

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30<sup>TH</sup> JUNE 2024**

<b>General information about Company</b>	
Scrip code	500207
NSE Symbol	INDORAMA
MSEI Symbol	NOTLISTED
ISIN	INE156A01020
Name of the entity	INDO RAMA SYNTHETICS (INDIA) LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	30-06-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of Board of Directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Om Prakash Lohia	AACPL0089N	00206807	Executive Director	Chairperson	MD	26-05-1949
2	Mr	Vishal Lohia	AABPL5213F	00206458	Executive Director	Not Applicable		28-09-1977
3	Mr	Suman Jyoti Khaitan	AERPK7259Q	00023370	Non-Executive - Independent Director	Not Applicable		09-02-1959
4	Mrs	Ranjana Agarwal	AAFPA1896D	03340032	Non-Executive - Independent Director	Not Applicable		25-11-1956
5	Mr	Dhanendra Kumar	ABBPK3874G	05019411	Non-Executive - Independent Director	Not Applicable		06-06-1946
6	Mr	Hemant Balkrishna Bal	ABNPB4556E	08818797	Executive Director	Not Applicable		07-10-1958
7	Mr	Dilip Kumar Agarwal	AJIPA7771R	03487162	Non-Executive - Non Independent Director	Not Applicable		10-02-1957
8	Mr	Dharpal Agarwal	AAEPA8986H	00084105	Non-Executive - Independent Director	Not Applicable		24-08-1950
9	Mr	Sanjay Thapliyal	ABAPT8409R	08294006	Executive Director	Not Applicable		05-02-1964
10	Mr	Ravi Capoor	ABOPC7300A	00744987	Non-Executive - Independent Director	Not Applicable		23-12-1960

## I. Composition of Board of Directors

### Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active

## I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		28-04-1986	26-12-2022		36	2	1	1	0			
2	NA		16-04-2002	01-04-2022		36	1	0	2	0			
3	No		30-01-2013	15-05-2019	19-05-2024	60	2	2	3	1	Tenure Completion		
4	No		18-05-2015	18-05-2020		60	5	5	6	1			
5	Yes	28-08-2020	14-02-2020	14-02-2020		60	2	2	2	2			
6	NA		30-10-2020	30-10-2022	31-05-2024	36	1	0	2	0	Others		
7	No		20-01-2021	20-01-2021			1	0	1	0			
8	No		25-11-2021	25-11-2021		60	4	4	1	0			
9	NA		17-05-2024	17-05-2024		36	1	1	2	0			
10	No		29-06-2024	29-06-2024		60	1	1	0	0			

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05019411	Dhanendra Kumar	Non-Executive - Independent Director	Chairperson	14-02-2020		
2	00206458	Vishal Lohia	Executive Director	Member	28-01-2009		
3	00023370	Suman Jyoti Khaitan	Non-Executive - Independent Director	Member	13-11-2013	17-05-2024	
4	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		
5	08818797	Hemant Balkrishna Bal	Executive Director	Member	30-10-2020	17-05-2024	
6	00084105	Dharmpal Agarwal	Non-Executive - Independent Director	Member	25-11-2021		
7	08294006	Sanjay Thapliyal	Executive Director	Member	17-05-2024		
8	00744987	Ravi Capoor	Non-Executive - Independent Director	Member	29-06-2024		

<b>Nomination and Remuneration Committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00023370	Suman Jyoti Khaitan	Non-Executive - Independent Director	Chairperson	13-11-2013	17-05-2024	
2	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		
3	05019411	Dhanendra Kumar	Non-Executive - Independent Director	Member	14-02-2020		
4	03487162	Dilip Kumar Agarwal	Non-Executive - Non Independent Director	Member	20-01-2021		
5	00084105	Dharpal Agarwal	Non-Executive - Independent Director	Chairperson	17-05-2024		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05019411	Dhanendra Kumar	Non-Executive - Independent Director	Chairperson	14-02-2020		
2	00206807	Om Prakash Lohia	Executive Director	Member	24-10-2001		
3	00206458	Vishal Lohia	Executive Director	Member	28-01-2009		
4	08818797	Hemant Balkrishna Bal	Executive Director	Member	30-10-2020	17-05-2024	
5	03487162	Dilip Kumar Agarwal	Non-Executive - Non Independent Director	Member	20-01-2021		
6	08294006	Sanjay Thapliyal	Executive Director	Member	17-05-2024		

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00206807	Om Prakash Lohia	Executive Director	Chairperson	13-11-2014		
2	00206458	Vishal Lohia	Executive Director	Member	13-11-2014		
3	08818797	Hemant Balkrishna Bal	Executive Director	Member	30-10-2020	17-05-2024	
4	03487162	Dilip Kumar Agarwal	Non-Executive - Non Independent Director	Member	20-01-2021		
5	00084105	Dharmpal Agarwal	Non-Executive - Independent Director	Member	25-11-2021		
6	08294006	Sanjay Thapliyal	Executive Director	Member	17-05-2024		



<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00206807	Om Prakash Lohia	Executive Director	Chairperson	20-05-2014		
2	00206458	Vishal Lohia	Executive Director	Member	20-05-2014		
3	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		
4	08818797	Hemant Balkrishna Bal	Executive Director	Member	30-10-2020	17-05-2024	
5	03487162	Dilip Kumar Agarwal	Non-Executive - Non Independent Director	Member	20-01-2021		
6	08294006	Sanjay Thapliyal	Executive Director	Member	17-05-2024		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

## Annexure 1

### Annexure 1

### III. Meeting of Board of Directors

Disclosure of notes on meeting of Board of Directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	08-02-2024				Yes	8	8	4
2		17-05-2024	98		Yes	8	6	3

## Annexure 1

### IV. Meeting of Committees

#### Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08-02-2024				Yes	6	6	4	0
2	Audit Committee	17-05-2024	98			Yes	6	5	3	0
3	Nomination and remuneration committee	08-02-2024				Yes	4	3	3	0
4	Nomination and remuneration committee	17-05-2024	98			Yes	3	3	3	0
5	Risk Management Committee	08-05-2024				Yes	5	3	1	0

## Annexure 1

### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Manish Kumar Rai
2	Designation	Company Secretary and Compliance Officer

<b>Details of Cyber security incidence</b>		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

<b>Signatory Details</b>	
Name of signatory	Manish Kumar Rai
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	30-07-2024