

IRSL:STEXCH:2018-19:  
17<sup>th</sup> January 2019

**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**

**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.: Postal Ballot Notice and Postal Ballot Form**

Dear Sir,

This is in continuation to our earlier letter dated 15<sup>th</sup> January 2019 and as per the requirement of Listing Regulations, please find herewith soft copies of the following documents has been dispatched to the Shareholders of the Company.

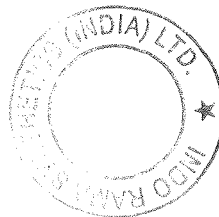
- i) Postal Ballot Notice;
- ii) Postal Ballot Form; and
- iii) Business Reply Envelope (for Physical Shareholders).

Hope you will find the same in order.

Thanking you.

Yours faithfully,  
for **Indo Rama Synthetics (India) Limited**

  
**Jayantk Sood**  
**CHRO & Company Secretary**  
(ICSI Membership No.: FCS 4482)



Encl.: as above

INDO RAMA SYNTHETICS (INDIA) LTD.

Corporate Office : 20th Floor, DLF Square, DLF Phase-2, NH-8, Gurugram - 122002, Haryana, India. Tel : 0124-4997000, Fax : 0124-4997070  
Registered Office & Manufacturing Complex : A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra, India. Tel : 07104-663000 / 01, Fax : 07104-663200

E-mail : [corp@indorama-ind.com](mailto:corp@indorama-ind.com) • Website : [www.indoramaindia.com](http://www.indoramaindia.com)

CIN : L17124MH1986PLC166615

# INDO RAMA SYNTHETICS (INDIA) LIMITED

Corp. Office: 20th Floor, DLF Square, DLF Phase-2, NH-8, Gurugram-122 002, Haryana

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

Tel.: 0124-4997000 Fax: 0124-4997070, CIN: L17124MH1986PLC166615

Email: investor-relations@indorama-ind.com Website: www.indoramaindia.com

## POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

**VOTING STARTS ON: 16 JANUARY 2019**

**VOTING ENDS ON: 14 FEBRUARY 2019**

Dear Member(s),

NOTICE is hereby given that, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), Secretarial Standard on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations as amended from time to time that the following Resolutions are proposed to be passed as Special Resolution by the Members of Indo Rama Synthetics (India) Limited ("the Company") by way of Postal Ballot/Remote e-Voting:

### SPECIAL BUSINESS

#### 1. To increase in the Authorised Share Capital of the Company from existing Rs. 235,10,00,000/- to Rs. 275,00,00,000/-:

To consider and, if thought fit, to accord assent/dissent, to the following Resolution to be passed as an **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, regulations, notifications, circulars and orders, each as amended, and the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to increase in the Authorized Share Capital of the Company from existing Rs.235,10,00,000/- (Rupees Two Hundred Thirty Five Crore and Ten Lakh only) divided into 23,51,00,000 (Twenty Three Crore Fifty One Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs.275,00,00,000/- (Rupees Two Hundred Seventy Five Crore only) divided into 27,50,00,000 (Twenty Seven Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 3,99,00,000 (Three Crore Ninety Nine Lakh) Equity Shares of Rs. 10/- each ranking *pari-passu* in all respect with the existing Equity Shares of the Company;

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered in the following manner, i.e., existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorised Share Capital of the Company is Rs.275,00,00,000/- (Rupees Two Hundred Seventy Five Crore only) divided into 27,50,00,000 (Twenty Seven Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** subject to applicable law, the Board be and is hereby authorised to do all such acts, deeds, matters and things as are deemed necessary or desirable for the purpose of giving effect to the above resolution, to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board or Committee thereof, to give effect to the above resolution."

#### 2. Issuance of Equity Shares of the Company to the Promoter Group by way of preferential basis:

To consider and, if thought fit, to accord assent/dissent, to the following Resolution to be passed as a **Special Resolution**.

