

INDO RAMA SYNTHETICS (INDIA) LIMITED

CIN: L17124MH1986PLC166615

Corp. Office: Plot No. 53-54, Delhi Press Building, Udyog Vihar, Phase-IV, Gurugram, Haryana-122 015

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

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NOTICE OF POSTAL BALLOT / E-VOTING

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the Members of Indo Rama Synthetics (India) Limited ("the Company") by means of Postal Ballot, only by way of remote e-Voting process ("e-Voting"), pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 9/2023 dated 25th September 2023 and last being 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, "the Company" hereby seeks your approval for the special business as considered in the Resolutions appended below. A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the Resolutions appended below setting out the material facts and reasons thereof, are appended to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company at www.indoramaindia.com.

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/ Depositories and the communication of assent/dissent of the Members on the Resolution proposed will take place through the remote e-Voting system only.

In compliance with the requirements of the MCA Circulars, hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Shareholders and Shareholders are requested to communicate their assent or dissent through remote e-Voting system only. Pursuant to Rule 22(5) & (6) of the Rules, the Board of Directors of the Company at their meeting held on 7th February 2025 had appointed Mr. Vikash Kumar Alok, (FCS: 10699) a Practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot through remote e-Voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-Voting facility to the Members of the Company through their website at www.evoting.nsdl.com. Please refer to the instructions for evoting given hereinafter the proposed Resolution, to cast votes through electronic voting means.

The remote e-Voting period commences from 9:00 AM (India Standard Time ['IST']) on Friday, 21st February 2025, and ends at 5:00 PM (IST) on Saturday, 22nd March 2025. The Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-Voting by not later than 5:00 PM (IST) on Saturday, 22nd March 2025. The Scrutinizer shall submit his report to the Chairman of the Company, or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-Voting. The Scrutinizer's decision on the validity of votes cast will be final. The results of the Postal Ballot voting will be announced within 2 working days from the conclusion of the e-Voting and the same shall be displayed on the website of the Company at www.indoramaindia.com, National Securities Depository Limited ("NSDL") and the same will be communicated to BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), where the equity shares of the Company are listed and be made available on their respective websites at www.bseindia.com and www.nseindia.com. The Results shall also be displayed on the Notice Board at the Registered Office of the Company.

The Resolutions as stated below are proposed to be passed by Postal Ballot/Remote e-Voting:

SPECIAL BUSINESS:

ITEM NO. 01: RE-APPOINTMENT OF MR. DHANENDRA KUMAR, (DIN 05019411), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ("the Act") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014, as per amended Articles of Association of the Company, Regulation 17, Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Dhanendra Kumar, (DIN 05019411), who has already attained the age of 75 (seventy-five) years, was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 14th February 2020 upto 13th February 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the

recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to re-appoint as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (three) consecutive years, on the Board of the Company commencing from 14th February 2025 upto 13th February 2028 (both days inclusive);

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

ITEM NO. 02: RE-APPOINTMENT OF MR. VISHAL LOHIA, (DIN 00206458), AS WHOLE-TIME DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 (“the Act”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Vishal Lohia, (DIN 00206458), as Whole-time Director of the Company, for a further period of 3 (three) years, commencing from 1st April 2025 upto 31st March 2028 (both days inclusive), upon terms and conditions including the terms of remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, in their respective meetings held on 7th February 2025, as set out in the Explanatory Statement under Section 102 of the Act, annexed to the Notice convening this meeting and also as per the written memorandum entered into between the Company and Mr. Vishal Lohia, with liberty to the Board of Directors (the “Board” which terms shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary such terms and conditions of the said re-appointment and/or remuneration, in such manner as may be agreed between the Board and Mr. Vishal Lohia, provided that such alteration/variation/modification is in conformity with the applicable provisions of the Companies Act, 2013, as amended from time to time;

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby also accorded that where in any financial year, during the tenure of 3 (three) years of Mr. Vishal Lohia as Whole-time Director the Company has no profits or its profits are inadequate, the Company may pay to Mr. Vishal Lohia, the same remuneration as minimum remuneration, in accordance with provisions of Section 197, 198 and other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof read with Schedule V to the Act and SEBI Listing Regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including any Committee thereof) of the Company be and is hereby authorised to do all such acts, deeds and matters and things and give such directions as it may in its absolute directions deem necessary, proper or desirables and to settle any questions, difficulty, or doubts that may arise in this regards and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or any Director(s) or any other key Managerial Personnel or any other officer(s) of the Company.”

