

IRSL: STEXCH: 2025-26:  
1<sup>st</sup> July 2025

Corporate Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra - Kurla Complex,  
Bandra (E), Mumbai - 400 051.  
Thru.: **NEAPS**  
Stock Code NSE: **INDORAMA**

Corporate Relations Department  
**BSE Limited**  
Floor 25, P. J. Towers,  
Dalal Street,  
Mumbai - 400 001.  
Thru.: **BSE Listing Centre**  
Stock Code BSE: **500207**

**ISIN: INE156A01020**

**Indo Rama Synthetics (India) Limited - CIN L17124MH1986PLC166615**

**Sub.: Regulations 30 – Submission of Notice of the 39<sup>th</sup> Annual General Meeting**

Dear Sir/Madam,

This is furtherance to our letter dated 1<sup>st</sup> July 2025, please find herewith a Notice of the ensuing 39<sup>th</sup> Annual General Meeting (AGM) of the Company, scheduled to be held on Wednesday, 23<sup>rd</sup> July 2025 at 11:30 AM IST, through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

Brief details of the 39<sup>th</sup> AGM of the Company are as below:

Date and Time of AGM	Wednesday, 23 <sup>rd</sup> July 2025, 11:30 AM IST
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
Cut-off Date for e-Voting	Wednesday, 16 <sup>th</sup> July 2025
Book Closure	From Thursday, 17 <sup>th</sup> July 2025 to Wednesday, 23 <sup>rd</sup> July 2025 (both days inclusive)
Remote e-Voting start date and time	Saturday, 19 <sup>th</sup> July 2025, 9:00 AM IST
Remote e-Voting end date and time	Tuesday, 22 <sup>nd</sup> July 2025, 5:00 PM IST
e-Voting Website	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>

The said Notice is also placed on the Company's website, <http://www.indoramaindia.com/agm-notice.php>.

You are requested to kindly take the same on record.

Yours faithfully,  
for **Indo Rama Synthetics (India) Limited**  
**MANISH KUMAR RAI**  
Digitally signed by MANISH KUMAR RAI  
DN: cn=MANISH KUMAR RAI, o=IN, ou=Personal, email=manishk.ra@indorama-ind.com  
Date: 2025.07.01 17:01:07 +05'30'  
**Manish Kumar Rai**  
**Company Secretary and Compliance Officer**



Encl.: As above

**INDO RAMA SYNTHETICS (INDIA) LTD.**

**INDO RAMA SYNTHETICS (INDIA) LIMITED**

CIN: L17124MH1986PLC166615

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

Tel.: 07104-663000/01 | Email: [corp@indorama-ind.com](mailto:corp@indorama-ind.com) | Website: [www.indoramaindia.com](http://www.indoramaindia.com)**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Thirty-Ninth Annual General Meeting of the Members of Indo Rama Synthetics (India) Limited will be held on Wednesday, 23<sup>rd</sup> day of July 2025, 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 of the Company, for the financial year ended March 31, 2025****To receive, consider and adopt:**

- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, 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, 2025, together with the Auditors' Report thereon.

**2. To re-appoint a director in place of Mr. Dilip Kumar Agarwal, who retires by rotation at this meeting and being eligible, offers himself for re-appointment**

To appoint a director in place of Mr. Dilip Kumar Agarwal, (DIN 03487162), 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. Dilip Kumar Agarwal, (DIN 03487162), 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. To appoint M/s S S Kothari Mehta & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company, to fill up the casual vacancy caused due to the resignation of M/s Walker Chandiook & Co. LLP, Statutory Auditors of the Company**

To confirm the appointment of M/s S S Kothari Mehta & Co. LLP, (Firm Registration No.: 000756N/N500441), Chartered Accountants, as Statutory Auditors of the Company, to fill up the casual vacancy caused due to the resignation of M/s Walker Chandiook & Co. LLP, to hold the office of Statutory Auditors till the conclusion of the ensuing 39<sup>th</sup> Annual General Meeting and in this regard pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139(8), 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and basis the recommendation of the Audit Committee and approved by the Board of Directors, the consent of the Members of the Company be and is hereby accorded to appoint M/s S S Kothari Mehta & Co. LLP, (Firm Registration No. 000756N/N500441), Chartered Accountants, as Statutory Auditors of the Company,

to fill up the casual vacancy caused due to the resignation of M/s Walker Chandiook & Co. LLP, Statutory Auditors, Chartered Accountants, (Firm Registration No. 001076N/N500013) and to hold office from May 14, 2025 until the conclusion of the ensuing Annual General Meeting at the remuneration as determined by the Board;

**RESOLVED FURTHER THAT** 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."

**4. To appoint M/s S S Kothari Mehta & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company**

To confirm the appointment of M/s S S Kothari Mehta & Co. LLP, (Firm Registration No.: 000756N/N500441), Chartered Accountants, as Statutory Auditors of the Company, for a term of 5 (five) consecutive years and in this regard pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139(8), 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) read with relevant rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time, and in accordance with all the relevant circulars issued by SEBI in this regard, and basis the recommendation of the Audit Committee and approved by the Board of Directors, the consent of the Members of the Company be and is hereby accorded to appoint M/s S S Kothari Mehta & Co. LLP, Chartered Accountants, (Firm Registration No. 000756N/N500441) as Statutory Auditors of the Company, to hold office for a period of 5 (five) years from the conclusion of the 39<sup>th</sup> Annual General Meeting till the conclusion of the 44<sup>th</sup> Annual General Meeting of the Company to be held in the year 2030, on such remuneration plus taxes and re-imbursalment of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be agreed upon between the Board of Directors and Statutory Auditors;

**RESOLVED FURTHER THAT** 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."

**5. To appoint CS Jaya Yadav, M/s Jaya Yadav & Associates, as Secretarial Auditor of the Company**

To confirm the appointment of CS Jaya Yadav, M/s Jaya Yadav & Associates, as Secretarial Auditor of the Company, for a term of 5 (five) consecutive years and in this regard pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rules made thereunder (“Act”), Regulation 24A of the Securities and Exchange Board of India (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 and subject to all the applicable laws, regulations, notifications, circulars issued in this behalf from time-to-time, and basis the recommendation of the Audit Committee and approved by the Board of Directors, the consent of the Members of the Company be and is hereby accorded to appoint CS Jaya Yadav, M/s Jaya Yadav & Associates, Company Secretaries, holding Certificate of Practice No. 12070 and having Membership No. FCS 10822 of the Institute of Company Secretaries of India, Peer Review No. 1539/2021, as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years, to hold office from the conclusion of this 39<sup>th</sup> Annual General Meeting (“AGM”) till the conclusion of 44<sup>th</sup> AGM of the Company to be held in the financial year 2030, to perform the secretarial audit from FY 2025-26 to FY 2029-30, on such remuneration for the purpose of audit, as may be approved by the Audit Committee/ Board of Directors of the Company;

**RESOLVED FURTHER THAT** 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.”

#### **6. 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, 2026, 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), and basis the recommendation of the Audit Committee and the Board of Directors, the 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, 2026, 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/- (Rupees Two Lakhs only), per annum, plus applicable taxes and re-imbursment of pocket expenses incurred in connection with audit;

**RESOLVED FURTHER THAT** 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](mailto:corp@indorama-ind.com)  
Website: [www.indoramaindia.com](http://www.indoramaindia.com)  
Tel.: 07104-663000/01

Place: Gurugram  
Date: May 13, 2025

**Manish Kumar Rai**  
Company Secretary  
(ACS No. 17173)



### 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-Ninth Annual General Meeting ("AGM") is annexed hereto.
2. General instructions for accessing and participating in the Thirty-Ninth 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 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 01/2022 dated May 5, 2022, 10/2022 dated December, 28, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (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 3, 2022, SEBI/HO/CFD/PoD- 2/P/ CIR/2023/4 dated January 5, 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-Ninth 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 Members (i.e., Members 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-Ninth 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](mailto:corp@indorama-ind.com) till 4:00 PM IST on Friday, July 18, 2025.
- (ii) Members who would like to ask questions during the Thirty-Ninth 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](mailto:corp@indorama-ind.com) latest by 4:00 PM IST on Friday, July 18, 2025.
- 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 the 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 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-Ninth 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-Ninth AGM of the Company.
- c) In line with the MCA Circulars and SEBI Circulars, the Notice of the Thirty-Ninth AGM of the Company has been uploaded on the Company's website, [www.indoramaindia.com](http://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](http://www.nseindia.com), BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) and NSDL (Agency for providing the Remote e-Voting facility) at [www.evoting.nsd.com](http://www.evoting.nsd.com).
- d) Since the Thirty-Ninth 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-Ninth AGM through VC/OAVM facility, and e-Voting during the Thirty-Ninth 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-Ninth AGM and facility for those Members participating in the said AGM to cast vote through e-Voting system during the Thirty-Ninth 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-Ninth 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 Sections 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 5, 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 the same. Accordingly, the Annual Report of the Company for the financial year ended March 31, 2025, including therein the Audited Financial Statements for the financial year 2024-25, 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-Ninth AGM of the Company along with the Annual Report for the financial year 2024-25 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](mailto: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. Pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, as amended, the Company shall send a letter providing the web-link, including the exact path, where complete details of the Annual Report are available, to those Members, who have not registered their Email IDs with the Company/RTA or Depositories. The Company shall send the physical copy of the Annual Report 2024-25 only to those Members who specifically request for the same at [corp@indorama-ind.com](mailto:corp@indorama-ind.com).

6. The Notice of the Thirty-Ninth AGM of the Company and the Annual Report for the financial year 2024-25, inter-alia, indicating the process and manner of e-Voting will be available on the Company’s website at [www.indoramaindia.com](http://www.indoramaindia.com), the websites of the Stock Exchanges, viz.; NSE at [www.nseindia.com](http://www.nseindia.com) and BSE at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://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 2024-25 in electronic mode in the “Investor Relations” segment on the Company’s website, [www.indoramaindia.com](http://www.indoramaindia.com).

7. 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.

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

9. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, July 17, 2025, to Wednesday, July 23, 2025 (both days inclusive) for annual closing.

10. 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](mailto:helpdeskdelhi@mcsregistrars.com) or the Company’s email address at [corp@indorama-ind.com](mailto: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.

11. 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.
12. 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](mailto:helpdeskdelhi@mcsregistrars.com) or to the Company's email address at [corp@indorama-ind.com](mailto: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/-. The 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%.
13. 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.
14. 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 dividend(s) 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 dividend(s) are requested to write to the Company.
15. 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. Accordingly, the Company had already transferred unpaid and unclaimed dividend amounts pertaining to the dividend up to the financial year 2015-16 to the IEPF Authority, from time-to-time. The Company has not declared any dividend for the financial year 2016-17 onwards, therefore, there is no requirement to transfer any unpaid unclaimed dividend post March 31, 2023.
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 the 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 already 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.  
  
The Members/claimants whose shares or unclaimed dividend, have been transferred to the IEPF Authority, as the case may be, may claim the shares/unclaimed dividend 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.mca.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.
19. Dividend and corresponding shares, as stated in Points 15 and 18 above, once transferred to the IEPF Account by the Company, may be claimed only from the IEPF Authority by following the procedure prescribed under 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.
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. In view of these requirements and to eliminate 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 dematerialized form. The Company has sent individual letters to all the Members holding shares in the Company in physical form to furnish 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 the Members as on June 20, 2024.

21. 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. The 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](http://www.indoramaindia.com). Members holding shares in electronic form and wish to update their PAN, KYC, Bank details and Nomination are requested to contact their Depository Participant(s) and to RTA of the Company, in case the shares are held in physical form.
22. 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.
23. 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, the Members are advised to dematerialize shares, if held by them in physical form.
24. The 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 and Client Master List (CML) for consolidating their holdings in one folio to the Company or RTA. A consolidated "Letter of Confirmation" will be returned to such members after making requisite changes thereon.
25. 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.
26. 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-Ninth 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](http://www.indoramaindia.com).
27. During the Thirty-Ninth AGM, the 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](mailto:corp@indorama-ind.com).

28. To prevent fraudulent transactions, the 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. The 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.
29. The 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, as Annexure - I, forms an integral part of the Notice. The requisite declarations have been received from the Director seeking re-appointment.

### **30. 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, July 19, 2025, at 9:00 AM IST, and ends on Tuesday, July 22, 2025, 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, July 16, 2025, 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, Wednesday, July 16, 2025.

A person who is not the Member on the Cut-off date should treat this Notice of the Thirty-Ninth 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"> <li>Existing IDeAS users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, an option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for a seamless voting experience.</li> </ol>

NSDL Mobile App is available on

App Store
 Google Play



Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username and password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, users 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.</li> </ol>
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	<p>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 &amp; voting during the meeting.</p>

**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 above- mentioned 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:
  - 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’?
    - 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.
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](http://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](http://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.com](mailto:evoting@nsdl.com) 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 [jayavadav@whitespan.in](mailto:jayavadav@whitespan.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://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.com](mailto:evoting@nsdl.com).

#### 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](mailto: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](mailto: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.
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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. 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:**

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 (FCS 10822, CP 12070), Practicing Company Secretary, a Member of the Institute of Company Secretaries of India 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-Ninth 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-Ninth 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-Ninth AGM of the Company.
  - (iv) The Scrutinizer shall after the conclusion of e-Voting at the Thirty-Ninth 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-Ninth AGM. The results declared along with the Scrutinizer’s Report will be available on the Company’s website, [www.indoramaindia.com](http://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](mailto:corp@indorama-ind.com), at the latest by Friday, July 18, 2025 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. 03

Pursuant to the provisions of Sections 139(8), 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the Company had received a letter of resignation from M/s Walker Chandiook & Co. LLP, Chartered Accountants, (Firm Registration No. 001076N/ N500013), Statutory Auditors of the Company, showing their inability to continue as the Statutory Auditors, for the remaining term of their tenure.

On the recommendation of the Audit Committee, the Board of Directors has accepted a resignation letter dated May 13, 2025, from the position of Statutory Auditors of the Company, subject to the approval of the Members at the ensuing 39<sup>th</sup> Annual General Meeting of the Company.

The Company had also received a letter of consent dated May 13, 2025, from M/s S S Kothari Mehta & Co. LLP, Chartered Accountants, (Firm Registration No. 000756N/N500441), regarding their eligibility to be appointed as Statutory Auditors of the Company. The Auditors shall hold the office of Statutory Auditors to fill up the casual vacancy caused due to the resignation of M/s Walker Chandiook & Co. LLP, Statutory Auditors, from May 14, 2025, until the conclusion of the ensuing 39<sup>th</sup> Annual General Meeting, at the remuneration as may be decided by the Board.

M/s S S Kothari Mehta & Co. LLP, Chartered Accountants, has over 6 decades of standing with multi-industry experience. The firm has India wide presence with offices in 4 regions of India, i.e., Delhi, Mumbai, Kolkata and Chandigarh. The firm has large, medium and MNCs as clients across industry, i.e., cement, power, engineering, textile, sugar, construction, IT, banking and financial sector. The firm is acting as auditors to various companies listed on the Stock Exchanges and are also associated in their professional capacity with several regulatory agencies.

Accordingly, the consent of the Members is sought to pass an Ordinary Resolution as set out at Item No. 03 of the Notice, the appointment of M/s S S Kothari Mehta & Co. LLP as Statutory Auditors of the Company, to fill up the casual vacancy caused due to the resignation of M/s Walker Chandiook & Co. LLP, Statutory Auditors, from May 14, 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. 03 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 03 of the Notice for approval by the Members.

### ITEM NO. 04

The Members of the Company at its 37<sup>th</sup> Annual General Meeting ("AGM") held on July 27, 2023 had appointed M/s Walker Chandiook & Co. LLP, Chartered Accountants, (Firm Registration No. 001076N/ N500013), as the Statutory Auditor of the Company for a second term for a period of 5 (five) years to hold office from the conclusion of the 37<sup>th</sup> AGM till the conclusion of 42<sup>nd</sup> AGM of the Company.

Pursuant to the provisions of Sections 139(8), 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) read with relevant rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time-to-time, and in accordance with all the relevant circulars issued by SEBI, the Company had received a letter of consent from M/s S S Kothari Mehta & Co. LLP, Chartered Accountants, (Firm Registration No. 000756N/ N500441), regarding their eligibility to be appointed as Statutory Auditors of the Company.

On the recommendation of the Audit Committee, the Board of Directors has accepted the appointment of M/s S S Kothari Mehta & Co. LLP as Statutory Auditors of the Company, subject to the approval of the Members at the ensuing 39<sup>th</sup> Annual General Meeting of the Company.

M/s S S Kothari Mehta & Co. LLP as Statutory Auditors of the Company shall hold office for a period of 5 (five) years from the conclusion of the ensuing 39<sup>th</sup> Annual General Meeting till the conclusion of the 44<sup>th</sup> Annual General Meeting of the Company to be held in the year 2030, at a remuneration of ₹18,50,000/- (Rupees Eighteen Lakhs and Fifty Thousand only) as Audit Fee including Limited Review Report and out-of-pocket expenses on actuals plus applicable taxes and as may be modified by the Board from time-to-time.

M/s S S Kothari Mehta & Co. LLP, Chartered Accountants, has over 6 decades of standing with multi-industry experience. The firm has India wide presence with offices in 4 regions of India, i.e., Delhi, Mumbai, Kolkata and Chandigarh. The firm has large, medium and MNCs as clients across industry, i.e., cement, power, engineering, textile, sugar, construction, IT, banking and financial sector. The firm is acting as auditors to various companies listed on the Stock Exchanges and are also associated in their professional capacity with several regulatory agencies.

Accordingly, the consent of the Members is sought to pass an Ordinary Resolution as set out at Item No. 04 of the Notice, the appointment of M/s S S Kothari Mehta & Co. LLP as Statutory Auditors of the Company to hold office for a period of 5 (five) years, from the conclusion of the ensuing 39<sup>th</sup> Annual General Meeting till the conclusion of the 44<sup>th</sup> Annual General Meeting of the Company to be held in the year 2030.

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. 04 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 04 of the Notice for approval by the Members.

#### **ITEM NO. 05**

The provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 mandate that every listed Company and certain other prescribed companies shall annex a Secretarial Audit Report to the Board's Report, which shall be issued by a Practicing Company Secretary (PCS).

Additionally, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") requires listed entities to undertake Secretarial Audit by peer reviewed Secretarial Auditors. The recent amendments to Regulation 24A, effective from April 1, 2025, inter-alia, requires that the appointment of Secretarial Auditor shall be for a term of 5 (five) consecutive years.

In compliance with these provisions, on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 13, 2025, recommended the appointment of CS Jaya Yadav, M/s Jaya Yadav & Associates, Company Secretaries, holding Certificate of Practice No. 12070 and having Membership No. FCS 10822 of the Institute of Company Secretaries of India, a peer reviewed firm (Peer Review No. 1539/2021).

CS Jaya Yadav, M/s Jaya Yadav & Associates, Company Secretaries, based at Gurugram, having rich and varied experience of more than 12 years of experience in handling legal, secretarial, and regulatory work, India Entry Services, Assurance practice and multinational organization in India and UK. CS Jaya is a member of IC of various Corporates, Professional Director, editorial board of WINS, co-author of book on Insolvency and Bankruptcy Code, 2016. Jaya specializes in Secretarial Audit, Compliance Audit, Certification, Corporate Transaction Advisory, Statutory Registrations, approvals, and handling matters under POSH.

The Audit Committee and Board, after evaluating the credentials and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., has recommended the appointment of CS Jaya Yadav, M/s Jaya Yadav & Associates, Company Secretaries, as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years, subject to the approval of the Members at the ensuing 39<sup>th</sup> Annual General Meeting of the Company, on such remuneration, as may be decided by the Board and subject to modification from time-to-time.

Accordingly, the consent of the Members is sought to pass an Ordinary Resolution as set out at Item No. 05 of the Notice, the appointment of CS Jaya Yadav, M/s Jaya Yadav & Associates, Company Secretaries, as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years.

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. 05 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 05 of the Notice for approval by the Members.

#### **ITEM NO. 06**

The Board of Directors, based on the recommendation of the Audit Committee at its meeting held on May 13, 2025 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, 2026, 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-Ninth 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 2025-26, at a remuneration of ₹2,00,000/- (Rupees Two Lakhs only) as audit fee plus applicable taxes and re-imbursment of out-of-pocket expenses incurred in connection with the audit.

Mr. R. Krishnan, Cost Accountant, possesses more than 20 years of work experience in senior Managerial Cadres Finance and Auditing, Secretarial in Engineering, Steel, Textiles, Sugar, Paper, Jute, Cement, Information Technology, Electrical & Electronic Industries, Pharmaceutical, Food Processing. He holds a Master of Business Administration in Marketing and has been Associate Member of the Institute of Cost Accountants of India and Associate Member of Institute of Company Secretaries of India. He also has expertise in Cost Audit, Financial Planning and MIS reporting, Cost and Management Accounting, ERP Systems and Secretarial Audit.

Accordingly, the consent of the Members is sought to pass an Ordinary Resolution as set out at Item No. 06 of the Notice, to ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026.

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. 06 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 06 of the Notice for approval by the Members.

#### **By Order of the Board**

##### **Registered Office:**

A-31, MIDC Industrial Area  
Butibori, Nagpur- 441122, Maharashtra  
CIN: L17124MH1986PLC166615  
E-mail: [corp@indorama-ind.com](mailto:corp@indorama-ind.com)  
Website: [www.indoramaindia.com](http://www.indoramaindia.com)  
Tel.: 07104-663000/01

Place: Gurugram  
Date: May 13, 2025

**Manish Kumar Rai**  
Company Secretary  
(ACS No. 17173)

# Annexure - I to the Notice

## The details of Director seeking appointment/re-appointment at the Thirty-Ninth 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. 02

#### Mr. Dilip Kumar Agarwal, Non-Executive Non-Independent Director:

Name of Director	Mr. Dilip Kumar Agarwal
Father's Name	Shri Ram Chandra Agarwal
Directors Identification Number (DIN)	03487162
Age and Date of Birth	68, February 10, 1957
Date of First Appointment	January 20, 2021
Experience/expertise in specific functional area	Mr. Dilip Kumar Agarwal possesses more than 34 years of extensive experience in the fields of Fibers, Polyester, Yarns and PET business.
Qualification	<ul style="list-style-type: none"> <li>• Bachelor of Science, from University of Udaipur, Rajasthan;</li> <li>• Chartered Accountant, from the Institute of Chartered Accountants of India;</li> <li>• Cost Accountant, from Institute of Cost &amp; Management Accountants of India; and</li> <li>• Company Secretary, from the Institute of Company Secretaries of India.</li> </ul>
Directorship/Chairman/ CEO held in other Companies	<ol style="list-style-type: none"> <li>1) Alphapet, Inc., USA</li> <li>2) Asia Pet (Thailand) Limited, Thailand</li> <li>3) Auriga Polymers Inc., USA</li> <li>4) Avgol Industries 1953 Ltd.</li> <li>5) Huvis Indorama Advanced Materials, LLC, USA</li> <li>6) Indorama Loop Technologies LLC, USA</li> <li>7) Indorama Petrochem Limited, Thailand</li> <li>8) Indorama Polymers Public Company Limited, Thailand</li> <li>9) Indorama Polymers Workington Limited, the United Kingdom</li> <li>10) Indorama Ventures Alphapet Holdings, Inc, USA</li> <li>11) Indorama Ventures Adana Pet Sanayi Anonim Şirketi, Turkey</li> <li>12) Indorama Ventures Corlu Pet Sanayi Anonim Şirketi, Turkey</li> <li>13) Indorama Ventures Corpus Christi Holding LLC, USA</li> <li>14) Indorama Ventures Ecomex, S. De R.L. De C.V., Mexico</li> <li>15) Indorama Ventures Exporter Inc., USA</li> <li>16) Indorama Ventures Gestion Inc., Canada</li> <li>17) Indorama Ventures Global Services Limited, Thailand</li> <li>18) Indorama Ventures Holdings Corporation, USA</li> <li>19) Indorama Ventures Northern Investments Inc., Canada</li> <li>20) Indorama Ventures Olefins LLC, USA</li> <li>21) Indorama Ventures Oxides Australia PTY Ltd, Australia</li> <li>22) Indorama Ventures Oxides International LLC, USA</li> <li>23) Indorama Ventures Oxides LLC, USA</li> <li>24) Indorama Ventures (Oxide &amp; Glycols) LLC, USA</li> <li>25) Indorama Ventures Poland Sp. Z O.O., Poland</li> <li>26) Indorama Ventures Polimeros S.A., Brazil</li> <li>27) Indorama Ventures Polycom, S. De R.L. De C.V., Mexico</li> <li>28) Indorama Ventures Polymers Mexico, S. De R.L. De C.V., Mexico</li> <li>29) Indorama Ventures Propylene Oxides LLC, USA</li> <li>30) Indorama Ventures Public Company Limited, Thailand</li> <li>31) Indorama Ventures Recycling Poland Sp. Z.o.o.</li> <li>32) Indorama Ventures Sustainable Solutions Fontana, INC., USA</li> <li>33) Indorama Ventures Sustainable Solutions LLC, USA</li> <li>34) Indorama Ventures Sustainable Recycling LLC, USA</li> <li>35) Indorama Ventures Xylenes &amp; PTA LLC, USA</li> <li>36) IVL Dhunseri Polyester Company S.A.E., Egypt</li> <li>37) IVL Dhunseri Petrochem Industries Private Limited, India</li> <li>38) IVL Holding, S. De R.L. De C.V., Mexico</li> <li>39) Oxiteno S.A. Indústria e Comércio, Brazil</li> <li>40) Oxiteno USA LLC</li> <li>41) Petform (Thailand) Limited, Thailand</li> <li>42) PT. Indorama Polyester Industries Indonesia, Indonesia</li> <li>43) Starpet Inc., USA</li> <li>44) TPT Petrochemicals Public Company Limited, Thailand</li> <li>45) UAB Indorama Holdings Europe, Lithuania</li> <li>46) UAB Indorama Polymers Europe, Lithuania</li> <li>47) UAB Orion Global Pet, Lithuania</li> <li>48) Valor Petrochemicals Limited, India</li> </ol>

Chairman/Member of the Committee of the Board of Directors of the Company, i.e., (Indo Rama Synthetics (India) Limited)	<ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee- Member</li> <li>• Stakeholders Relationship Committee- Member</li> <li>• Share Allotment and Transfer Committee- Member</li> <li>• Banking and Finance Committee- Member</li> <li>• Corporate Social Responsibility Committee- Member</li> <li>• Risk Management Committee- Member</li> </ul>
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 on a beneficial basis : Nil
No. of Board Meeting attended during the financial year 2024-25	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	Non-Executive Non-Independent Director, liable to retire by rotation.
Details of Remuneration last drawn (2024-25)	Not Applicable