**"RESOLVED THAT**, pursuant to Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014, and Rule 13 of Companies (Share Capital and Debenture) Rules 2014, and any other relevant rules made there under, and in accordance with any other applicable laws, regulations, policies, guidelines pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, (the "2009 ICDR Regulations") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (the "2018 ICDR Regulations"), as may be applicable (the 2009 ICDR Regulations and the 2018 ICDR Regulations collectively referred to as "ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations"), and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies ("ROC") Mumbai, Reserve Bank of India ("RBI"), Competition Commission of India (CCI) and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges"), or any other authority / body (including any amendment thereto or re-enactment thereof) and enabling provisions of Memorandum and Articles of Association of the Company, subject to necessary approvals, permission, sanction of and any other appropriate authorities, institutions or bodies, to the extent required, subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approval, permission and/or sanction which would be agreed by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any duly authorized Committee thereof for the time being exercising the powers conferred on the Board

by this Resolution), consent, approval and sanction of the Company be and is hereby accorded to the Board (with powers to delegate all or any of the powers hereby conferred to any Committee thereof) to create, offer/issue and allot from time to time, in one or more tranches to below-mentioned proposed allottee, as permitted under applicable laws, regulations, policies and/or guidelines, including the ICDR Regulations and other applicable laws in India, for preferential basis 8,30,00,000 Equity Shares to the Promoter Group by way of Preferential Issue on private placement basis ("Issue");

Name of the Proposed Allottee	No. of Equity Shares proposed to be allotted	Ultimate Beneficial Owners of proposed allottee
Indorama Netherlands B.V. ("Proposed Allottee") (PAN Acknowledgement No. 010109704430442)	8,30,00,000	Indorama Ventures Public Company Limited (Incorporated in Thailand) Listed on the Stock Exchange of Thailand (PAN: AAECI4515P)

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted within a period of 15 (fifteen) days from the date of passing of the special resolution, provided that where any application for any approval or permission by any statutory or regulatory authority is pending, the period of 15 (fifteen) days shall be counted from the date of such approval or permission, as the case may be or such other extended period as may be permitted under applicable ICDR Regulations, as amended from time to time;

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing Equity Shares of the Company in all respects;

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be in dematerialised form;

**RESOLVED FURTHER THAT** the Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of the ICDR Regulations;

**RESOLVED FURTHER THAT** the Equity Shares, issued to the Proposed Allottee, be listed on BSE Limited and National Stock Exchange of India Limited, and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories, viz., National Securities Depository Limited & Central Depository Services (India) Limited, and for the credit of such Equity Shares to the respective dematerialized securities accounts of the Proposed Allottee.

**RESOLVED FURTHER THAT** as per the ICDR Regulations the "Relevant Date" for the purpose of determining the issue price of the Equity Shares shall be Tuesday, 15<sup>th</sup> January 2019, being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for receipt of the duly completed Postal Ballot Forms / e-voting, i.e., Thursday, 14<sup>th</sup> February 2019;

**RESOLVED FURTHER THAT** the Equity Shares be allotted at a price of Rs.36/- (Rupees Thirty Six only) per equity share or at a price to be determined in accordance with the (ICDR)

Regulations, whichever is higher;

**RESOLVED FURTHER THAT** the Board be entitled to vary, modify or alter any of the foregoing terms and conditions to conform to those as may be prescribed by, the shareholders', SEBI, ROC, RBI, Stock Exchanges or any other appropriate authority/ies;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including lender approvals (where applicable), entering into contracts, arrangements, agreements, memorandum, documents for appointment of agencies for managing listing and trading of Equity Shares, including making applications to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters, things and take all steps as may be necessary, proper or expedient to give effect to this resolution."

### 3. Issuance of Equity Shares of the Company to Non-Promoter by way of preferential basis:

To consider and, if thought fit, to accord assent/dissent, to the following Resolution to be passed as a **Special Resolution**.

**"RESOLVED THAT**, pursuant to Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014, and Rule 13 of Companies (Share Capital and Debenture) Rules 2014, and any other relevant rules made there under, and in accordance with any other applicable laws, regulations, policies, guidelines pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, (the "2009 ICDR Regulations") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (the "2018 ICDR Regulations"), as may be applicable (the 2009 ICDR Regulations and the 2018 ICDR Regulations collectively referred to as "ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations"), and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India,

the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies (“ROC”) Mumbai, Reserve Bank of India (“RBI”), Competition Commission of India (CCI) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”), or any other authority / body (including any amendment thereto or re-enactment thereof) and enabling provisions of Memorandum and Articles of Association of the Company, subject to necessary approvals, permission, sanction of and any other appropriate authorities, institutions or bodies, to the extent required, subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approval, permission and/or sanction which would be agreed by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any duly authorized Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), consent, approval and sanction of the Company be and is hereby accorded to the Board (with powers to delegate all or any of the powers hereby conferred to any Committee thereof) to create, offer/issue and allot from time to time, in one or more tranches to below-mentioned proposed allottee, as permitted under applicable laws, regulations, policies and/or guidelines, including the ICDR Regulations and other applicable laws in India, for preferential basis 1,72,00,000 Equity Shares to Non-Promoters by way of Preferential Issue on private placement basis (“Issue”);

Name of the Proposed Allottee	No. of Equity Shares proposed to be allotted	Ultimate Beneficial Owner of proposed allottee
Siam Stock Holdings Limited (PAN: AAPCS4181E)	1,72,00,000	Ms. Nishita Kirit Shah (PAN: BKMP55634P) is the sole shareholder of Siam Stock Holdings Limited.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted within a period of 15 (fifteen) days from the date of passing of the special resolution, provided that where any application for any approval or permission by any statutory or regulatory authority is pending, the period of 15 (fifteen) days shall be counted from the date of such approval or permission, as the case may be or such other extended period as may be permitted under applicable ICDR Regulations, as amended from time to time;

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing Equity Shares of the Company in all respects;

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be in dematerialised form;

**RESOLVED FURTHER THAT** the Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of the ICDR Regulations;

**RESOLVED FURTHER THAT** the Equity Shares, issued to the Proposed Allottee, be listed on BSE Limited and National Stock Exchange of India Limited, and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories, viz. National Securities Depository Limited & Central Depository Services (India) Limited, and for the

credit of such Equity Shares to the respective dematerialized securities accounts of the Proposed Allottee.

**RESOLVED FURTHER THAT** as per the ICDR Regulations the “Relevant Date” for the purpose of determining the issue price of the Equity Shares shall be Tuesday, 15<sup>th</sup> January 2019, being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for receipt of the duly completed Postal Ballot Forms / e-voting, i.e., Thursday, 14<sup>th</sup> February 2019;

**RESOLVED FURTHER THAT** the Equity Shares be allotted at a price of Rs.36/- (Rupees Thirty Six only) per equity share or at a price to be determined in accordance with the (ICDR) Regulations, whichever is higher;

**RESOLVED FURTHER THAT** the Board be entitled to vary, modify or alter any of the foregoing terms and conditions to conform to those as may be prescribed by, the shareholders’, SEBI, ROC, RBI, Stock Exchanges or any other appropriate authority/ies;

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including lender approvals (where applicable), entering into contracts, arrangements, agreements, memorandum, documents for appointment of agencies for managing listing and trading of Equity Shares, including making applications to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters, things and take all steps as may be necessary, proper or expedient to give effect to this resolution.”

**Registered Office:**

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

By Order of the Board of Directors  
**For Indo Rama Synthetics (India) Limited**

