

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30<sup>TH</sup> SEPTEMBER 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	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 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	Mrs	Ranjana Agarwal	AAFPA1896D	03340032	Non-Executive - Independent Director	Not Applicable		25-11-1956
4	Mr	Dhanendra Kumar	ABBPK3874G	05019411	Non-Executive - Independent Director	Not Applicable		06-06-1946
5	Mr	Dilip Kumar Agarwal	AJIPA7771R	03487162	Non-Executive - Non Independent Director	Not Applicable		10-02-1957
6	Mr	Dharmपाल Agarwal	AAEPA8986H	00084105	Non-Executive - Independent Director	Not Applicable		24-08-1950
7	Mr	Sanjay Thapliyal	ABAPT8409R	08294006	Executive Director	Not Applicable		05-02-1964
8	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

## 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		18-05-2015	18-05-2020		60	4	4	5	2			
4	Yes	28-08-2020	14-02-2020	14-02-2020		60	2	2	2	2			
5	No		20-01-2021	20-01-2021			1	0	1	0			
6	No		25-11-2021	25-11-2021		60	4	4	1	0			

7	NA		17-05-2024	17-05-2024		36	1	1	2	0			
8	No		29-06-2024	29-06-2024		60	2	2	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	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		
4	08294006	Sanjay Thapliyal	Executive Director	Member	17-05-2024		
5	00084105	Dharmpal Agarwal	Non-Executive - Independent Director	Member	25-11-2021		
6	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	00084105	Dharpal Agarwal	Non-Executive - Independent Director	Chairperson	17-05-2024		
2	05019411	Dhanendra Kumar	Non-Executive - Independent Director	Member	14-02-2020		
3	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		
4	03487162	Dilip Kumar Agarwal	Non-Executive - Non Independent Director	Member	20-01-2021		

<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	08294006	Sanjay Thapliyal	Executive Director	Member	17-05-2024		
3	00206807	Om Prakash Lohia	Executive Director	Member	24-10-2001		
4	03487162	Dilip Kumar Agarwal	Non-Executive - Non Independent Director	Member	20-01-2021		
5	00206458	Vishal Lohia	Executive Director	Member	28-01-2009		

<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	03487162	Dilip Kumar Agarwal	Non-Executive - Non Independent Director	Member	20-01-2021		
3	00206458	Vishal Lohia	Executive Director	Member	13-11-2014		
4	00084105	Dharmpal Agarwal	Non-Executive - Independent Director	Member	25-11-2021		
5	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	03487162	Dilip Kumar Agarwal	Non-Executive - Non Independent Director	Member	20-01-2021		
3	00206458	Vishal Lohia	Executive Director	Member	20-05-2014		
4	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		
5	08294006	Sanjay Thapliyal	Executive Director	Member	17-05-2024		

Other Committee						
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	17-05-2024				Yes	8	6	3
2		09-08-2024	83		Yes	8	7	4



### 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	17-05-2024				Yes	6	5	3	0
2	Audit Committee	09-08-2024	83			Yes	6	6	4	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 Rai
2	Designation	Company Secretary and Compliance Officer

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

### Annexure III

1	Name of signatory	Manish Rai
2	Designation	Company Secretary and Compliance Officer

#### Additional Half yearly Disclosure

Applicability of disclosure	Applicable	
Reason for Non Applicability	Textual Information(1)	
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to		
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By		

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(D) Additional Information</b>			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly	Yes	Textual Information(3)	

by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name	Umesh Kumar Agrawal		
Designation	CFO		
Place	Gurugram		
Date	17-10-2024		

<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
Place	Gurugram
Date	17-10-2024