ITEM NO. 03: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO WITH INDORAMA PETROCHEM LIMITED, THAILAND:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rules made thereunder, including the Companies (Meetings of Board and its Powers) Rules, 2014 and any statutory modification(s) or re-enactments thereof for the time being in force and pursuant to provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and such other approvals, permissions and sanctions as may be required and the Company’s policy on Related Party Transactions and as per the recommendation and approval of the Audit Committee, consent of the Members be and is hereby accorded to the Board of Directors of the Company (the “Board”) for the following material related party transaction(s), for the financial year 2025-26, to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) whether by way of individual transaction or transaction(s) taken together or series of transaction(s) or otherwise with Indorama Petrochem Limited, Thailand, a related party of the Company within the meaning of Section 2(76) of the Act and Regulations 2(1)(zb) of the SEBI Listing Regulations, being exceeding 10% of the audited annual consolidated turnover of the Company, i.e., financial year ended 31st March 2024 and 10% of the estimated annual consolidated turnover of the Company for the financial year 2024-25;

Type, material terms and particulars of proposed transaction	Name of Related Party and its relationship with the listed entity or its subsidiary	Tenure of the proposed transaction	Value of proposed transaction	The percentage of the listed entity’s annual consolidated turnover for the immediately preceding audited financial year and estimated annual consolidated turnover for FY 2024-25	Justification as to why the RPT is in the interest of the listed entity	A copy of the valuation or other external party report, if any such report has been relied upon
Purchase of Purified Terephthalic Acid (“PTA”)	Indorama Petrochem Limited, Thailand, a Group Company of Indorama Ventures Public Company Limited, a Promoter Group Company.	Financial Year 2025-26	₹900 Crore	₹387.32 Crore/ ₹425.00 Crore (10% of ₹3,873.28 Crore of audited consolidated turnover for the FY 2023-24 and ₹425 Crore, which is 10% of ₹4,250 Crore estimated annual consolidated turnover for FY 2024-25)	To support availability of prime raw material for desired production levels supplementing non-availability of domestic PTA adequately.	Not applicable. Since the transaction has been carried out at Arm’s length basis and is also in the ordinary course of business of the Company.

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any Director(s), Chief Executive Officer, Chief Commercial and Financial Officer, Company Secretary of the Company, to do all such acts and take such steps, as may be considered necessary or expedient to give effect to aforesaid resolution(s);

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby ratified, approved, and confirmed in all respects.”

Registered Office:

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

By Order of the Board

For Indo Rama Synthetics (India) Limited

Manish Rai

**Company Secretary and Compliance Officer
(ACS No. 17173)**

Gurugram, 7th February 2025

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from MCS Share Transfer Agents Limited, the Company's Registrar and Transfer Agent ('RTA')/Depositories as on Friday, 14th February 2025 ('Cut-Off Date') and whose email addresses are registered with the Company/RTA/Participants (in case of electronic shareholding).

The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date, i.e., Friday, 14th February 2025.

3. The Company is pleased to provide remote e-Voting facility to its members, to enable them to cast their votes electronically. The instructions for remote e-Voting are mentioned in Note No. 11 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
4. Only those Members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only. It is however clarified that all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
5. The remote e-Voting shall commence on Friday, 21st February 2025 at 9:00 AM (IST) and shall end on Saturday, 22nd March 2025 at 5:00 PM (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at www.indoramaindia.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the ordinary shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at corp@indorama-ind.com from their registered email address mentioning their Name, Folio Number/DP ID & Client ID until the last date of remote e-Voting period of this Postal Ballot, i.e., Saturday, 22nd March 2025.
9. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-Voting, i.e., Saturday, 22nd March 2025. Further, resolutions passed by the Members through the postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. Once the vote on a Resolution is cast by the Member shall not be allowed to change it subsequently.

11. The instructions for remote e-Voting by Members are as under:

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

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

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘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 e-Voting page. Click on company name or e-Voting service provider, i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a Mobile. Once the

	<p>home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username and password. 2. 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 company. On 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. Additionally, there are 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.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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 abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a Mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘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 eservices, i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 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 the folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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 login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment, i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or 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 steps mentioned below in **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 "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at 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 on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csvikashalok@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to corp@indorama-ind.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to corp@indorama-ind.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)**, i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user ID and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on 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 e-Voting facility.

EXPLANATORY STATEMENT

[Pursuant to Sections 102 and 110 of the Companies Act, 2013]

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 01 and 02 of the accompanying Notice:

Item No. 01:

Mr. Dhanendra Kumar, (DIN 05019411), is currently an Independent Director of the Company, Chairperson of the Audit Committee, Member of the Nomination and Remuneration Committee, Member of the Share Allotment and Transfer Committee and Chairperson of the Stakeholders and Relationship Committee. Mr. Dhanendra Kumar was appointed as an Independent Director of the Company by the Board of Directors of the Company in its meeting held on 14th February 2020 which was confirmed by the Members at the 34th Annual General Meeting of the Company held on 26th August 2020 for a period of 5 (five) consecutive years commencing from 14th February 2020 upto 13th February 2025 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company. Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors at its meeting held on 7th February 2025, proposed the re-appointment of Mr. Dhanendra Kumar as an Independent Director of the Company, for a second term of 3 (three) consecutive years, commencing from 14th February 2025 upto 13th February 2028 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Dhanendra Kumar, aged 78 years, is a Master of Science (MSc, Physics) with a major in Electronics and is a veteran IAS Officer (1968 batch, Haryana Cadre) with over four decades of distinguished service at senior positions at Central, State and International levels.

Mr. Dhanendra Kumar is the first Chairperson of Competition Commission of India (February, 2009-June, 2011) and was responsible for initiating right from inception the enforcement of Competition Law and roll out of M&A Regulations, putting in place the systems and procedures, recruitment of professionals, capacity building and bi-lateral agreements with other jurisdictions. Over the years, CCI has come to be globally respected as a mature market regulator.

Post June 2011, he chaired the Government's Committee for framing the National Competition Policy and formulating needed amendments in the Act. He also separately chaired the Committee for Reforms in Housing and Real Estate Sector.

Earlier, he was India's Whole-time Director at the World Bank/IFC at Washington DC (2005-09). He also represented besides India, Sri Lanka, Bangladesh and Bhutan. While on the World Bank Board, he was on several sub-committees of the Board.

He is the Founder Chairman of Competition Advisory Services (India) LLP, a niche consultancy and advisory service in Competition Law (www.compad.in) and Investment related matters (set up in 2011).

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Dhanendra Kumar's qualifications and the rich experience of over four decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Dhanendra Kumar continues to possess the identified core skills, expertise and competencies fundamental to effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of the Director. The Company has received a declaration from Mr. Dhanendra Kumar confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Dhanendra Kumar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Dhanendra Kumar has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June 2018 issued by BSE and NSE pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed Companies. Further, Mr. Dhanendra Kumar has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Dhanendra Kumar has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

In the opinion of the Board, Mr. Dhanendra Kumar fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the re-appointment of Independent Directors is uploaded on the website of the Company at www.indoramaindia.com and would also be made available for inspection to the Members of the Company upto Saturday, 22nd March 2025, by sending a request from their registered email address to the Company at corp@indorama-ind.com along with their Name, DP ID & Client ID/Folio Number.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 and 17(IA) of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Dhanendra Kumar as an Independent Director is now placed for the approval of the Members by a Special Resolution. The Board commends the Special Resolution set out in Item No. 01 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel (“KMP”) of the Company or their respective relatives, except Mr. Dhanendra Kumar and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 01 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No. 02:

Mr. Vishal Lohia, (DIN 00206458), is currently Whole-time Director of the Company and a Member of the Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Share Allotment and Transfer Committee, Banking and Finance Committee, Risk Management Committee and Business Responsibility and Sustainability Reporting Committee. The Board of Directors, at its meeting held on 10th February 2022, had appointed Mr. Vishal Lohia as Whole-time Director of the Company, for a period of 3 (three) years, commencing from 1st April 2022 to 31st March 2025. Subsequently, his appointment was approved by way of Postal Ballot on 26th March 2022, by the Members of the Company, as Whole-time Director of the Company. Based on the recommendation of the NRC, the Board of Directors, at its meeting held on 7th February 2025, re-appointed Mr. Vishal Lohia as Whole-time Director of the Company, commencing from 1st April 2025 upto 31st March 2028, i.e., for a further period of 3 (three) years, subject to the approval of the Members.

Mr. Vishal Lohia oversees day-to-day business operations of the Company besides handling such other responsibilities as are assigned by the Board of Directors from time to time.

The Board, while re-appointing Mr. Vishal Lohia as Whole-time Director of the Company, considered his skills, background, experience and contributions during his tenure with the Company.

The principal terms and conditions of re-appointment of Mr. Vishal Lohia as Whole-time Director of the Company are as follows:

Period of Re-appointment: From 1st April 2025 upto 31st March 2028 (both days inclusive).

Duties: The Whole-time Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

Remuneration:

1. Salary: ₹8,00,000/- per month;
2. Allowance and other Payments: Mr. Vishal Lohia shall be entitled to the following allowance and other payments:
 - (i) House Rent Allowance/Lease Rent Payment: ₹14,82,000/- per month;
 - (ii) Special Allowance: ₹2,00,000/- per month;
 - (iii) Expenses pertaining to Gas, Electricity, Water, furnishings and other utilities including repairs will be borne / reimbursed by the Company on actual subject to a maximum of ₹1,19,250/- per month or ₹14,31,000/- in one year;
 - (iv) Personal Accident Insurance: Premium not to exceed ₹27,000/- per annum;
 - (v) Perquisites and Allowances are interchangeable;
 - (vi) Hospitalization benefit: As per the Rules of the Company;
 - (vii) Conveyance: Use of the Company's maintained car(s) with driver(s);
 - (viii) Telephone: Telephone, Cell Phone and PC at residence;

Explanation:- Provision of cars for use on the Company's business and telephone, cell phone/PC at residence will not be considered in computing the value of perquisites.

Note:- All the allowances and perquisites will be interchangeable, i.e., any excess in a particular allowances and perquisites may be permissible by a corresponding reduction in one or more of the other allowances and perquisite(s).

3. Commission:- 1% of the Net Profits of the Company in any financial year as per the provisions of the Companies Act, 2013;
4. In addition to the perquisites as aforesaid, Mr. Vishal Lohia shall also be entitled to the following annual benefits forming part of his remuneration;
 - (a) Provident Fund: Company's contribution towards Provident Fund shall be as per the Rules of the Company, i.e., @12% of the Basic Salary; and
 - (b) Gratuity: Payable as per the Payment of Gratuity Act, 1972;

5. Leave: As per the Rules of the Company but not exceeding one month's leave with full salary for every 11 months of service;

Leave accumulated and not availed of during his tenure as Whole-time Director may be allowed to be encashed at the end of the tenure as per the Rules of the Company;

6. Reimbursement of expenses: Reimbursement of all entertainment, traveling, hotel and other expenses incurred by Mr. Vishal Lohia during the course of his employment and in connection with the business of the Company;
7. Sitting Fee: No sitting fee shall be paid to Mr. Vishal Lohia for attending the Meetings of Board of Directors of the Company or any Committees thereof;
8. Minimum Remuneration: In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Vishal Lohia, will be entitled to the above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration in accordance with the provisions of sections 197, 198 and other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof read with schedule V to the Act and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, if any, or such other approvals as may be required;

If at any time, the appointee ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Whole-time Director, and the written memorandum shall forthwith terminate. If at any time, the appointee ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and the Whole-time Director of the Company.

Mr. Vishal Lohia has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June 2018 issued by the BSE and NSE pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Vishal Lohia, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members. Mr. Vishal Lohia satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Vishal Lohia as Whole-time Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

Accordingly, the Board commends the Special Resolution as set out at Item No. 02 of the accompanying Notice in relation to the re-appointment of Mr. Vishal Lohia as Whole-time Director, with effect from 1st April 2025 upto 31st March 2028 for approval of the Members pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act, Regulation 17 and Regulation 17 (1A) and of SEBI Listing Regulations. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Vishal Lohia under Section 190 of the Act.

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

I. General Information:

1. **Nature of Industry:** The Company is engaged in the manufacturing of Polyester products, viz., Polyester Filament Yarn (PFY), Polyester Staple Fibre (PSF), Draw Texturised Yarn (DTY), Fully Drawn Yarn (FDY), Textile grade Chips and Pet Resin.

2. **Date or expected date of commencement of commercial production:**

The Company was incorporated on 28th April 1986, as a Public Limited Company. The Company is already in operation after obtaining the Certificate of Commencement of Business on 24th November 1986.

3. **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable

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

	(₹ in Crore)
Net Sales, Operating and Other Income	3,716.76
Profit before depreciation and amortisation expense, finance costs and foreign exchange fluctuation loss	1.78
Finance Costs	107.24
Profit before Depreciation and Amortisation, Foreign Exchange fluctuation, Exceptional item and Tax (PBDT)	(105.46)
Depreciation and Amortisation	36.20
Profit After Tax (PAT)	(141.66)

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

FOB value of Exports	321.40
Other	-
Total	321.40

6. Foreign Investment or Collaboration, if any:

Indorama Netherlands BV is holding 10,06,96,588 (38.56%) equity shares of the total paid-up share capital of the Company.

II. Information about appointee:

1. Background details:

Mr. Vishal Lohia (DIN 00206458) is one of the Promoters and Whole-time Director of the Company. Mr. Vishal Lohia, aged about 47 years and holds a Bachelor's Degree in Finance and Economics from Bryant College, Rhode Island, USA.

He was appointed as Whole-time Director with effect from 28th June 2002 and held office upto 20th October 2004. He was again appointed as Whole-time Director on 1st April 2007 and has been continuing as such since then.

Mr. Vishal Lohia has been looking after the operations of the Company besides handling such other responsibilities as are assigned by the Board of Directors from time to time.

Mr. Vishal Lohia has around 23 years of experience in the various Industry forums taking up the cause and concerns of Polyester Industry on economic and trade issues. He is a young and dynamic visionary and has been instrumental in the recent foray of Indo Rama into the textiles sector

2. Past Remuneration:

Financial Year	Amount including Retiral Benefits (₹ in Crore)
2021-22	1.67
2022-23	1.95
2023-24	1.93

3. Recognition or Award:

Mr. Vishal Lohia has an excellent performance/track record and has been well recognized in the industry.

4. Job Profile and his Suitability:

The Company has a polyester capacity of 6,72,000 tons per annum having diversified the product portfolio of the Company at a single location at Butibori, Nagpur. Thus, increased responsibilities of the Managerial personnel made it necessary to require foresightedness and expertise of Mr. Vishal Lohia to provide greater assistance to the Management Team.

In consideration of the performance of his duties as the Whole-time Director, the Nomination and Remuneration Committee of the Company approved the re-appointment and remuneration payable to Mr. Vishal Lohia as Whole-time Director, for a further period of 3 (three) years, commencing from 1st April 2025 to 31st March 2028, under the provisions of Section 197 and Schedule V of the Companies Act, 2013, which has also been approved by the Board of Directors of the Company in its meeting held on 7th February 2025.

5. **Remuneration Proposed:** As stated in Item No. 02 of the Explanatory Statement.
6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

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

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

Besides the remuneration proposed, Mr. Vishal Lohia has no other material pecuniary relationship with the Company except that Mr. Om Prakash Lohia who is father of Mr. Vishal Lohia, Whole-time Director of the Company.

