made by Rain Industries Limited by notification to the Stock Exchange. I further declare as under:

1. The Trading Plan submitted is irrevocable and I shall mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan.

2. shall not entail commencement of trading earlier than six months from the public disclosure of the plan;

3. I shall not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;

4. I shall not entail overlap of any period for which another Trading Plan is already in existence;

5. I shall not entail trading in securities for market abuse; and

6. The Trading Plan shall not be commenced if any unpublished price sensitive information is in my possession at the time of formulation of the plan and has not become generally available at the time of the commencement of implementation.

Date :
Place :

Signature :
Name:

RAIN INDUSTRIES LIMITED Hyderabad

ANNEXURE 3
SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL

To
The Compliance Officer,
Rain Industries Limited
Rain Center, 34, Srinagar Colony
Hyderabad – 500073.

Dear Sir/Madam,

Application for Pre-Clearance approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for	a) Purchase of securities b) Subscription to securities c) Sale of securities
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold	
8	Price at which the transaction is proposed	
9	Current market price (as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

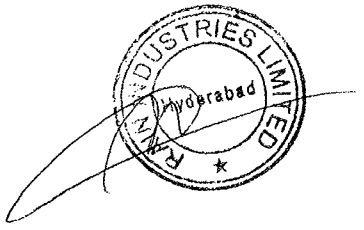
I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

Name:

Place:
Date:



ANNEXURE 4

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE UNDERTAKING

To
Rain Industries Limited
Rain Center, 34, Srinagar Colony
Hyderabad – 500073.

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Signature : _____

Name:

Date:
Place:
* Indicate number of shares

ANNEXURE 5

FORMAT FOR PRE- CLEARANCE ORDER

To,

Name : _____

Designation : _____

Place : _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

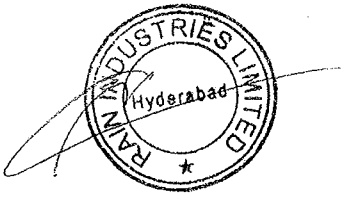
Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

for Rain Industries Limited
Compliance Officer

Place:
Date :

Encl: Format for submission of details of transaction



ANNEXURE 6

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To
The Compliance Officer,
Rain Industries Limited
Rain Center, 34, Srinagar Colony
Hyderabad – 500073.

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature : _____

Name :
Designation:

Place:
Date:

RAIN INDUSTRIES LIMITED Hyderabad

ANNEXURE 7

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: Rain Industries Limited

ISIN of the company: INE855B01025

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos	Category of Person (Promoters/KMP / Directors/ immediate relatives/ others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

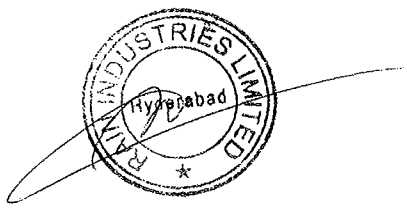
Signature:

Name:

Designation:

Date:

Place:



ANNEXURE 8

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6 (2)]

Name of the company: Rain Industries Limited
ISIN of the company: INE855B01025

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/ DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors /immediate relatives/ others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	5	6		7	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:
Name:
Designation:

Date:
Place:

