BOARD OF DIRECTORS

Mr. N. Radhakrishna Reddy	Chairman
Mr. N. Jagan Mohan Reddy	Managing Director
Mr. N. Sujith Kumar Reddy	Director
Mr. R. S. Vidyasagar	Nominee Director, IDBI Bank Limited
Mr. Yogesh Rastogi	Nominee Director, ICICI Bank Limited
Mr. P. Venugopal Reddy	Independent Director
Mr. G. Krishna Prasad	Independent Director

VICE PRESIDENT (F & A)

Mr. T. Srinivasa Rao

Mr. G. N. V. S. R. R. Kumar

COMPANY SECRETARY

Mr. S. Venkat Ramana Reddy

STATUTORY AUDITORS

M/s. Deloitte Haskins & Sells,
Chartered Accountants,
1-8-384 & 385, 3rd Floor,
Gowra Grand, S.P. Road,
Secunderabad - 500 003, A.P.

INTERNAL AUDITORS

M/s. Ernst & Young Pvt. Ltd,
The Oval Office,
18, iLabs Center, Madhapur,
Hyderabad - 500 081, A.P.

BANKS

IDBI Bank Limited
Citibank
ICICI Bank Limited
Indian Bank

REGISTERED OFFICE

"Rain Center",
34, Srinagar Colony,
Hyderabad-500 073,
Andhra Pradesh, India.
Phone No.040-40401234
Fax No.040-40401214
Email: secretarial@priyacement.com

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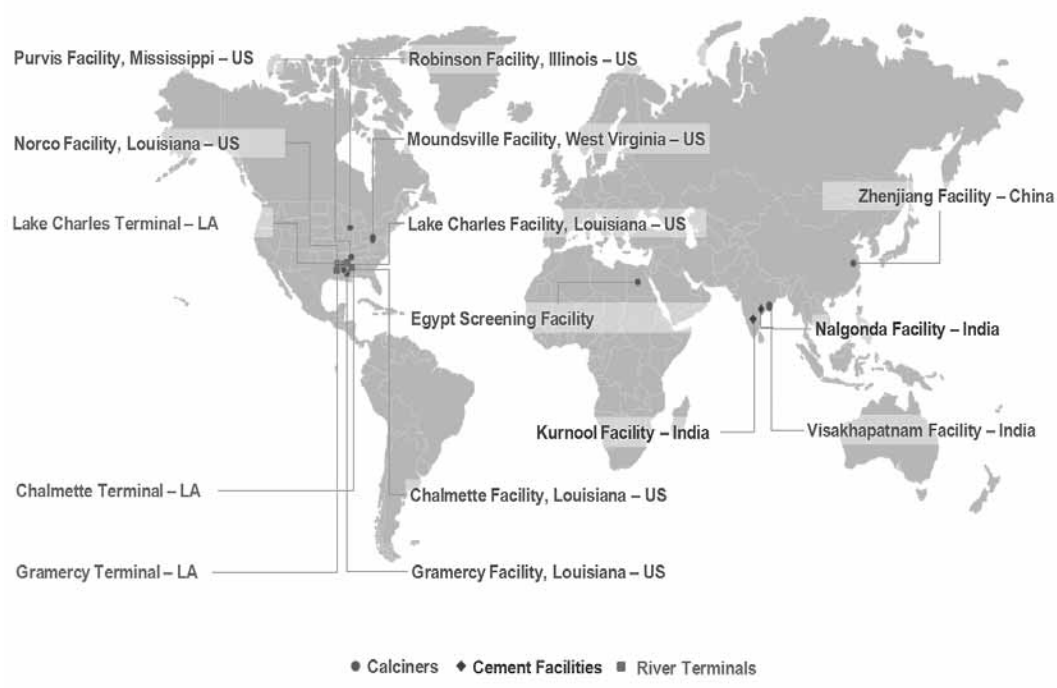
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Rain Group is a leading producer of Calcined Petroleum Coke with further diversification into production of Cement, generation of Energy through Waste-heat recovery and trading in Fuel Grade Petroleum Coke

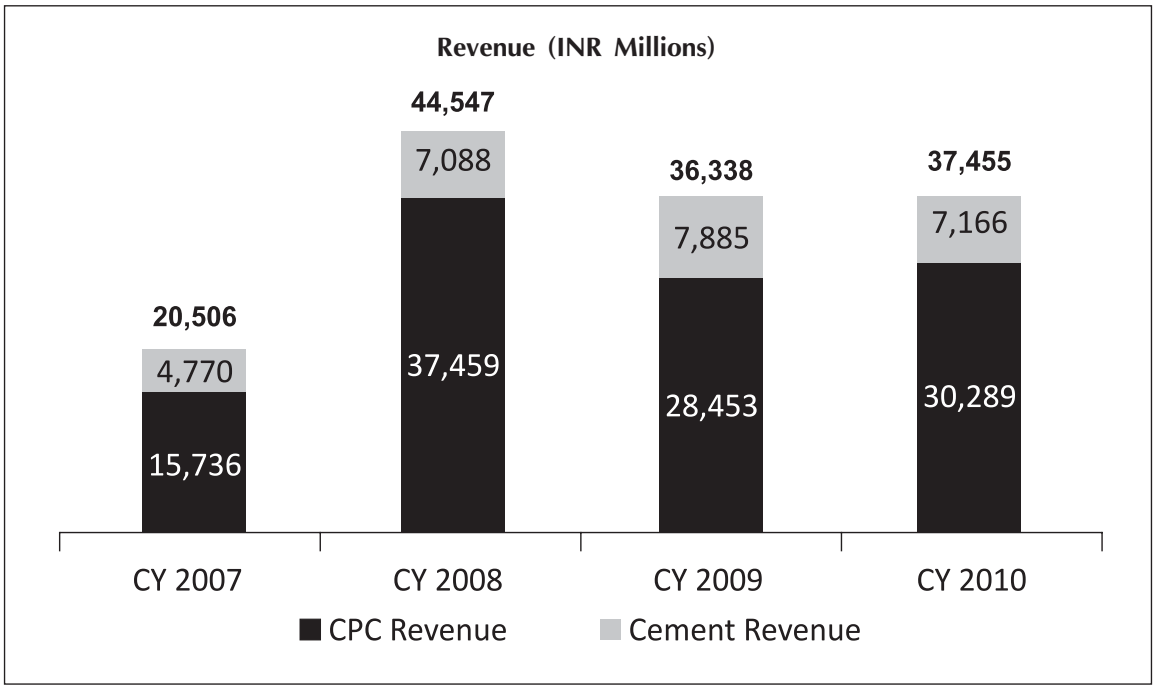
Business Vertical	Description of Business
CPC Business	• Production and sale of Calcined Petroleum Coke ("CPC") • Activities across the World with 9 operating plants in USA, India and China • Capacity of 2.51 Million Tons per annum (contributing about 10% of Worldwide Market-share) • Co-generation of Energy (Steam and/or Electricity) through Waste-heat recovery with a combined capacity equivalent to 125 MW. Further two new Waste-heat recovery plants are under development • Business is carried-out through Wholly Owned Subsidiaries - Rain CII Carbon LLC, USA; Rain CII Carbon (Vizag) Limited, India and Zhenjiang Xin Tian Tansu Company Limited, China
Cement Business	• Production and Sale of Cement - Two Integrated Cement Plants in Andhra Pradesh with a Fly-ash Handling and Cement Packing Unit in Karnataka • Capacity of 3.50 Million Tons per annum • Activities spread across South India • Business is carried-out through Wholly Owned Subsidiary - Rain Cements Limited
Pet Coke Trading	• Marketing of Fuel Grade Green Petroleum Coke (Coal Substitute), with activities in USA, Europe, Middle East and India • Business is carried-out through Majority Owned Subsidiaries - Rain Global Services LLC, USA and RGS Egypt Limited

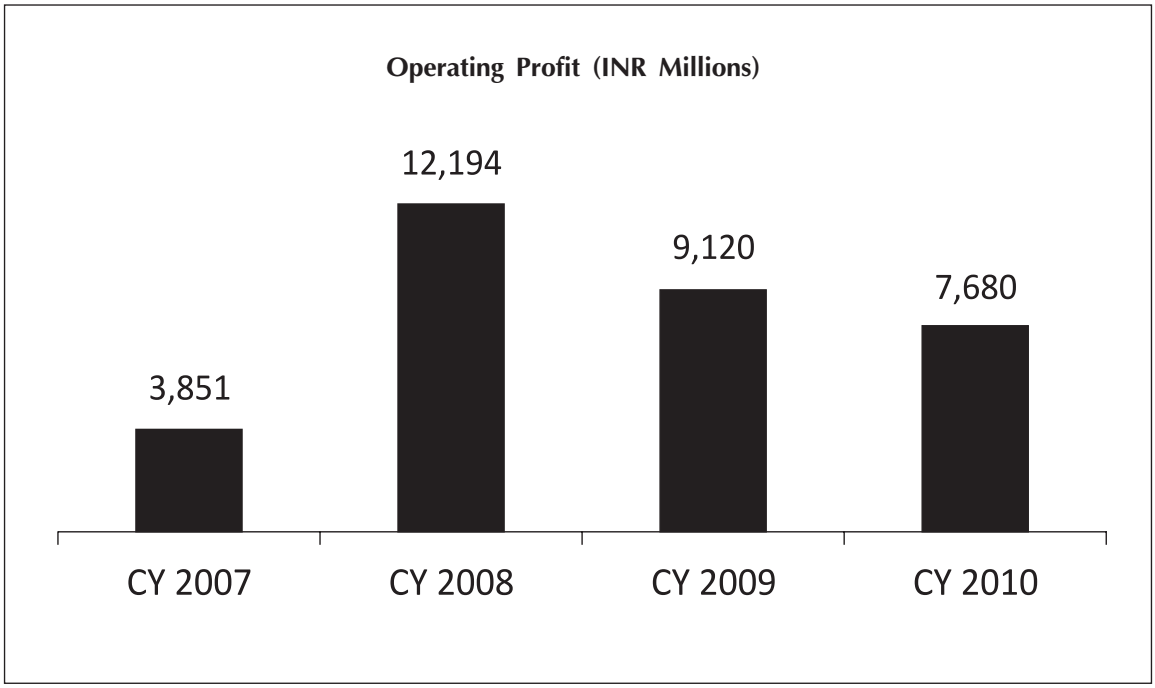
Through diversified operations, the Group is able to deliver consistent performance

Rain is a Global Company with operations across USA, India, China and Egypt



KEY FINANCIAL INDICATORS ON A CONSOLIDATED BASIS

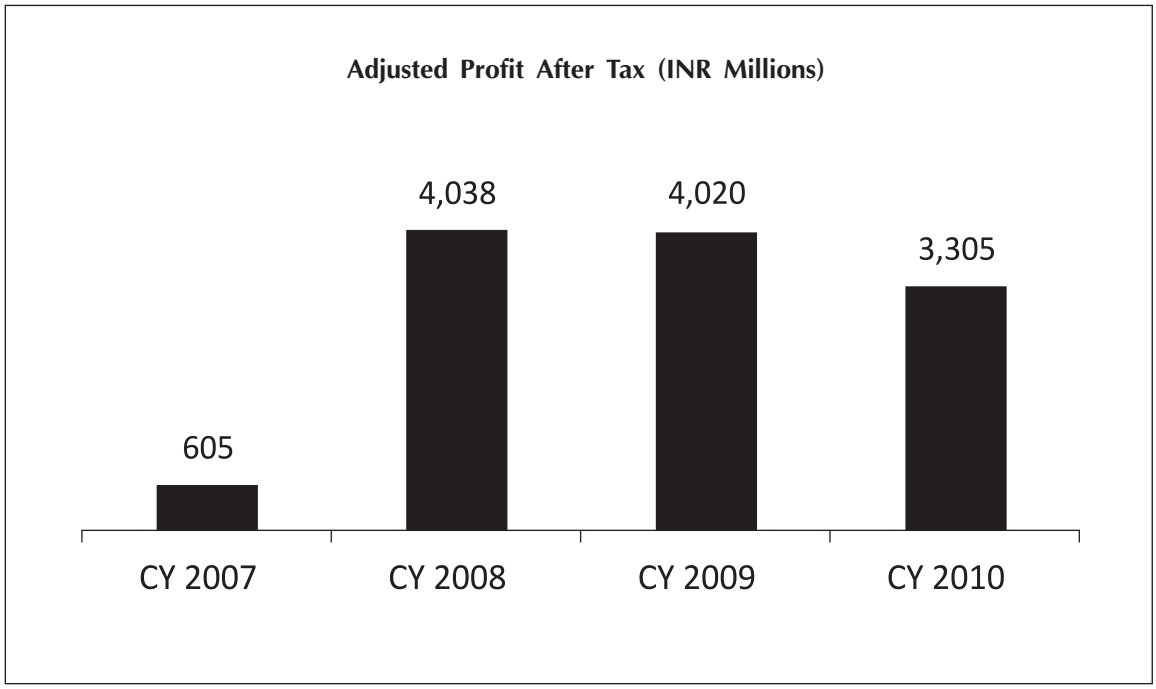


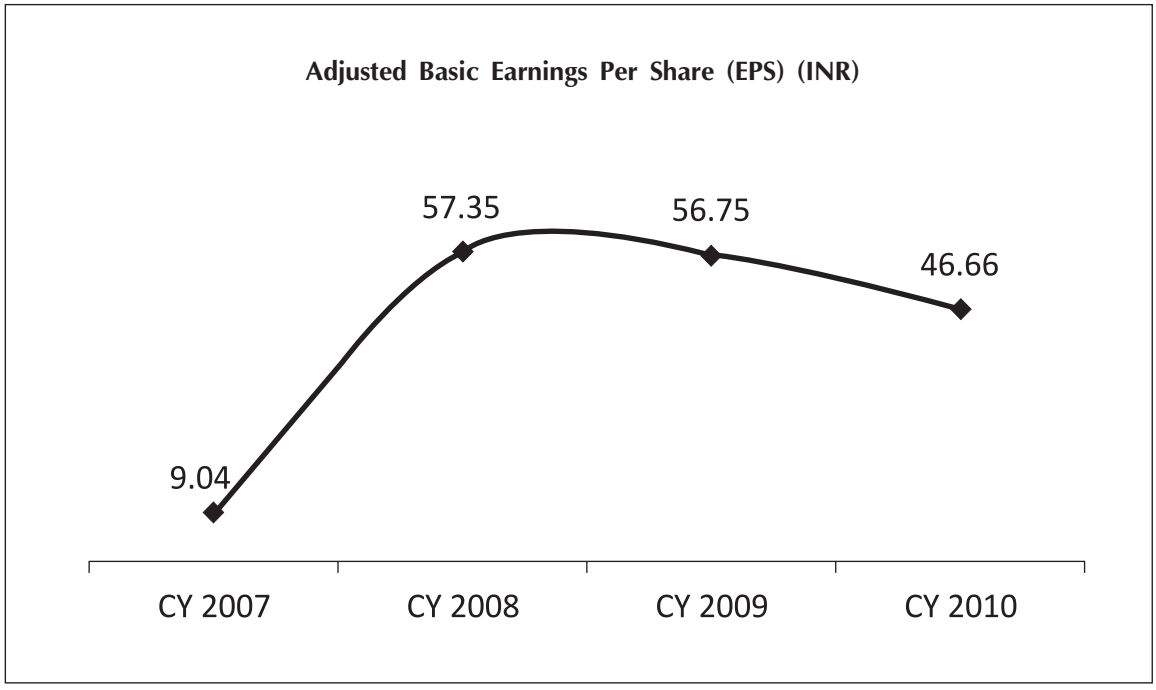


Notes:

(1) Operating Profit is profit before Depreciation, Interest, Taxation and Exceptional Items

(2) Numbers in CY 2007 represents the annualized nine months period ended December 31, 2007



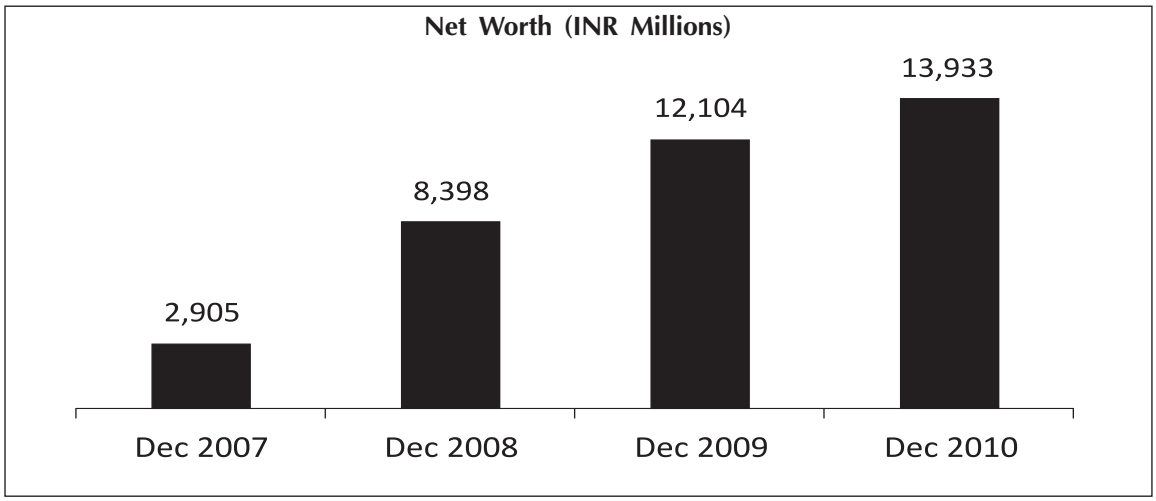


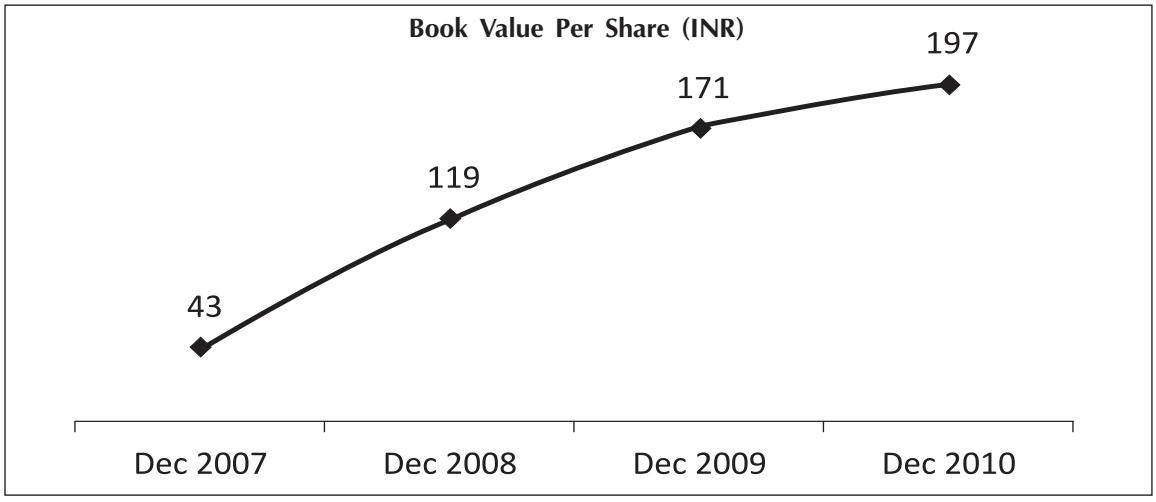
Note:

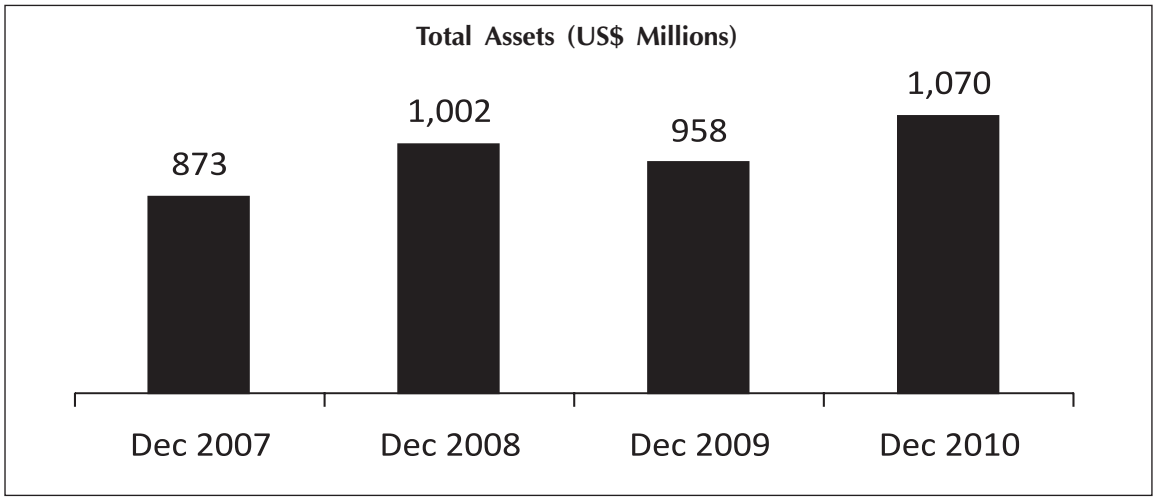
(1) Numbers in CY 2007 represents the annualized nine months period ended December 31, 2007

(2) Profit After Tax and Basic EPS of CY 2009 adjusted for exceptional profit of Rs. 513 Million (net of tax Rs. 418 Million) on sale of Investment in Petroleum Coke Industries Company, Kuwait

(3) Profit After Tax and Basic EPS of CY 2010 adjusted for net exceptional expenditure of Rs. 1,249 million (net of tax Rs. 898 Million).



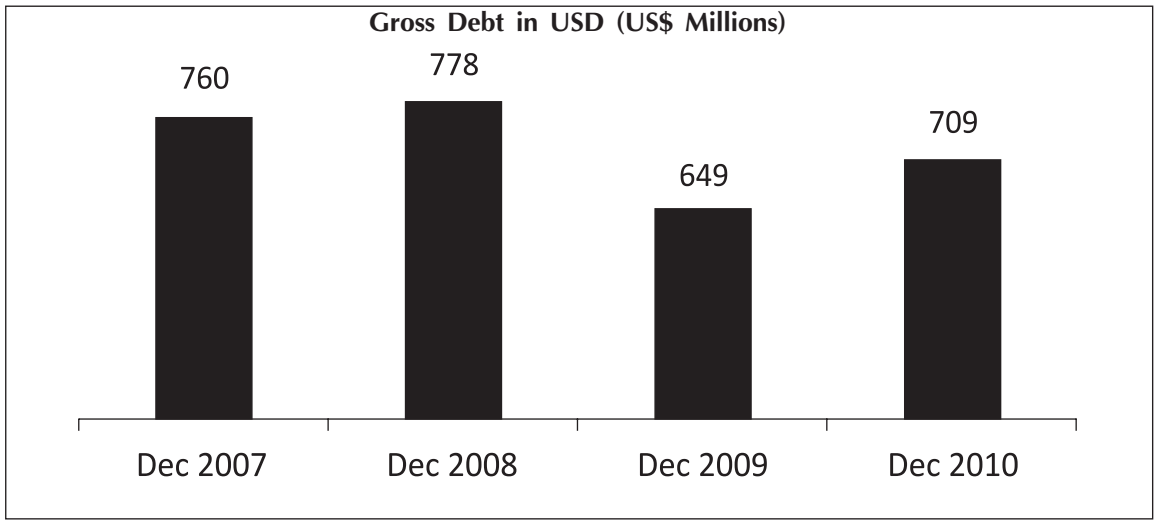


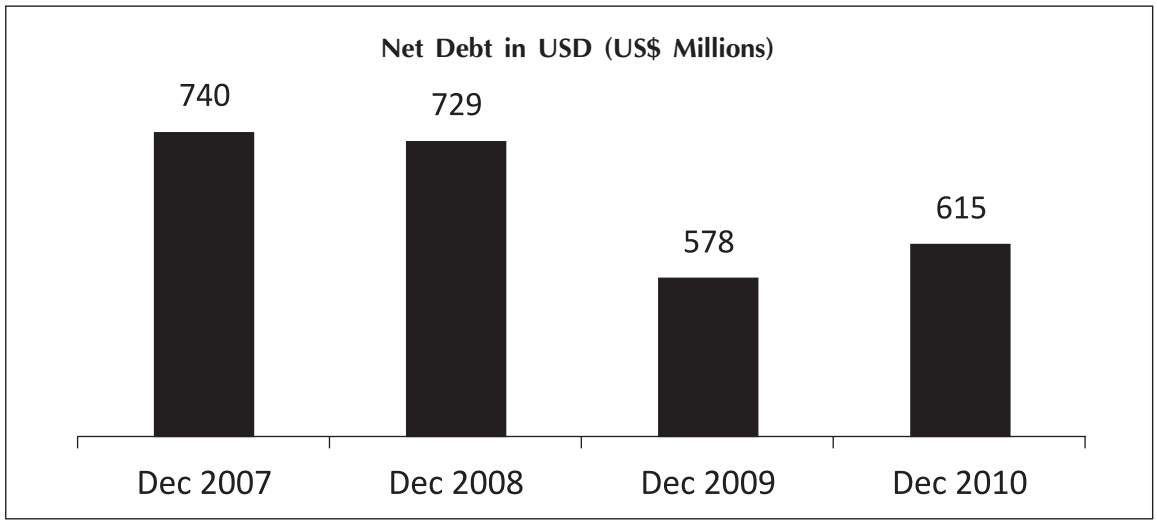


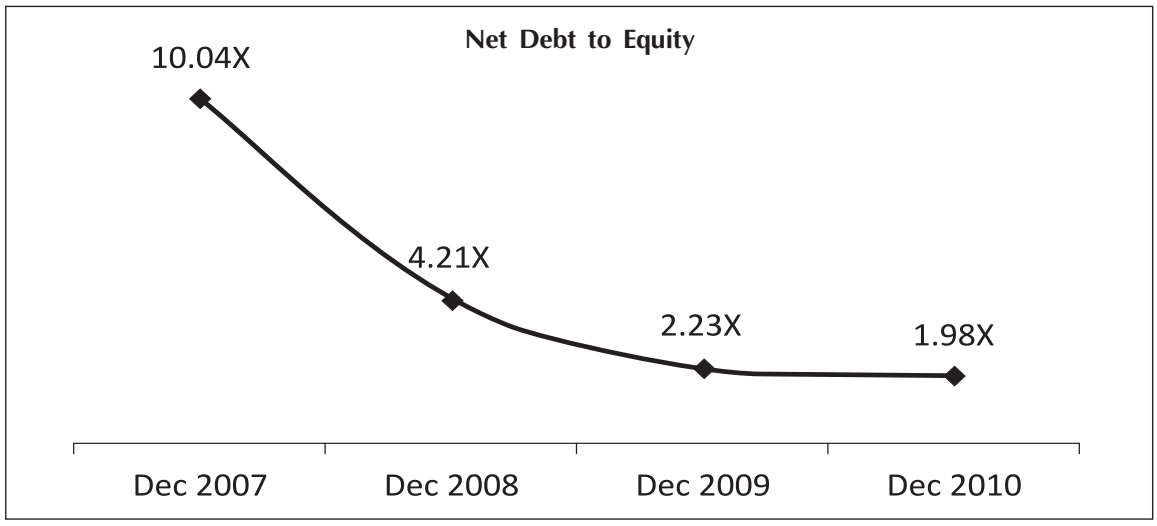
Notes:

(1) Total Assets include Written Down Value of Fixed Assets, Investments and Net Current Assets.

(2) As majority of the assets are in Dollar terms, we have converted the reported Indian Rupees into US Dollars applying the RBI's reference rate at the end of the respective financial years.







Notes:

(1) As majority of the debt is in Dollar terms, we have converted the reported Indian Rupees into US Dollars applying the RBI's reference rate at the end of the respective financial years.

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Members of Rain Commodities Limited will be held on Thursday, the May 12, 2011 at 11:00 A M at KLN Prasad Auditorium, Federation of Andhra Pradesh Chambers of Commerce & Industry (FAPCCI), Red Hills, Hyderabad-500 004, Andhra Pradesh to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at December 31, 2010, Profit and Loss Account for the Financial Year ended on December 31, 2010 and reports of Directors and Auditors thereon.

2. To declare a dividend on equity shares for the Financial Year ended on December 31, 2010.

3. To appoint a Director in place of Mr. N. Radhakrishna Reddy, who retires by rotation and being eligible offers himself for re-appointment.

4. To appoint a Director in place of Mr. P. Venugopal Reddy, who retires by rotation and being eligible offers himself for re-appointment.

5. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (ICAI Regn. No. 008072S), as the Statutory Auditors of the Company to hold the office from the conclusion of this 36th Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company and to authorise the Board of Directors to fix the remuneration of Auditors.

SPECIAL BUSINESS:

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

   "**RESOLVED THAT** pursuant to Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 (the 'Act') read with Schedule XIII thereto, the consent of the members of the Company be and is hereby accorded for appointment of Mr. N. Jagan Mohan Reddy as the Managing Director of the Company for a period of 5 years with effect from February 10, 2011 (i.e., from February 10, 2011 to February 9, 2016) on the following terms and conditions :

A) Remuneration comprising of Salary, Commission and Leave Travel Allowance shall be:

i) Salary: Rs.8,00,000 per month. This will include dearness allowance and all other allowances not otherwise specified herein.

ii) Commission: Such amount of commission (in addition to salary and perquisites hereinafter stated) calculated with reference to the net profit of the Company for each financial year as may be fixed by the Board of Directors or a Committee of Directors which together with the salary and monetary value of perquisites shall not exceed the ceiling laid down in Section 309 of the Companies Act, 1956.

iii) Leave Travel Allowance: For self and family equivalent to one month's salary in a year.

B) Perquisites/Benefits:

i) Residential Accommodation:

   a) Rent free accommodation of which 10% of the salary shall be recovered. or

   b) In case no accommodation is provided by the Company, house rent allowance at 20% of the salary, shall be paid. In addition, free use of the Company's owned furniture and other consumer durables, if required.

ii) Contribution to Provident Fund, Superannuation Fund and Gratuity:

   a) Company's contribution to Provident Fund and Superannuation fund shall not exceed 25% of the Salary.

      The excess of such contribution over the maximum amount, either singly or put together, not taxable under the Income-tax Act, shall be considered and included for the purpose of calculating the ceiling on perquisites given in B (iii) below.

   b) Gratuity is payable as per the payment of Gratuity Act or Company's Gratuity Scheme, whichever is higher.