

INDO RAMA SYNTHETICS (INDIA) LIMITED

CIN: L17124MH1986PLC166615

Regd. Office: A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra.

Tel.: 07104-663000/01 Fax: 07104-663200,

Email: corp@indorama-ind.com Website: www.indoramaindia.com

NOTICE is hereby given that the Thirty-sixth Annual General Meeting of the Members of Indo Rama Synthetics (India) Limited will be held on Monday, the 25th day of July 2022, at 11:30 AM Indian Standard Time ("IST"), through Video Conferencing/ Other Audio-Visual Means, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Directors' Report and the Auditors' Report thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Auditors' Report thereon.
2. To appoint a director in place of Mr. Hemant Balkrishna Bal (DIN: 08818797) who retires by rotation at this meeting, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To enter into Related Party Transactions

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Rules made thereunder, including the Companies (Meetings of Board and its Powers) Rules, 2014 and any statutory modification(s) or re-enactments thereof for the time being in force and pursuant to provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other approvals, permissions and sanctions as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the Company (the "Board") for the following material related party transaction(s), for the financial year 2022-23 with Indorama Petrochem Limited, Thailand, a related party of the Company within the meaning of Section 2(76) of the Act and Regulations 2(1)(zb) of SEBI Listing Regulations, which may exceed 10% of the audited annual consolidated turnover of the Company, i.e., financial year ended March 31, 2022:

Type, material terms and particulars of the proposed transaction	Name of Related Party and its relationship with the listed entity or its subsidiary	Tenure of the proposed transaction	Value of proposed transaction	The percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Justification as to why the RPT is in the interest of the listed entity	A copy of the valuation or other external party report, if any such report has been relied upon
Purchase of Purified Terephthalic Acid ("PTA")	Indorama Petrochem Limited, Thailand, (a Group Company of Indorama Ventures Public Company Limited, a Promoter Group Company)	Financial Year 2022-23	₹1000 Crores	₹404.44 Crores (10% of ₹4044.41 Crores)	To support the availability of prime raw material for desired production levels by supplementing the non-availability of domestic PTA adequately.	Not applicable. Since the transaction has been carried out at Arm's length basis and is also in the ordinary course of business of the Company

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, and matters, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents including contracts, agreements and such other documents and deal with any other matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regards and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Member shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. Ratification of the remuneration of Cost Auditor

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the Members of the Company be and is hereby accorded to the ratification of the remuneration of Mr. R. Krishnan, Cost Accountant (Membership No. 7799), appointed as Cost Auditor by the Board of Directors of the Company (“the Board”) for the financial year ending March 31, 2023, to conduct cost audit relating to cost records of the Company and that the said Cost Auditor be paid a remuneration of ₹1,80,000/- (Indian Rupees One Lakh Eighty Thousand only) plus applicable taxes;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters, things and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

By Order of the Board

Registered Office:

A-31, MIDC Industrial Area
Butibori, Nagpur - 441122, Maharashtra
CIN: L17124MH1986PLC166615
E-mail: corp@indorama-ind.com
Website: www.indoramaindia.com
Tel.: 07104-663000/01
Fax: 07104-663200

Pawan Kumar Thakur
Company Secretary
(FCS No. 6474)

Place: Gurugram

Date: April 28, 2022

Notes:

1. A Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out materials facts relating to the Special Business to be transacted at the Thirty-sixth Annual General Meeting ("AGM") is annexed hereto.

2. General instructions for accessing and participating in the Thirty-sixth AGM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility:

a) i) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, and December 8, 2021, respectively, in relation to "clarification on the passing of ordinary and special resolutions by the Companies under the Act, and the rules made thereunder on account of the threat posed by Covid-19", and General Circular Nos. 20/2020, 02/2021, 19/2021, and 21/2021 dated May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021, respectively, in relation to "clarification on holding of AGM through VC or OAVM" (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI"), vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Covid-19 pandemic" and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to Covid-19 pandemic" (collectively referred to as "SEBI Circulars") and all other relevant circulars issued from time to time, permitted for holding of AGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, AGM of the Members of the Company is being held through VC/ OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.

ii) VC/ OAVM – Major Guidelines:

- a) Members are requested to join the AGM through VC/ OAVM mode not later than 11:15 AM IST by following the procedures mentioned later in these Notes (Refer to Note No. 30). The facility for joining the VC/ OAVM shall be kept open for the Members from 11:00 AM IST and may be closed at 11:45 AM IST or thereafter.
- b) Members may note that the VC/ OAVM Facility, provided by National Securities Depository Limited ("NSDL"), allows the participation of 1,000 Members on a first-come-first-served basis. The

large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., can attend the Thirty-sixth AGM without any restriction on account of first-come-first-served principle.

- c) (i) Members are requested to express their views/ send their queries in advance mentioning their name, DP ID and Client ID Number/ Folio No., email ID, and Mobile Number at investor-relations@indorama-ind.com till 4:00 PM IST on Thursday, July 21, 2022.
- (ii) Members who would like to ask questions during the Thirty-sixth AGM of the Company need to register themselves as a speaker by sending their requests preferably along with their questions mentioning their name, DP ID and Client ID Number/ Folio Number, email ID, Mobile Number, to reach the Company's email address at corp@indorama-ind.com latest by 4:00 PM IST on Thursday, July 21, 2022.
- d) When a pre-registered speaker is invited to speak at the meeting, but s/he does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video camera along with good internet speed.
- e) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

b) Pursuant to Circular No.14/2020 dated April 8, 2020, issued by MCA, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the Thirty-sixth AGM. However, in pursuance of Section 113 of the Act, the Body Corporates are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-Voting during the Thirty-sixth AGM of the Company.

c) In line with the MCA Circulars and SEBI Circulars, the Notice of the Thirty-sixth AGM of the Company has been uploaded on the Company's website, www.indoramaindia.com. Notice can also be accessed on the websites of the Stock Exchanges, viz.; National Stock Exchange of India Limited ("NSE") at www.nseindia.com and BSE Limited ("BSE") at www.bseindia.com and NSDL (Agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.

d) Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed to this Notice.

- e) NSDL will be providing a facility for voting through remote e-Voting, for participation in the Thirty-sixth AGM through VC/ OAVM facility, and e-Voting during the Thirty-sixth AGM.
 - f) The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - g) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-voting facility to its members in respect of the business to be transacted at the Thirty-sixth AGM and facility for those Members participating in the said AGM to cast vote through e-Voting system during the Thirty-sixth AGM. For this purpose, the Company has entered into an agreement with NSDL as the authorized agency for facilitating voting through electronic means. The facility of casting votes by a member using a remote e-Voting system as well as e-Voting on the date of the AGM will also be provided by NSDL.
 - h) The Thirty-sixth AGM of the Company is being convened through VC/ OAVM in compliance with the applicable provisions of the Act read with all applicable MCA Circulars and SEBI Circulars.
3. The business set out in the Notice will be transacted through a remote electronic voting system and the Company is providing a facility for voting by remote electronic means. Instructions and other information relating to e-Voting are given in the Notice under Note No. 30 hereunder.
 4. Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing pandemic situation, owing to the difficulties involved in dispatching the physical copies of the Notice of the Thirty-sixth AGM and the Annual Report of the Company for the financial year ended March 31, 2022, including therein the Audited Financial Statements for the financial year 2021-22, the aforementioned documents are being sent only by email to the Members. Therefore, Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (“RTA”) or with their respective Depository Participant/s (“DPs”) and who wish to receive the Notice of the Thirty-sixth AGM of the Company along with the Annual Report for the financial year 2021-22 and all other communications from time to time, can get their email addresses registered by following the steps as mentioned herein below: -

For Members holding shares in physical form, please send a scanned copy of the signed request letter mentioning the Folio Number, Name of Shareholder, complete address, Mobile Number, and email address to be registered along with a scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email

to the RTA’s email address at helpdeskdelhi@mcsregistrars.com.

For the Members holding shares in Demat form, please update your email address through your respective DPs.

5. In line with the MCA Circular No. 17/2020 dated April 13, 2020, Notice of the Thirty-sixth AGM of the Company and the Annual Report for the financial year 2021-22, inter-alia, indicating the process and manner of e-Voting will be available on the Company’s website at www.indoramaindia.com, the websites of the Stock Exchanges, viz.; NSE at www.nseindia.com and BSE at www.bseindia.com and also on the website of NSDL at www.evoting.nsdl.com for their download.

Taking into account the COVID-19 scenario, it is encouraged by the Company for its Members to view the full version of the AGM Notice along with the Annual Report of the Company for the financial year 2021-22 in electronic mode in the “Investor Relations” segment on the Company’s website, www.indoramaindia.com.

6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, July 19, 2022, to Monday, July 25, 2022 (both days inclusive) for annual closing.
7. The dividend/s, if any, approved by the Members or declared by the Company’s Board of Directors, from time to time, will be paid as per the mandate registered with the Company or with their respective DPs. Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means (“Electronic Bank Mandate”), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending a scanned copy of the following details/ documents by email to the RTA’s email address at helpdeskdelhi@mcsregistrars.com or the Company’s email address at corp@indorama-ind.com;
 - i) signed request letter mentioning your name, folio number, complete address, and the following details relating to the bank account in which the dividend is to be received:
 - a) Name and Branch of Bank and Bank Account type; Bank Account Number allotted by your Bank after implementation of Core Banking Solutions; 11-digit IFSC Code;
 - b) self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - c) self-attested scanned copy of the PAN Card; and
 - d) self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member, as registered with the Company.

For the Members holding shares in Demat form, please update your Electronic Bank Mandate through your DPs.

8. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Bankers' cheques/ Demand Draft to such Member, as soon as possible.
9. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
10. A resident individual shareholder with PAN who is not liable to pay Income Tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to the RTA's email address at helpdeskdelhi@mcsregistrars.com or to the Company's email address at corp@indorama-ind.com. Further, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the financial year does not exceed ₹5,000/-. Shareholders may note that in case, PAN is not updated with the DPs/ RTA of the Company, the tax will be deducted at a higher rate of 20%.
11. Non-resident shareholders can avail of beneficial tax rates under the Double Tax Avoidance Agreement [DTAA], i.e., a tax treaty between India and their country of residence.
12. Members holding shares in electronic form are hereby informed that the bank's particulars registered against their respective depository accounts will be used by the Company for payment of dividends as and when declared. The Company or its RTA, M/s MCS Share Transfer Agent Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank's particulars or bank's mandates. Such changes are to be advised only to the respective DPs of the Members. Members holding shares in physical form and desirous of either registering bank's particulars or changing bank's particulars already registered against their respective folios for payment of dividend/s are requested to write to the Company.
13. Pursuant to the provisions of Section 124 of the Act, and Investor Education, and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ("IEPF Rules, 2016"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund Authority ("IEPF"), constituted by the Central Government. The Company had, accordingly, transferred ₹738,424/- (Indian Rupees Seven Lakhs Thirty-Eight Thousand Four Hundred Twenty-Four only) being the unpaid and unclaimed dividend amount pertaining to the Dividend for the financial year 2013-14 on September 15, 2021.

14. Pursuant to Section 124 of the Act and IEPF Rules, 2016, dividends for the financial year ended March 31, 2014, and thereafter, which remain unpaid or unclaimed for a period of seven years from the respective dates of transfer to the unpaid dividend account of the Company are due for transfer to IEPF on the dates given in the table below:

Financial Year	Date of Declaration of Dividend	Due date for transfer to IEPF
2014-15	July 30, 2015	August 29, 2022
2015-16	September 30, 2016	October 29, 2023

In case a valid claim is not received by that date, the Company will also proceed to transfer the respective shares to the Demat Account of the IEPF ("IEPF Account") in terms of the IEPF Rules, 2016 by following the prescribed procedure.

15. Details of the unpaid/ unclaimed dividend/s are uploaded as per the requirements, on the Company's website www.indoramaindia.com. Members who have so far not encashed the Dividend for the above years are advised to submit their claim to the Company's RTA at their Registered Address given below, immediately quoting their folio number/ DP ID & Client ID:

MCS Share Transfer Agent Limited

F-65, First Floor
 Okhla Industrial Area, Phase-1
 New Delhi-110 020, India
 Tel. No.: 011-4140 6149-52
 Fax No.: 011-4170 9881
 E-mail: helpdeskdelhi@mcsregistrars.com

16. The MCA notified the IEPF Rules, 2016 effective from September 7, 2016. Further, the MCA notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Amendment Rules, 2017 on February 28, 2017 ("IEPF Rules, 2017") (collectively referred to as "IEPF Rules").
17. The IEPF Rules, contain provisions for transfer of all those shares in respect of which dividend has not been encashed or claimed by shareholders for seven consecutive years or more in the IEPF account.
18. Pursuant to the provisions of IEPF Rules, all shares of the Company in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.

Accordingly, the Company transferred 40,729 (Forty Thousand Seven Hundred Twenty Nine) Equity Shares of the face value of ₹10/- each to the IEPF Account pertaining to the financial year 2013-14, on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of August 31, 2021, after following the prescribed procedure. In this regard, the Company has individually informed the Members concerned and published a notice

in the newspapers as per the IEPF Rules. The details of such Members and shares transferred for the financial year 2013-14 are uploaded in the "Investors Relations" segment of the Company's website, www.indoramaindia.com.

19. Dividend and corresponding shares, as stated in Points 13 and 18 above, once transferred to IEPF Account by the Company, may be claimed only from the IEPF Authority by following the procedure prescribed under the IEPF Rules.

Mr. Pawan Kumar Thakur, Company Secretary and Compliance Officer, is the Nodal Officer of the Company for the purpose of verification of such claims.

20. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website, www.indoramaindia.com. Members are requested to submit the said details to their DPs, in case, the shares are held by them in electronic form and to RTA of the Company, in case, the shares are held in physical form.
21. SEBI has mandated the submission of Permanent Account Number ("PAN") and Bank Account No. by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit PAN and Bank Account No. to their DPs with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the RTA/ Secretarial Department of the Company.
22. In terms of SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares, if held by them in physical form.
23. Members holding shares in physical form in identical order of names in more than one folio are requested to send the details of such folios together with the share certificates for consolidating their holdings in one folio to the Company or RTA. A consolidated share certificate will be returned to such members after making requisite changes thereon.
24. Non-resident Indian Members are requested to inform Company's RTA, MCS Share Transfer Agent Limited, immediately of:
 - a) Change in their residential status on return to India for permanent settlement;
 - b) Particulars of their bank account are maintained in India with the complete name, branch, account type, account number, and address of the bank with a pin code number, if not furnished earlier.
25. To support the "Green Initiative", the Members who have not registered their e-mail addresses are requested to register the same with the RTA of the Company/ DPs for receiving all

communications including Annual Reports, Notices, Circulars, etc., from the Company electronically. Electronic copies of all the documents referred to in the accompanying Notice of the Thirty-sixth AGM of the Company and the statement annexed to the said Notice shall be available for inspection in the "Investor Relations" segment of the Company's website, www.indoramaindia.com.

26. During the Thirty-sixth AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon using the login method explained at Note No. 30 "Access to NSDL e-Voting system". After successful login, Members will be able to view the documents for inspection by clicking on the link available against the EVEN of Indo Rama Synthetics (India) Limited.
27. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are advised not to leave their Demat account(s) dormant for long. A periodic Statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
28. Details as required in sub-regulation (3) of Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking appointment/ re-appointment at the AGM, form an integral part of the Notice. Requisite declarations have been received from the Director for seeking re-appointment.
29. At the 32nd AGM held on Saturday, July 28, 2018, the Members approved the appointment of M/s Walker Chandiook & Co LLP (FRN001076N/500013), Chartered Accountants, as Statutory Auditors of the Company, for an initial term of five consecutive years from the conclusion of that AGM till the conclusion of 37th AGM, subject to ratification of their appointment by the members at every year. The requirement to place the matter relating to the appointment of auditors for ratification by Members at every AGM has been done away with by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of the appointment of Statutory Auditors at the Thirty-sixth AGM.

30. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETINGS THROUGH VC/ OVAM ARE AS UNDER: -

The Remote e-Voting period begins on Friday, July 22, 2022, at 9:00 AM (IST), and ends on Sunday, July 24, 2022, at 5:00 PM (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (Cut-off date), i.e., Monday, July 18, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital

of the Company as on the cut-off date, being Monday, July 18, 2022, and may cast their votes by Remote e-Voting. Once the vote on the resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

A person, who is not the Member on the Cut-off date should treat this Notice of the Thirty-sixth AGM for information purposes only.

How do I vote electronically using the NSDL e-Voting system?




The way to vote electronically on the NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to the NSDL e-Voting system

A) Login method for e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode

In terms of the SEBI circular dated December 9, 2020, on the e-Voting facility provided by the Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access the e-Voting facility.

The login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under the ‘IDeAS’ Section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on the Company’s name or e-Voting service provider, i.e., NSDL and you will be re-directed to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, an 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. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or mobile. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ Section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit Demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the Company’s name or e-Voting service provider, i.e., NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/ Easiest, can log in through their user id and password. The option will be made available to reach the e-Voting page without any further authentication. The URL for users to log in to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/ Easiest the user will be also able to see the e-Voting Menu. The Menu will have links to the e-Voting service provider, i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/ Easiest, the option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration. <p>Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN from a link on the www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be provided links for the respective ESP, i.e., NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	You can also log in using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. upon logging in, you will be able to see the e-Voting option. Click on the e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the Company's name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to logging in 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 the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43

B) Login Method for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode

How to Log in to the NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or mobile.
- Once the home page of the e-Voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' Section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services, i.e., IDEAS you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e., Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in the Demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- The Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to log in and cast your vote.

- b) If you are using the NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your Demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment, i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for the NSDL account, the last 8 digits of the client ID for the CDSL account or the folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow the steps mentioned below in the process for those shareholders whose email ids are not registered.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on the "Forgot User Details/Password?" (If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) the option is available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name, and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting the check box.
- 8. Now, you will have to click on the "Login" button.
- 9. After you click on the "Login" button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meetings on the NSDL e-Voting system

How to cast your vote electronically and join General Meetings on the NSDL e-Voting system?

1. After a successful login at Step 1, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining a virtual meeting, you need to click on the "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with the attested specimen signature of the duly authorized signatory(s) who are authorized to vote, to the Scrutinizer by e-mail to jayayadav@whitespan.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under the "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nSDL.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (“FAQs”) for Shareholders and e-voting user manual for Shareholders available at the download Section of www.evoting.nSDL.com or call on toll-free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nSDL.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and passwords and registration of e-mail IDs for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors-relations@indorama-ind.com.
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors-relations@indorama-ind.com. If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained in step 1(A), i.e., Login method for e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode.
3. Alternatively, shareholders/ members may send a request to evoting@nSDL.co.in for procuring a user id and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular dated December 9, 2020, on the e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access the e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day

of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access it by following the steps mentioned above for Access to the NSDL e-Voting system. After successful login, you can see the link of “VC/OAVM link” placed under the “join meeting” menu against the Company’s name. You are requested to click on VC/OAVM link placed under the Join General Meeting menu. The link for VC/OAVM will be available in the Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for a better experience.
3. Further Members will be required to allow a Camera and use the Internet at a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name Demat account number/folio number, email id, and mobile number at investors-relations@indorama-ind.com. The same will be replied to by the Company suitably.

OTHER INSTRUCTIONS:

31. i) A person, whose name is recorded in the Register of Members of the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of Remote e-Voting or casting vote through the e-Voting system during the Meeting.
- ii) Pursuant to the provision of Section 108 of the Act read with rules thereof, CS Jaya Yadav (FCS10822, CP

12070), Practicing Company Secretary, and failing her Mr. Himanshu Gupta, Advocate (Enrolment No. D/3139/2014), has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.

- iii) During the Thirty-sixth AGM of the Company, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at the Thirty-sixth AGM, formally propose to the Members not having already cast their votes by following the Remote e-Voting process and participating through VC/ OAVM facility, to vote on the resolutions as set out in the Notice of the Thirty-sixth AGM of the Company.
- iv) The Scrutinizer shall after the conclusion of e-Voting at the Thirty-sixth AGM, first download the votes cast

at the AGM and thereafter unblock the votes cast through the Remote e-Voting system and shall make a consolidated Scrutinizer's Report.

- v) The Results of the voting will be declared within two working days from the conclusion of the Thirty-sixth AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the Company's website, www.indoramaindia.com, and the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office of the Company as well and shall be forwarded to both the National Stock Exchange of India Limited and BSE Limited.
32. Members desiring to have any information relating to the accounts are requested to write to the Company at the E-mail ID, corp@indorama-ind.com, at the latest by Thursday the 21st day of July 2022 by 4:00 PM IST, so that the Company can reply appropriately.

ANNEXURE TO NOTICE

Explanatory Statement in Respect of the Special Business Pursuant to Section 102 of the Companies Act, 2013:

ITEM NO. 3

Your Company is engaged in the business of manufacture of Polyester Staple Fibre, Polyester Filament Yarns, Draw Texturized Yarn, Fully Drawn Yarn, and Polyester Chips. Indorama Petrochem Limited, Thailand, is a related party, engaged in the manufacture of PTA. Your Company purchases PTA from Indorama Petrochem Limited, Thailand, to supplement its prime raw material requirement of PTA that is not available in adequate quantity domestically.

Amended SEBI Listing Regulations provide that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crores or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company may enter into the related parties within the meaning of Section 2(76) of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 and SEBI Listing Regulations, for an aggregate maximum amount not exceeding, for the financial year 2022-23 by ₹1000 Crores (Indian Rupees One Thousand Crores only) which would be more than 10% of the audited annual consolidated turnover of the Company, for the previous financial year 2021-22.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended to date, particulars of the transaction, etc., are as under:

Sl. No.	Description	Details
(a)	The Name of the Related Party and Nature of Relationship	Indorama Petrochem Limited, Thailand, a Group Company of Indorama Ventures Public Company Limited, a Promoter Group Company.
(b)	The nature, duration of the contract and particulars of the contract or arrangement	The transaction involves the purchase of PTA, during the financial year 2022-23.
(c)	The material terms of the contract or arrangement including the value if any	Purchase of PTA for ₹1000 Crores from Indorama Petrochem Limited, Thailand.
(d)	Any advance paid or received for the contract or arrangement if any	Nil
(e)	The manner of determining the pricing and other commercial terms, both included as part of the contract and not considered as part of the contract	At arms' length basis and it is also in the ordinary course of business.
(f)	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes

Sl. No.	Description	Details
(g)	Any other information relevant or important for the Board to take a decision on the proposed transaction	All the relevant information forms part of the statement setting out materials facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

In the opinion of the Board, the transactions/ contracts/ arrangements by the Company with the above party are in the ordinary course of business and at an arm's length basis. However, considering the fact that the value of contracts/ arrangements/ transactions with the aforesaid related parties during a financial year may be material as defined under Listing Regulations and it is proposed to seek the approval of members for the aforesaid arrangements/ contracts/ transactions for the financial year 2022-23.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

None of the Directors and Key Managerial Personnel or their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice, except Mr. Om Prakash Lohia, Mr. Vishal Lohia and Mr. Dilip Kumar Agarwal.

The Board recommends the **Ordinary Resolution set out in Item No. 3** of the Notice for approval by the members.

ITEM NO. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the re-appointment and remuneration of Mr. R. Krishnan, Cost Accountant, (Membership No. 7799) as Cost Auditor of the Company, for the financial year ending March 31, 2023, in accordance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the requisite resolution for ratification of remuneration of Cost Auditor by the Members have been set out in the notice of Thirty-sixth Annual General Meeting of your Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. R. Krishnan, Cost Accountant, (Membership No. 7799), to conduct the audit of the cost records of the Company, for the financial year 2022-23, at a remuneration of ₹1,80,000/- (Indian Rupees One Lakh Eighty Thousand only) as audit fee plus applicable tax(es).

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice, to ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2023.

None of the Directors and Key Managerial Personnel or their relative are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the **Ordinary Resolution set out in Item No. 4** of the Notice for approval by the Members.

Registered Office:

A-31, MIDC Industrial Area
Butibori, Nagpur - 441122, Maharashtra
CIN: L17124MH1986PLC166615
E-mail: corp@indorama-ind.com
Website: www.indoramaindia.com
Tel.: 07104-663000/01
Fax: 07104-663200

Place: Gurugram
Date: April 28, 2022

By Order of the Board

Pawan Kumar Thakur
Company Secretary
(FCS No. 6474)

ANNEXURE - I TO THE NOTICE

Details of Directors seeking appointment/re-appointment at the Thirty-sixth Annual General Meeting:

In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2).

ITEM NO. 2

Mr. Hemant Balkrishna Bal, Whole-time Director:

Father's Name	Shri Balkrishna Kamalaker Bal
Directors Identification Number (DIN)	08818797
Age and Date of Birth	63 years, October 7, 1958
Date of First Appointment	October 30, 2020
Experience/ expertise in the specific functional area	Mr. Bal possesses 39 years of rich experience in global polyester manufacturing business operations and has worked in JK Synthetics, Petrofils Cooperative Limited and as Site President at Reliance Industries Limited, Patalganga, Maharashtra.
Qualification	Bachelor of Textiles from the Maharaja Sayajirao University of Baroda in 1979.
Directorship/ Chairman/ CEO held in other Companies	<ul style="list-style-type: none"> • Indorama Yarns Private Limited • Indorama Ventures Yarns Private Limited
Chairman/ Member of the Committee of the Board of Directors of the Company	<ul style="list-style-type: none"> • Audit Committee- Member • Stakeholders Relationship Committee- Member • Share Allotment and Transfer Committee- Member • Banking and Finance Committee- Member • Corporate Social Responsibility Committee- Member • Risk Management Committee- Member • Business Responsibility Reporting Committee- Member
Chairman/ Member of the Committee of the Board of Directors of other Company in which he is Director	Nil
No. of Equity Shares held in the Company	Nil
No. of Board Meeting attended during the financial year 2021-22	4 (Four)
Relationship of the Director, Manager, and other KMP of the Company	None
Listed entities from which the director has resigned in the past 3 years	Nil