III. Other Information:

1. **Reasons for loss or inadequate profits:**

- (i) As per Section 197 of the Companies Act, 2013, the remuneration payable to anyone managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the Company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and managers taken together.
- (ii) The net profit for the Company is inadequate to comply with Section 197 of the Companies Act, 2013.

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

With Strong technical, financial and operational support with management control by Indorama Ventures Public Company Limited (IVL), a world leader in Fibre segment, the performance of the Company has been challenging but improving after passing through a difficult phase due to impact of global meltdown, poor domestic demands and currency fluctuation. As per the audited financial statements as on 31st March 2024, the Company has

recorded total Income of ₹3,716.76 Crore against ₹3,930.79 Crore in the previous financial year. The operational Earnings before Depreciation, Interest and Taxation (EBIDTA) is at ₹1.78 Crore as against ₹73.00 Crore in the previous financial year. The Company has reported Net Loss of ₹141.66 Crore as against Net Loss of ₹19.27 Crore in the previous financial year. With higher capacity utilization, market penetration and product quality betterment, the Company is expected to take its growth trajectory forward in coming years ahead.

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

In view of the improving economic scenario, focus of the Government of India on Aatmanirbhar Bharat, Production Linked Incentive (“PLI”) and other textile sector incentives and higher capacity utilization with improved efficiency and increased customer satisfaction, there will be substantial improvement in the productivity and financial performance of the Company.

IV. Disclosures:

The remuneration package along with the corresponding details payable to Mr. Vishal Lohia has already been mentioned at the explanatory statement of this notice. There is no severance fee or stock option available to Mr. Vishal Lohia and the respective tenure of the appointment shall be governed by a written memorandum.

None of the Directors except Mr. Om Prakash Lohia, Chairman and Managing Director or KMP of the Company or their respective relatives, except Mr. Vishal Lohia and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 02 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No. 03:

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

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

The Board of Directors at its meeting held on 7th February 2025 on the recommendation of Audit Committee had approved purchase of PTA from Indorama Petrochem Limited, Thailand, i.e., a related party, for ₹900 Crore for the financial year 2025-26.

Transaction value of the contract(s)/arrangement(s) in relation to purchase of PTA from Indorama Petrochem Limited, Thailand, was to the tune of ₹445.02 Crore, which was more than the 10% of the audited annual consolidated turnover of the Company during the previous financial year 2023-24. Transaction value of the contract(s)/arrangement(s) in relation to purchase of PTA from Indorama Petrochem Limited, Thailand, in the ensuing financial year 2025-26 is likely to exceed 10% of the estimated annual consolidated turnover of the Company for the financial year 2024-25 requiring prior shareholders' approval in terms of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI Listing Regulations.

Information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 read with SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated 22nd November 2021, are as follows:

Sl. No.	Description	Particulars
1	The Name of the Related Party	Indorama Petrochem Limited, Thailand
2	Nature of relationships [including nature of its interest (financial or otherwise)]	Group Company of Indorama Ventures Public Company Limited, a Promoter Group Company
3	Type and particulars of the proposed transaction	Purchase of goods for business purpose at arms length and in ordinary course of business
4	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Mr. Om Prakash Lohia and Mr. Vishal Lohia are connected to the Indorama Ventures Public Company Limited, a Promoter Group Company and Mr. Dilip Kumar Agarwal is a common Director in both the Companies.
5	Nature, duration/nature, material terms, monetary value and particulars of contract/arrangement	<ul style="list-style-type: none"> Transaction in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company is operating in. Monetary value of transactions upto a maximum of ₹900 Crore for the financial year 2025-26 through purchase of goods for business purpose at arms length basis and in ordinary course of business.

6	Tenure of the Transaction	Contractual commitments for a tenure of 1 year.
7	Value of the proposed transaction	Upto a maximum of ₹900 Crore
8	Percentage of the Company annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	23.23% basis consolidated turnover of ₹3,873.28 Crore for the FY 2023-24
9	Justification of the proposed transaction	For the purpose of achieving the business objectives and continuity in operations and smoothen business operations.
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arms length testing internally
11	Details of the transaction related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary(s):	
a)	Details of the source of funds in connection with the proposed transaction	Not Applicable
b)	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of Indebtedness; • Cost of funds and tenure. 	Not Applicable
c)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security)	Not Applicable

d)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
12	Any other relevant information	<ul style="list-style-type: none"> • The Transactions are proposed to be entered for the purpose of achieving the business objectives and continuity in operations. • All these transactions will be executed on an arms length basis and in the ordinary course of business of the Company.

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

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

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 03, except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommend passing of the **Ordinary Resolution** as set out in Item No. 03 of the Notice.

Registered Office:

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

By Order of the Board

For Indo Rama Synthetics (India) Limited

Manish Rai

**Company Secretary and Compliance Officer
(ACS No. 17173)**

Gurugram, 7th February 2025

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]

Name of the Director	Mr. Dhanendra Kumar	Mr. Vishal Lohia
DIN	05019411	00206458
Date of Birth	6 th June 1946	28 th September 1977
Age	78 years	47 years
Date of first appointment on the Board	14 th February 2020	28 th June 2002
Qualifications	Master of Science (MSc, Physics) with a major in Electronics and is a veteran IAS Officer	Bachelor's Degree in Finance and Economics from Bryant College, Rhode Island, USA
Expertise in specific functional areas	(Refer Item No. 01 of the Notice and Explanatory Statement)	(Refer Item No. 02 of the Notice and Explanatory Statement)
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	(Refer Item No. 01 of the Notice and Explanatory Statement)	(Refer Item No. 02 of the Notice and Explanatory Statement)
Terms and conditions of re-appointment	Re-appointment as an Independent Director for a period of 3 (three) years w.e.f. 14 th February 2025 to 13 th February 2028 (Refer Item No. 01 of the Notice and Explanatory Statement)	Re-appointment as Whole-time Director for a period of 3 (three) years w.e.f. 1 st April 2025 to 31 st March 2028 (Refer Item No. 02 of the Notice and Explanatory Statement)
Details of Remuneration last drawn (FY 2023-24)	Sitting Fee: ₹0.06 Crore	Salary, Perquisites and Allowances: ₹1.93 Crore
Details of remuneration sought to be paid	Sitting Fee	Refer Item No. 02 of the Explanatory Statement
Directorships in other Companies (excluding foreign companies)	a) Jay Bharat Maruti Limited; b) Ginni International Limited; c) Indorama Yarns Private Limited; and d) Competition Advisory Services (India) LLP.	b) Grace Ventures Private Limited; c) Grace Ventures International Private Limited; d) Grace Ventures Global LLP; e) Indorama Yarns Private Limited; f) Indorama Ventures Yarns Private Limited;

		<p>g) Indorama Sustainable Polymers (India) Private Limited;</p> <p>h) Indorama Sustainable Polyester Yarns Private Limited; and</p> <p>i) Indo Rama Retail Holdings Private Limited.</p>
<p>Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)</p>	<p><u>Jay Bharat Maruti Limited:</u></p> <p>a) Nomination and Remuneration Committee - Chairman;</p> <p>b) Stakeholders Relationship Committee - Member;</p> <p>c) Corporate Social Responsibility Committee - Member.</p> <p><u>Ginni International Limited:</u></p> <p>Nomination and Remuneration Committee - Member</p>	<p>Nil</p>
<p>Listed entities from which the Director has resigned from Directorship in the last 3 (three) years</p>	<p>Nil</p>	<p>Nil</p>
<p>No. of Board Meetings attended during FY 2024- 25 (upto the date of this Notice</p>	<p>Attended all 4 Board Meetings held during the Period.</p>	<p>Attended all 4 Board Meetings held during the Period.</p>
<p>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</p>	<p>None</p>	<p>Son of Mr. Om Prakash Lohia, Chairman and Managing Director of the Company.</p>
<p>No. of shares held:</p> <p>(a) Own</p> <p>(b) For other persons on a beneficial basis</p>	<p>Nil</p> <p>Nil</p>	<p>11,37,896 Equity Shares</p> <p>Nil</p>