**Jayantk Sood**  
**CHRO & Company Secretary**  
(FCS No. 4482)

Place : Gurugram  
Date : 15<sup>th</sup> January 2019

**Notes:**

- 1) The Explanatory Statement setting out material facts and reasons for the proposed Ordinary/Special Resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 is annexed hereto. A copy of the Notice and Postal Ballot Form is also available on the website of the Company [www.indoramaindia.com](http://www.indoramaindia.com).
- 2) The Postal Ballot Notice along with the Postal Ballot Form is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on **Friday, 11<sup>th</sup> January 2019** (Cut-off Date). A person who is not a shareholder as on Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
- 3) The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a self-addressed pre-paid Business Reply Envelope.
- 4) The Board of Directors of the Company has appointed Mr. Sanjay Grover, Managing Partner, M/s Sanjay Grover & Associates, Company Secretaries, (Firm Registration No.P2001DE052900 and CP No. 3850), failing him, Mr. Neeraj Arora, Partner, M/s Sanjay Grover & Associates, Company Secretaries, (Firm Registration No.P2001DE052900 and CP No. 16186), as the Scrutinizer for conducting the Postal Ballot process (including Remote e-Voting process) in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members.
- 5) The Scrutinizer's decision on the validity or otherwise of the Postal Ballot/ e-voting will be final. After completion of scrutiny of postal ballots (including e-votes), the Scrutinizer will submit their report to the Chairman & Managing Director and in his absence, to any Director of the Company.
- 6) The Postal Ballot Form and self-addressed Business Reply Envelope are enclosed for use of the members. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours, i.e., 5:00 PM, on 14<sup>th</sup> February 2019. As mentioned above, the postage will be borne by the Company. To seek a duplicate Postal Ballot Form, please contact the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited or the Company.
- 7) Members can opt for only one mode of voting, i.e. either voting by Ballot Forms or by Remote e-voting. If the member opt for Remote e-voting then they should not vote by post and vice-versa. However, in case members cast their votes through both the modes, voting done by remote e-voting shall prevail and vote cast through post shall be treated as invalid.
- 8) Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the "Investor Relations" section on the Company's website: [www.indoramaindia.com](http://www.indoramaindia.com), where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer not later than close of working hours, i.e., 5:00 PM, on 14<sup>th</sup> February 2019.
- 9) Resolution passed by the members through postal ballot shall be deemed to have been passed last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
- 10) In case shares held by Corporate/ Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
- 11) The voting rights of Shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on Cut-Off date, i.e., 11<sup>th</sup> January 2019.
- 12) A copy of each of the document referred to the accompanying Explanatory Statement is open for inspection at the Corporate Office of the Company during business hours on all its working days till the closure of working hours of 14<sup>th</sup> February 2019 (last date for receiving Postal Ballot Form by the Scrutinizer).
- 13) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
- 14) Mr. Jayantk Sood, CHRO & Company Secretary of the Company is the officer authorised to ensure smooth conduct of the Postal Ballot process.
- 15) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Secretarial standard on general meetings ("SS-2") issued by the Institute of Company Secretaries of India, the Company is pleased to provide facility to members to exercise their right to vote on resolution proposed to be passed by Postal Ballot through electronic means and have engaged the services of National Securities Depository Limited ("NSDL") as the Authorised Agency to provide Remote e-Voting facility.
- 16) **Voting through Electronic Means (e-Voting)**  
*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*  
Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>  
Step 2 : Cast your vote electronically on NSDL e-Voting system.  
**Details on Step 1 is mentioned below:**  
**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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details 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 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., "Indo Rama e-Voting.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, your 'initial password' is provided as below/at the bottom of the Postal Ballot Form.

**EVEN (Remote e-Voting Event Number) USER ID PASSWORD/PIN**

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](http://www.evoting.nsdl.com).

- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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 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 toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- 17) You can also update your mobile number and e-mail ID in the user profile details of the Folio, which may be used for sending future communication(s).
- 18) The Remote e-Voting period commences on Wednesday, 16<sup>th</sup> January, 2019 at 9:00 AM and ends on Thursday, 14<sup>th</sup> February 2019, at 5:00 PM. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date of 11<sup>th</sup> January 2019, may cast their vote by Remote e-Voting. The Remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 19) The Scrutinizer shall submit the consolidated scrutinizers report of the total votes cast in favour or against and invalid votes, if any, to the Chairman and Managing Director/Directors who shall counter sign the same on 15<sup>th</sup> February, 2019.
- 20) The result of the Postal Ballot will be declared on 15<sup>th</sup> February 2019 and shall be displayed at notice board of the Company at the Registered Office as well as Corporate Office of the Company and will also be posted on the Company's website, [www.indoramaindia.com](http://www.indoramaindia.com), as well as NSDL website, [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall also be communicated to the BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.
- 21) The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
- 22) Incomplete, unsigned, improperly or incorrectly tick marked postal ballot form will be rejected. There will be only 1 (one) postal ballot form for every Registered Folio/ Client ID irrespective of the number of joint shareholders. The scrutinizers decision on the validity or otherwise of the Postal Ballot will be final.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")**

**Item No. 01:**

The existing Authorised Share Capital of the Company is Rs.235,10,00,000/- (Rupees Two Hundred Thirty Five Crore and Ten Lakh only) divided into 23,51,00,000 (Twenty Three Crore Fifty One Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

In view of the proposed issue and in order to growth, long terms capital and to strengthen its financial position, may be required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase in the Authorized Share Capital of the Company from existing Rs.235,10,00,000/- (Rupees Two Hundred Thirty Five Crore and Ten Lakh only) divided into 23,51,00,000 (Twenty Three Crore Fifty One Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs.275,00,00,000/- (Rupees Two Hundred Seventy Five Crore only) divided into 27,50,00,000 (Twenty Seven Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 3,99,00,000 (Three Crore Ninety Nine Lakh) Equity Shares of Rs. 10/- each ranking *pari-passu* in all respect with the existing Equity Shares of the Company.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for the alteration of capital clause of the Memorandum of Association of the Company.

Consequently, Clause V of the Memorandum of Association of the Company is proposed to be altered.

A copy of the Memorandum and Articles of Association together with the propose alterations is available for inspection by members on any working days, except Saturdays between 11:00 AM and 1:00 PM at the Corporate Office of the Company.

The Board of Directors of the Company recommends passing of the resolution as set out at Item No. 1 relating to increase in the Authorized Share Capital of the Company and consequently altering the capital clause of the Memorandum of Association, as an ordinary resolution.

None of the directors or key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolutions.

**Item Nos. 02 & 03:**

In order to growth and long term working capital finance, the Company is planning to issue 10,02,00,000 Equity Shares to the Promoter Group and Non-Promoters by way of Preferential Issue on private placement basis, which has been approved by the Board of Directors of the Company in its meeting held on 15<sup>th</sup> January 2019. The details of proposed Allottees, as below:

Name of the Proposed Allottees	Category	No. of Equity Shares proposed to be allotted	Percentage
Indorama Netherlands B.V.	Promoter Group	8,30,00,000	31.79%
Siam Stock Holdings Limited	Non-Promoter	1,72,00,000	6.59%

**Indorama Netherlands B.V.:** A wholly owned indirect subsidiary of Indorama Ventures Public Company Limited, a listed Company on the Stock Exchange of Thailand.

Indorama Ventures Public Company Limited (Indorama Ventures PCL) is the holding Company of Indorama Netherlands B.V.

Indorama Ventures Public Company Limited, listed in Thailand (Bloomberg ticker IVL.TB), is one of the world's leading petrochemicals producers, with a global manufacturing footprint across Africa, Asia, Europe and Americas. The company's portfolio comprises Necessities and High Value-Added (HVA) categories of Polymers, Fibers, and Packaging, selectively integrated with self-manufactured Ethylene Oxide/Glycols and PTA where economical. Indorama Ventures products serve major FMCG and Automotive sectors, i.e., Beverages, Hygiene, Personal Care, Tire and Safety segments. Indorama Ventures has approx. 16,000 employees worldwide and consolidated revenue of US\$ 8.4 billion in 2017. The Company is listed in the Dow Jones Sustainability Index (DJSI).

IVL was founded on February 21, 2003 and is headquartered in Bangkok, Thailand. IVL has a global operations with 95 operating sites in 31 countries on the 5 continents;

EMEA:	The Netherlands, Germany, Ireland, France, UK, Italy, Denmark, Lithuania, Poland, Czech Republic, Luxembourg, Spain, Turkey, Nigeria, Ghana, Portugal, Israel, Egypt, Russia, Slovakia.
Americas:	USA, Mexico, Canada, Brazil
Asia:	Thailand, Indonesia, China, India, the Philippines, Myanmar

IVL operates through the following segments:

- i) Polyethylene Teraphthalate "PET": The PET segment produces plastic containers and food packaging.

- ii) Fiber and Yarns: The Fiber and Yarns segment offers synthetic fibers and yarns for textile applications, automotive applications, hygiene applications and others.
- iii) Feedstock: The Feedstock segment includes paraxylene, purified terephthalic acid, mono ethylene glycols, and by-products used in the manufacture of PET and Polyester Fibers & Yarns.

The Board of IVL comprises of Mr. Sri Prakash Lohia, Mr. Alope Lohia, Mrs. Suchitra Lohia, Mr. Rathian Srimangkol, Mr. William Ellwood Heinecke, Mr. Amit Lohia, Mr. Dilip Kumar Agarwal, Mr. Uday Paul Singh Gill, Mr. Maris Samaram, Dr. Siri Ganjarerndee, Mr. Kanit Si, Mr. Russell Leighton Kekuewa and Mr. Chakramon Phasukavanish.

Mr. Sri Prakash Lohia, Mr. Alope Lohia, Mrs. Suchitra Lohia and Mr. Amit Lohia are related to Mr. Om Prakash Lohia, Chairman and Managing Director and Mr. Vishal Lohia, Whole-time Director of the Company. Mr. Alok Lohia is also a promoter of the Company.

**Siam Stock Holdings Limited:** The Company incorporated as a Private Limited Company, on 24<sup>th</sup> April 1995, in Port Louis, Mauritius and Ms. Nishita Kirit Shah is the sole shareholder of Siam Stock Holdings Limited.

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 72 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended or Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, offer, issue and allot, Equity Shares, by way of preferential allotment to the Proposed Allottees.

The relevant details / disclosures of the proposed issue are given below:

- 1) 8,30,00,000 (Eight Crore Thirty Lakh) Equity Shares of the Company proposed to be allotted to Indorama Netherladns B.V. having a face value of Rs.10/- (Rupees Ten only) each, at a price of Rs.36/- (Rupees Thirty Six only) per equity share or at a price to be determined in accordance with the ICDR Regulations, on Relevant Date, whichever is higher, on a preferential basis to the Proposed Allottee, and entitling the Proposed Allottee to subscribe and to be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of the special resolution by the Members.
- 2) 1,72,00,000 (One Crore Seventy Two Lakh) Equity Shares of the Company to be allotted to the Non-Promoter having a face value of Rs.10/- (Rupees Ten only) each, at a price of Rs.36/- (Rupees Thirty Six only) per equity share or at a price to be determined in accordance with the ICDR Regulations, on Relevant Date, whichever is higher, on a preferential basis to the Proposed Allottee, and entitling the Proposed Allottee to subscribe and to be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of the special resolution by the Members.
- 3) The Equity Shares shall rank *pari-passu inter-se* and with the then existing equity shares of the Company in all respects, including in relation to dividend.

The disclosures prescribed under the Companies Act, 2013 and Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, or Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolution proposed at Item Nos. 2 and 3 are as follows:

**A) Objects of the Preferential Issue:**

The object of the preferential issue is to finance growth and long term working capital finance of the Company and to meet funding requirements of the Company as well as for expansion of business activities.

**B) Maximum number of specified securities to be issued:**

8,30,00,000 (Eight Crore Thirty Lakh) Equity Shares of the Company to the Promoter Group and 1,72,00,000 (One Crore Seventy Two Lakh) Equity Shares of the Company to the Non-Promoter.

**C) Proposal / Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:**

The intent of the Promoters is to finance growth and long term working capital finance of the Company.

**D) Shareholding Pattern of the Company before and after the preferential issue:**

Sl. No.	Category	Before Issue *		After Issue	
		No of shares Held	% of share holding	No of shares held	% of share holding
<b>A. Promoters' holding:</b>					
1.	Indian:				
	Individual	5,90,13,663	36.67	5,90,13,663	22.60
2.	Foreign/NRI Promoters:				
	Individual	99,200	0.06	99,200	0.04
	Overseas Corporate Body	5,35,64,057	33.29	13,65,64,057	52.30
	<b>Sub-Total (A)</b>	<b>11,26,76,920</b>	<b>70.02</b>	<b>19,56,76,920</b>	<b>74.94</b>
<b>B. Non-Promoters' holding:</b>					
1.	Institutional Investors	1,80,88,740	11.24	1,80,88,740	6.93
2.	Non-Institution Investors:				
	Corporate Bodies	12,261,561	7.62	2,94,61,561	11.28
	IEPF Authority, MCA	2,45,907	0.15	2,45,907	0.09
	Others (including NRIs)	17,11,073	1.06	17,11,073	0.66
	Indian Public	1,59,28,950	9.90	1,59,28,950	6.10
	<b>Sub-Total (B)</b>	<b>4,82,36,251</b>	<b>29.98</b>	<b>6,54,36,231</b>	<b>25.06</b>
	<b>GRAND TOTAL(A+B)</b>	<b>16,09,13,151</b>	<b>100.00</b>	<b>26,11,13,151</b>	<b>100.00</b>

\* As on 31<sup>st</sup> December 2018.

**E) Time frame within which the preferential issue shall be completed:**

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolutions by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s), as the case may be.

**F) Number of persons to whom allotment has already been**



**made during the year, in terms of number of securities as well as price:**

a) Preferential Equity Shares:

Sl. No.	Name of the Allottees	Number of Equity Shares allotted	Price of Equity Shares
01	EC Special Situations Fund (PAN: AAATE8634N)	31,81,818	Rs.33.98
02	Edelweiss India Special Situations Fund-II (PAN: AAATE8926D)	43,09,091	
03	EISAF II Onshore Fund (PAN: AAATE9140K)	16,00,000	Rs.27.97

b) Non-Convertible Debentures (NCDs):

19,999 Rated Secured Non-Convertible Debentures (NCDs) of the face value INR 1,00,000/- (Indian Rupees One Lakh only) each, at par, aggregating to INR 199.99 Crores, to various Allottees.

**G) Identities of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue:**

The details of the Proposed Allottees are as per the following table. Change in control or management is contemplated consequent to the proposed preferential issue of Equity Shares. However, voting rights will change in accordance with the shareholding pattern. For post issue share capital, please refer to paragraph (d).

Sl. No.	Name and address of the proposed allottees	Category (Promoter/ Non-Promoter)	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Ultimate Beneficial Owners of proposed allottees
01	Indorama Netherlands B.V. (PAN Acknowledgement No. 010109704430442)	Promoter Group	Nil	8,30,00,000	31.79%	Indorama Ventures Public Company Limited (Incorporated in Thailand) Listed on the Stock Exchange of Thailand (PAN: AAECI4515P)
02	Siam Stock Holdings Limited (PAN: AAPCS4181E)	Non-Promoter	Nil	1,72,00,000	6.59%	Ms. Nishita Kirit Shah (PAN: BKMP55634P) is the sole shareholder of Siam Stock Holdings Limited.

**H) Undertaking by the Company:**

The Company hereby undertakes that:

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with ICDR Regulations.

In terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:

- Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the Stock Exchange, during the twenty six weeks preceding the Relevant Date; or
- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, the price of Equity Shares will be determined on Relevant Date.

Since, the equity shares of the Company have been listed on the recognized stock exchange for a period of more than 26 (Twenty Six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

**I) Lock-in:**

The Equity Shares to be allotted to the Proposed Allottees on preferential basis will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended or Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable.

**J) Auditors Certificate:**

A copy of the certificate from the Chartered Accountant / Company's Statutory Auditor certifying that the issue is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, shall be open for inspection at the Corporate Office of the Company between 11:00 AM to 1:00 PM on all working days except, Saturday, Sunday and National Holiday until the Last date for receipt of votes by Postal Ballot / e-voting, i.e., **Thursday, 14<sup>th</sup> February 2019.**

In accordance with the ICDR Regulations, (i) all the Equity Shares held by the Proposed Allottees in the Company are in dematerialized form only; (ii) the Company and none of its Promoters or Directors is a wilful defaulter or a fugitive economic offender; and (iii) valuation requirement is not applicable as the securities are proposed to be issued for cash consideration.

The preferential issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with existing equity shares of the Company in all respects.

The Board of Directors of the Company recommends passing of the resolutions as set out at Item Nos. 2 and 3 as special resolutions.

Except Mr. Om Prakash Lohia and Mr. Vishal Lohia, who are related to Mr. Sri Prakash Lohia, Mr. Alope Lohia, Mrs. Suchitra Lohia and Mr. Amit Lohia, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, at Item No. 2 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, at Item No. 3 of the Notice.

**Registered Office:**

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

By Order of the Board of Directors  
**For Indo Rama Synthetics (India) