

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

NOTICE is hereby given that the Thirty-Eighth Annual General Meeting of the Members of Indo Rama Synthetics (India) Limited will be held on Wednesday, 25th day of September 2024, at 11:30 AM Indian Standard Time ("IST"), through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Boards' Report and the Auditors' Report thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Auditors' Report thereon.

2. Re-appointment of Director

To appoint a Director in place of Mr. Vishal Lohia, (DIN: 00206458), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Vishal Lohia, (DIN: 00206458), who retires by rotation be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retire by rotation."

SPECIAL BUSINESS

3. Ratification of the remuneration payable to the Cost Auditor

To ratify the remuneration payable to Mr. R. Krishnan, Cost Accountant, for the financial year ending March 31, 2025, and in this regard, 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(3) 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), and who have been appointed as Cost Auditor by the Board of Directors of the Company ("the Board") on the recommendation of the Audit Committee, for the financial year ending March 31, 2025, to conduct cost audit relating to cost records maintained by the Company and that the said Cost Auditor be paid a remuneration of ₹2,00,000/- (Indian Rupees Two Lakhs only) plus applicable taxes and re-imbursalment of pocket expenses incurred in connection with audit;

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 authorised 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."

4. Appointment of Mr. Sanjay Thapliyal as a Director of the Company

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 Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sanjay Thapliyal, (DIN 08294006), who was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on May 17, 2024 and who holds office upto the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom a notice has been received from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised 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."

5. Appointment of Mr. Sanjay Thapliyal (DIN: 08294006) as Whole-time Director of the Company

To confirm Appointment of Mr. Sanjay Thapliyal (DIN: 08294006) as Whole-time Director of the Company and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to appointment of Mr. Sanjay Thapliyal, (DIN 08294006), as Whole-time Director of the Company, with effect from May 17, 2024 to May 16, 2027, on the terms and conditions including the terms of remuneration as approved by the Nomination and Remuneration Committee and by the Board of Directors at their respective Meeting held on May 17, 2024, set out in the Explanatory Statement under Section 102 of the Act, annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "Board", which terms shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary such terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed between the Board and Mr. Sanjay Thapliyal, provided that such alteration/variation/modification/

amendment is in conformity with the applicable provisions of the Act, as amended from time to time;

RESOLVED FURTHER THAT the consent of the Members be and is hereby also accorded that where in any financial year, during the term of office of Mr. Sanjay Thapliyal, the Company has no profits or its profits are inadequate, Mr. Sanjay Thapliyal shall continue to get the same remuneration as aforesaid as minimum remuneration subject to the provisions of Schedule V of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do such acts, deeds, matters and things to give effect to this Resolution.”

6. Appointment of Mr. Ravi Capoor (DIN: 00744987) as Independent Director of the Company

To consider and, if thought fit to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with schedule IV of the Act and Regulation 16 (1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ravi Capoor, (DIN: 00744987), who was appointed as an Additional Director (Non-Executive Independent

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, 2024:

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 2024-25	₹1,000 Crore	₹387.30 Crore (10% of ₹3,873.04 Crore)	To support the availability of prime raw material for desired production levels 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 finalising the terms and conditions, methods and modes in respect thereof and finalising 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.”

8. To enter into Material Related Party Transactions with TPT Petrochemicals Public Co. Limited, Thailand

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

Director) of the Company with effect from June 29, 2024, pursuant to Section 161 of the Act and Article 158 of the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from June 29, 2024 to June 28, 2029.”

7. To enter into Material Related Party Transactions with Indorama Petrochem Limited, Thailand

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 2024-25 with Indorama Petrochem Limited, Thailand, a related party of the Company within the meaning of Section 2(76) of the Act and

“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 2024-25 with TPT Petrochemicals Public Co. 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, 2024:

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")	TPT Petrochemicals Public Co. Limited, Thailand, (a Group Company of Indorama Ventures Public Company Limited, a Promoter Group Company).	Financial Year 2024-25	₹500 Crore	₹387.30 Crore (10% of ₹3,873.04 Crore)	To support the availability of prime raw material for desired production levels 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 finalising the terms and conditions, methods and modes in respect thereof and finalising 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."

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

Manish Kumar Rai

Company Secretary
(ACS No. 17173)

Place: Gurugram

Date: August 09, 2024

Notes:

1. An Explanatory 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-Eighth Annual General Meeting ("AGM") is annexed hereto.
2. General instructions for accessing and participating in the Thirty-Eighth AGM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility:
 - a) i) The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 01/2022 dated May 05, 2022 10/2022 dated December, 28, 2022 and 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as MCA Circulars) and Securities and Exchange Board of India ("SEBI has vide circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/CIR//P/2021/21 dated February, 26,2021, SEBI/ HO/DDHS/ DDHS_Div2/P/CIR/2021/697 dated December 22, 2021, SEBI/ HO/DDHS/ DDHS_Div2/P/CIR/2022/079 dated June 03, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 05, 2023 collectively referred to as SEBI Circulars permitted companies to conduct Annual General Meeting ("AGM") through Video conference ("VC") or Other Audio-Visuals Means ("OVAM") subject to compliance of conditions mentioned therein. In compliance with the provisions of the Companies Act, 2013 (the "Act"), the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the Thirty-Eighth AGM of the Company is being held through VC/OAVM.
 - 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-Eighth 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 corp@indorama-ind.com till 4:00 PM IST on Friday, September 20, 2024.
 - (ii) Members who would like to ask questions during the Thirty-Eighth 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 Friday, September 20, 2024.
 - D) When a pre-registered speaker is invited to speak at the meeting, but she/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 the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the Thirty-Eighth AGM. However, in pursuance of Section 113 of the Act, the Body Corporates are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting during the Thirty-Eighth AGM of the Company.
 - c) In line with the MCA Circulars and SEBI Circulars, the Notice of the Thirty-Eighth 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, 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 Thirty-Eighth AGM will be held through VC/OAVM facility, the proxies form, attendance slip, and the Route Map are not annexed to this Notice.
 - e) The NSDL will be providing a facility for voting through remote e-Voting, for participation in the Thirty-Eighth AGM through VC/OAVM facility, and e-Voting during the Thirty-Eighth 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 (as amended) 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-Eighth AGM and facility for those Members participating in the said AGM to cast vote through e-Voting system during the Thirty-Eighth AGM. For this purpose, the Company has entered into an agreement with NSDL as the authorised 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-Eighth 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 Section 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, the Companies can send Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participants (DP). A physical copy of the Annual Report shall be sent to those Members who request for the same. Accordingly, Annual Report of the Company for the financial year ended March 31, 2024, including therein the Audited Financial Statements for the financial year 2023-24, 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-Eighth AGM of the Company along with the Annual Report for the financial year 2023-24 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.

Please note that registration of email address and mobile number is now mandatory while voting electronically and joining virtual meetings.

5. The Notice of the Thirty-Eighth AGM of the Company and the Annual Report for the financial year 2023-24, 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.

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 2023-24 in electronic mode in the “Investor Relations” segment on the Company’s website, www.indoramaindia.com.

6. The recorded transcript of the AGM will be posted on the website of the Company.

7. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, September 19, 2024, to Wednesday, September 25, 2024 (both days inclusive) for annual closing.

8. 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.

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.

9. 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.

10. 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.
 11. 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 the case, PAN is not updated with the DPs/ RTA of the Company, the tax will be deducted at a higher rate of 20%.
 12. 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.
 13. 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 the bank's particulars or changing bank's particulars already registered against their respective folios for payment of dividends are requested to write to the Company.
 14. 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 ₹7,58,727/- (Indian Rupees Seven-Lakhs Fifty-Eight Thousand Seven Hundred and Twenty-Seven only) being the unpaid and unclaimed dividend amount pertaining to the Dividend for the financial year 2015-16 on October 31, 2023.
 15. The MCA notified the IEPF Rules, 2016 effective from September 07, 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").
 16. 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.
 17. 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.
 18. Dividend and corresponding shares, as stated in Points 14 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.
 19. 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.
 20. a) The Securities and Exchange Board of India ("SEBI") has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the members will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after October 01, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). In view of this requirements and to eliminate
- Accordingly, the Company transferred 1,54,268 (One Lakh Fifty Four Thousand Two Hundred Sixty-Eight) Equity Shares of the face value of ₹10/- each to the IEPF Account pertaining to the financial year 2015-16, on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of October 29, 2023, 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 2015-16 are uploaded in the "Investors Relations" segment of the Company's website, www.indoramaindia.com.
- Members/claimants whose shares or unclaimed dividend, have been transferred to the IEPF Authority, as the case may be, may claim the shares or apply for a refund by approaching the Company for issuance of Entitlement Letter along with all the required documents before making an application to the IEPF Authority in Form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time. The Members/claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
- Mr. Manish Kumar Rai, Company Secretary and Compliance Officer, is the Nodal Officer of the Company for the purpose of verification of such claims.

all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical forms are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holding in dematerialised form. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to stock exchanges and relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://indoramaindia.com/procedure-for-updation-of-PAN-KYC-Nomination-by-physical-shareholders.php>.

b) Your Company has sent a communication for extension of timelines for providing “choice of nomination in eligible Demat Accounts to our Shareholders as on June 20, 2024.

21. The meeting shall be deemed to be held at the Registered Office of the Company at A-31, MIDC Industrial Area, Butibori, Nagpur-441122, Maharashtra, India
22. In terms of SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from April 01, 2019. In view of the above, Members are advised to dematerialise 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-Eighth 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-Eighth 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. Further, it shall be also made available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at corp@indorama-ind.com.

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

The Remote e-Voting period begins on Saturday, September 21, 2024, at 9:00 AM IST, and ends on Tuesday, September 24, 2024, 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., Wednesday, September 18, 2024, 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 Wednesday, September 18, 2024.

A person who is not the Member on the Cut-off date should treat this Notice of the Thirty-Eighth 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 09, 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 digits 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.

NSDL Mobile App is available on



Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. By clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.com or call at 022-4886 7000.
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 toll free no. 1800-21-09911.

B) Login Method for e-Voting and joining virtual meetings 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?

1. 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.
2. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/ Member’ Section.
3. 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.

4. 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***

5. The Password details for shareholders other than Individual shareholders are given below:

<ol style="list-style-type: none"> a) 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’? <ol style="list-style-type: none"> 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 digits 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. 	<p>with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <ol style="list-style-type: none"> 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.
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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.
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 09, 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.

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 authorised signatory(s) who are authorised to vote, to the Scrutiniser by e-mail to jayayadav@whitespan.in with a copy marked to evoting@nsdl.com. 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 022-48867000 and 022-2499 7000 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 corp@indorama-ind.com.
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digits DPID + CLID or 16 digits 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 corp@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.**

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. Members 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 corp@indorama-ind.com. The same will be replied by the Company suitably.

OTHER INSTRUCTIONS:

30. (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. Pushkar Garg, (Membership No. A69734), a member of the Institute of Company Secretaries of India has been appointed as the Scrutiniser to scrutinise 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-Eighth 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-Eighth 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-Eighth AGM of the Company.
- (iv) The Scrutiniser shall after the conclusion of e-Voting at the Thirty-Eighth 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 Scrutiniser’s Report.
- (v) The Results of the voting will be declared within two working days from the conclusion of the Thirty-Eighth AGM. The declared results along with the Scrutiniser’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.
31. 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 Friday, September 20, 2024 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

The Board of Directors, based on the recommendation of the Audit Committee at its meeting held on May 17, 2024 has appointed Mr. R. Krishnan, Cost Accountant, (Membership No. 7799) as Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 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 has been set out in the notice of Thirty-Eighth Annual General Meeting of your Company.

In accordance with the provisions of Section 148(3) 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 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 2024-25 at a remuneration of ₹2,00,000/- (Indian Rupees Two Lakhs only) as audit fee plus applicable tax(es) and re-imbursment of out-of-pocket expenses incurred in connection with the audit.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice, to ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2025.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 3 of the accompanying Notice.

The Board of Directors 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 in its meeting held on May 17, 2024 on the recommendation of Nomination and Remuneration Committee has appointed Mr. Sanjay Thapliyal (DIN 08294006) as an Additional Director of the Company with effect from May 17, 2024.

A notice under Section 160 of the Companies Act, 2013 has been received proposing the candidature of Mr. Sanjay Thapliyal as a Director of the Company.

Accordingly, in terms of the requirements of the provisions of the Companies Act, 2013 approval of the members of the Company is required for regularisation of Mr. Sanjay Thapliyal as a Director of the Company. Mr. Sanjay Thapliyal shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013.

Mr. Sanjay Thapliyal has given his consent to act as a Director and the declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Brief resume of Mr. Sanjay Thapliyal, nature of his expertise in functional areas and names of companies in which he holds Directorships and Memberships/Chairmanships of the Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the provisions of Secretarial Standard-2 and the detail of the Director are provided with the notice as Annexure-I.

Mr. Sanjay Thapliyal is not debarred from holding the office of Director pursuant to any SEBI order or any such statutory authority.

Mr. Sanjay Thapliyal is an Additional Director working as Whole-time Director and does not hold by himself, or for any other person on a beneficial basis, any shares in the Company.

Copy of the appointment letter of Mr. Sanjay Thapliyal as Director and working as Whole-time Director of the Company setting out the terms and conditions is available for inspection by members through electronic mode, basis the request being sent on corp@indorama-ind.com.

Except Mr. Sanjay Thapliyal, the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this Resolution. This Explanatory Statement may also be regarded as a disclosure under SEBI Listing Regulations with the Stock Exchanges.

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

ITEM NO. 5

The Board of Directors of the Company at its meeting held on May 17, 2024 on the recommendation of Nomination and Remuneration Committee, appointed Mr. Sanjay Thapliyal, (DIN 08294006), Additional Director as Whole-time Director of the Company, for a period of 3 (three) years with effect from May 17, 2024 to May 16, 2027, subject to approval of the members at the ensuing General Meeting of the Company.

Mr. Sanjay Thapliyal, born on February 05, 1964, is a Textile Graduate with more than 35 years of experience in Synthetic Fiber Industry manufacturing products both for Textile and Industrial applications. He has worked at senior management positions in Century Enka Limited and JBF industries Limited, respectively, handling various portfolios. His previous assignment was with Indorama Ventures in Thailand.

He has excellent hands-on experience of managing both technical and commercial functions of a manufacturing plant and was instrumental in business turnaround in companies he worked for. Mr. Sanjay Thapliyal has joined the Company as Site Head at Butibori, Nagpur with effect from May 01, 2024. He is responsible for overall plant operations.

Mr. Thapliyal does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Taking into

consideration his qualification and expertise in the relevant fields, he will be a suitable candidate for the responsibilities assigned to him by the Board of Directors.

It is considered that his association would be of immense benefit to the Company and is desirable to avail the services of Mr. Sanjay Thapliyal as Whole-time Director of the Company, with effect from May 17, 2024.

Mr. Sanjay Thapliyal does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

As recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the Members be and is hereby sought to appoint Mr. Sanjay Thapliyal, Additional Director, as Whole-time Director of the Company, together with payment of remuneration, for a period of 3 (three) years, commencing from May 17, 2024 to May 16, 2027 by way of salary, commission and perquisites and terms of appointment, as set out hereunder:

1. **Salary:** Basic ₹6,71,000/- per month;
2. **Allowances:**
 - i) **HRA:** ₹3,35,500/- per month;
 - ii) **Allowance:** ₹3,32,947/- per month;
 - iii) **Mediclaim Insurance for Self and Spouse:** As per the Company Policy; and
 - iv) **Group Personal Accident Insurance:** As per the Company Policy.

In addition to the above, Mr. Thapliyal, shall also be entitled to the following benefits forming part of his remuneration:

3. (a) **Provident Fund:** Company's Contribution towards Provident Fund shall be as per the Rules of the Company, i.e., @ 12% of the Basic Salary; and
 - (b) **Gratuity:** As per the Rules of the Company and for calculation of gratuity, the appointment date in IVL shall be considered.
4. **Reimbursement of Expenses:** Reimbursement of all entertainment, travelling, hotel and other expenses incurred by Mr. Thapliyal during the course of his employment in connection with the business of the Company;
5. **Sitting Fee:** No sitting fee shall be paid to Mr. Thapliyal for attending the meetings of Board of Directors of the Company or any Committees thereof;
6. The terms and conditions of appointment of Mr. Sanjay Thapliyal may be altered or varied from time to time by the Board of Directors on the recommendation of Nomination and Remuneration Committee in such manner as may be mutually agreed, subject to such approvals as may be required and within the applicable limits of the Companies Act, 2013;
7. The remuneration of Mr. Sanjay Thapliyal would be subject to increment as per the Company Policy and the same would be approved/ratified by the Board of Directors on the recommendation of the Nomination and Remuneration Committee;

8. **Minimum Remuneration:** In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Sanjay Thapliyal, will be entitled to the above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration in accordance with provisions of Sections 197, 198 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof read with Schedule V of the Companies Act, 2013, and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, or such other approvals as may be required.

Approval of the Member is being sought by way of Special Resolution for approving the appointment of Mr. Sanjay Thapliyal, aged about 60 years, for a period of 3 (three) years with effect from May 17, 2024 to May 16, 2027.

The draft Agreement entered into by the Company with Mr. Sanjay Thapliyal, Whole-time Director of the Company is available for inspection through electronic mode, basis the request being sent on corp@indorama-ind.com.

This may also be treated as an abstract of the terms and conditions of the Agreement between the Company and Mr. Sanjay Thapliyal when executed, and Memorandum of interest pursuant to Section 190 of the Act.

Mr. Sanjay Thapliyal, Whole-time Director of the Company, liable to retire by rotation, in terms of the Articles of Association of the Company.

None of the Directors except Mr. Sanjay Thapliyal is concerned or interested in the said Resolution.

The Board of Directors of the Company recommend passing of the Special Resolution as set out in Item No. 5 of the Notice.

The other information as required under Section II of Part II of Schedule II of the Act are given below.

Statements in terms of Schedule V of the Companies Act, 2013 relating to Remuneration payable to Managerial Personnel.

I. General Information:

1. **Nature of Industry:** The Company is engaged in the manufacturing of Polyester products, viz., Polyester Filament Yarn (PFY), Polyester Staple Fibre (PSF), Draw Texturised Yarn (DTY), Specialty Fibre and Chips.
2. **Date or expected date of commencement of commercial production:**

The Company was incorporated on April 28, 1986 as a Public Limited Company. The Company is already in operation after obtaining Certificate of Commencement of business on November 24, 1986.
3. **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable

4. **Financial performance based on given indicators:** As per the Audited Financial Results (Standalone) for the year ended March 31, 2024.

	(₹ In Crore)
Net Sales, Operating and Other Income	3,716.76
Profit before Interest, Depreciation and amortisation and Tax (EBIDTA)	1.78
Interest (Financial Exp.)	(107.24)
Profit before Depreciation and Amortisation, Foreign Exchange Fluctuation, Exceptional items and Tax (PBDT)	(105.46)
Depreciation and Amortisation	33.91
Foreign Exchange fluctuation loss/(gain)	2.29
Profit after Tax (PAT)	(141.66)

5. **Export performance and net foreign exchange earned for the year ended March 31, 2024:**

	(₹ In Crore)
FOB value of Exports	321.39
Other	-
Total	321.39

6. **Foreign Investment or Collaboration, if any:**

Nil

II. Information about appointee:

1. **Background details:-** Mr. Sanjay Thapliyal, born on February 05, 1964, is a Textile Graduate with more than 35 years of experience in Synthetic Fiber Industry manufacturing products both for Textile and Industrial applications. He has worked at senior management positions in Century Enka Limited and JBF industries Limited, respectively, handling various portfolios. His last assignment was with Indorama Ventures in Thailand.

2. **Past Remuneration:**

	(₹ In Crore)
Financial Year	Amount including Retiral Benefits
2021-22	
2022-23	Not Applicable
2023-24	

3. **Recognition or Award:**

Mr. Sanjay Thapliyal has excellent performance track record.

4. **Job Profile and his Suitability:**

The Company has polyester capacity of 6,72,000 tons per annum with completion of bottlenecks of its existing capacities with new product line set up of Bottle Grade Resin of 650 TPD and 39 Texturising Machines for value added products at its Wholly Owned Subsidiaries to diversity the product portfolio of the Company at a single location at Butibori, Nagpur. Thus, increased responsibilities of the Managerial personnel made it necessary to require foresightedness and expertise of Mr. Sanjay Thapliyal to provide greater assistance to the Management Team.

In consideration of the performance of his duties as the Whole-time Director, the Nomination and Remuneration Committee of the Company approved the appointment and

remuneration payable to Mr. Sanjay Thapliyal as Whole-time Director for a period of 3 (three) years, commencing from May 17, 2024 to May 16, 2027, under the provisions of Section 197 and Schedule V of the Companies Act, 2013, which has also been approved by the Board of Directors of the Company in its meeting held on May 17, 2024.

5. **Remuneration Proposed:** As stated in the Explanatory Statement (Item No. 5 of the Notice).

6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the aforesaid remuneration proposed to be paid is commensurate with the remuneration package paid to similar senior level counter parts in other peer Companies.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides the remuneration proposed, Mr. Sanjay Thapliyal has no other material pecuniary relationship with the Company.

III. Other Information:

1. **Reasons for inadequate profits:**

- (i) As per Section 197 of the Companies Act, 2013, the remuneration payable to anyone Managing Director; or Whole-time Director or Manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed eleven-percent of the net profits to all such directors and manager taken together.

- (ii) The net profit for the year of the Company is inadequate to comply with Section 197 of the Companies Act, 2013.

2. **Steps taken or proposed to be taken for improvement:**

With Strong technical, financial and operational support with management control by Indorama Ventures Public Company Limited (IVL), a world leader in Fibre segment, the performance and profitability of the Company is improving. However, presently passing through a difficult phase due to geopolitical tension and China dumping impact. As per the audited financial results considered and approved in the Board of Directors meeting held on May 17, 2024, the Company has recorded total Income of ₹3,716.76 Crore against ₹3,930.79 Crore in the previous year. The operational Earnings before Depreciation, Interest and Taxation (EBIDTA) are at ₹1.78 Crore as against ₹73.00 Crore last year. The Company has reported a Net Loss of ₹141.66 Crore as against Net Loss of ₹19.27 Crore in the previous year. With higher capacity utilisation, market penetration and product quality betterment, the Company is on the growth path and is expected to turnaround soon.

3. **Expected increase in productivity and profits in measurable terms:**

In view of the improving economic scenario, focus of the Government of India on Aatmanirbhar Bharat and with efforts

to enhance capacity utilisation, with improved efficiency and increased customer satisfaction, there will be substantial improvement in the productivity and financial performance.

IV. Disclosures:

The remuneration package along with the corresponding details payable to Mr. Sanjay Thapliyal has already been mentioned at the explanatory statement of this notice. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option available to the aforesaid managerial personnel and the respective tenure of the appointment shall be governed by a service contract. The Board of Directors recommends the Special Resolution set out in Item No. 5 of the Notice for approval by the members.

Except Mr. Sanjay Thapliyal, being an appointee, None of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Board commends the Special Resolution set out in Item No. 5 of the Notice for approval by the members.

ITEM NO. 6

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, vide their respective Resolution by Circulation dated June 29, 2024, appointed Mr. Ravi Capoor, (DIN 00744987), as an Additional Director (Non-Executive Independent Director) of the Company with effect from June 29, 2024, to hold office for a term of 5 (five) consecutive years with effect from June 29, 2024 to June 28, 2029.

Mr. Ravi Capoor is a Member of Indian Administrative Service (IAS - Retired) and has held various posts under the Government of India in different Ministries at the Secretary/Joint Secretary/Under Secretary Level. He has been associated with several Public Sector undertakings under the Government of India/State Governments as a director for several years and carries a versatile corporate exposure. He has also served as secretary under Ministry of Textiles, Government of India.

His association with the Company will be of immense benefit and hence being recommended to be appointed as an Independent Director.

Except Mr. Ravi Capoor being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this Resolution. This Explanatory Statement may also be regarded as a disclosure under Listing Regulations with the Stock Exchanges.

ITEM NO. 7

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

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”) approval of shareholders by way of Ordinary Resolution will be

required, for related party transaction(s) (individually or taken together with previous transactions) during a financial year, if it exceeds ten percent (10%) of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity.

The Board of Directors at its meeting held on February 08, 2024 on the recommendation of Audit Committee had approved purchase of PTA from a related party, i.e., Indorama Petrochem Limited, Thailand, for ₹1,000 Crore for the financial year 2024-25.

The Company may enter into transaction with 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 in terms of Proviso of Regulation 23(1) of SEBI LODR Regulations, 2015 for an aggregate amount not exceeding 10% of the audited annual consolidated turnover of the Company for the previous financial year. If it exceeds 10% of the consolidated turnover of the Company, then prior approval of the members by way of ordinary resolution will be required for this material related party transaction.

Pursuant to Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 as amended till 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, 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 purchase of PTA, during the financial year 2024-25.
(c)	The material terms of the contract or arrangement including the value if any	Purchase of PTA for ₹1,000 Crore 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 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
(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.

Detail(s) about Arm’s Length pricing/ordinary course of Business.

These related party transactions are in the nature of contracts under ordinary course of business at arm’s length price.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 7, except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommend passing of the Ordinary Resolution as set out in Item No. 7 of the Notice.

ITEM NO. 8

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

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation") approval of shareholders by way of Ordinary Resolution will be required, for related party transaction(s) (individually or taken together with previous transactions) during a financial year, if it exceeds ten percent (10%) of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity.

The Board of Directors at its meeting held on February 08, 2024 on the recommendation of Audit Committee had approved purchase of PTA from a related party, i.e., TPT Petrochemicals Public Co. Limited, Thailand, for ₹500 Crore for the financial year 2024-25.

The Company may enter into transaction with 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 in terms of Proviso of Regulation 23(1) of SEBI LODR Regulations, 2015 for an aggregate amount not exceeding 10% of the audited annual consolidated turnover of the Company for the previous financial year. If it exceeds 10% of the consolidated turnover of the Company, then prior approval of the members by way of ordinary resolution will be required for this material related party transaction.

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

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

Place: Gurugram

Date: August 09, 2024

Sl. No.	Description	Details
(a)	The Name of the Related Party and Nature of Relationship	TPT Petrochemicals Public Co. Limited, Thailand 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 purchase of PTA, during the financial year 2024-25.
(c)	The material terms of the contract or arrangement including the value if any	Purchase of PTA for ₹500 Crore from TPT Petrochemicals Public Co. 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 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
(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.

Detail(s) about Arm's Length pricing/ordinary course of Business.

These related party transactions are in the nature of contracts under ordinary course of business at arm's length price.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 8, except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommend passing of the **Ordinary Resolution** as set out in Item No. 8 of the Notice.

By Order of the Board

Manish Kumar Rai

Company Secretary
(ACS No. 17173)

Annexure - I to the Notice

Details of Directors seeking appointment/re-appointment at the Thirty-Eighth 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. Vishal Lohia, Whole-time Director:

Name of Director	Mr. Vishal Lohia
Father's Name	Shri Om Prakash Lohia
Directors Identification Number (DIN)	00206458
Age and Date of Birth	46, September 28, 1977
Date of First Appointment	April 16, 2002
Experience/expertise in specific functional area	<p>Mr. Vishal Lohia is one of the Promoter and Whole-time Director of the Company. He was appointed as Whole-time Director with effect from June 28, 2002 and held office upto October 20, 2004. He was again appointed as Whole-time Director on April 1, 2007 and has been continuing as such since then. Mr. Vishal Lohia has been looking after operations of the Company besides handling such other responsibilities as are assigned by the Board of Directors from time to time.</p> <p>He possesses around 22 years of experience in the various Industry forums taking up the cause and concerns of Polyester Industry on economic and trade issues.</p> <p>Mr. Vishal Lohia has paced himself with thorough grooming on the job at Indo Rama Synthetics (India) Limited, a leading Manufacturer and Exporter of Polyester products in India. He has been taking on increasing responsibilities, driving the initiatives at Indo Rama to strategically position it as a leading player on the global industrial map.</p>
Qualification	Bachelor's Degree in finance and Economics from Bryant College, Rhode Island, USA.
Directorship/Chairman/CEO held in other Companies	Indo Rama Retail Holdings Private Limited Garce Ventures (Private) Limited Grace Ventures International Private Limited Indorama Sustainable Polymers (India) Private Limited; and Indorama Sustainable Polyester Yarns Private Limited.
Chairman/Member of the Committee of the Board of Directors of the Company, i.e., Indo Rama Synthetics (India) Limited	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 and Sustainability Reporting Committee- Member
Chairman/Member of the Committee of the Board of Directors of other Company in which he is Director	Nil
Shareholding (including shareholding as a beneficial owner) in Indo Rama Synthetics (India) Limited	Own : 11,37,896 For other person as beneficial basis : Nil
No. of Board Meeting attended during the financial year 2023-24	4 (Four)
Relationship of the Director, Manager and other KMP of the Company	He is son of Shri Om Prakash Lohia, Chairman and Managing Director of the Company.
Listed entities from which the director has resigned in the past 3 years	Nil
Terms and conditions of appointment/re-appointment	As a Whole-time Director liable to retire by rotation.
Details of Remuneration last drawn (2023-24)	₹1.92 Crore

ITEM NOS. 4 & 5

Mr. Sanjay Thapliyal, Whole-time Director:

Name of Director	Mr. Sanjay Thapliyal
Father's Name	Shri Dhaniram Thapliyal
Directors Identification Number (DIN)	08294006
Age and Date of Birth	60, February 05, 1964
Date of First Appointment	May 1, 2024

Experience/expertise in specific functional area	Mr. Sanjay Thapliyal is having more than 38 years of experience in Synthetic Fiber Industry manufacturing products both for textile and Industrial applications. He possesses rich experience in global polyester and Polyamide 6 manufacturing business operations and has worked in Century Enka limited, JBF industries Limited and Indorama Polyester Industries, Thailand prior to Joining IRSL.
Qualification	Mr. Sanjay Thapliyal had completed his Bachelor of Textiles from Govt. Central Textile Institute, Kanpur in 1986 and one year Executive Development Programme from IIM Calcutta in 2008.
Directorship/Chairman/CEO held in other Companies	Nil
Chairman/Member of the Committee of the Board of Directors of the Company, i.e., Indo Rama Synthetics (India) Limited	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 and Sustainability Reporting Committee - Member
Chairman/Member of the Committee of the Board of Directors of other Company in which he is Director	Nil
Shareholding (including shareholding as a beneficial owner) in Indo Rama Synthetics (India) Limited	Own : Nil For other person as beneficial basis : Nil
No. of Board Meeting attended during the financial year 2023-24	Nil
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
Terms and conditions of appointment/re-appointment	Whole-time Director liable to retire by rotation.
Details of Remuneration last drawn (2023-24)	Nil

ITEM NO. 6

Mr. Ravi Capoor, Independent Director

Name of Director	Mr. Ravi Capoor
Father's Name	Shri Vireshwar Nath Capoor
Directors Identification Number (DIN)	00744987
Age and Date of Birth	64, December 12, 1960
Date of First Appointment	June 29, 2024
Experience/expertise in specific functional area	Mr. Ravi Capoor is a Retired IAS and has worked as Secretary/Joint Secretary in various Ministries and has also served on the Board of PSUs as a Director.
Qualification	Commerce Graduate from Allahabad University. MBA from Allahabad University M. Phil from National Defense College Executive Education from IIM Ahmedabad, IIM Bangalore, National Defense College & Kennedy School, Harvard University
Directorship/Chairman/CEO held in other Companies	Nil
Chairman/Member of the Committee of the Board of Directors of the Company, i.e., Indo Rama Synthetics (India) Limited	Nil
Chairman/Member of the Committee of the Board of Directors of other Company in which he is Director	Nil
Shareholding (including shareholding as a beneficial owner) in Indo Rama Synthetics (India) Limited	Nil
No. of Board Meeting attended during the financial year 2023-24	Nil
Relationship of the Director, Manager and other KMP of the Company	NA
Listed entities from which the director has resigned in the past 3 years	Nil
Terms and conditions of appointment/re-appointment	As an Independent Director not liable to retire by rotation.
Details of Remuneration last drawn (2023-24)	Nil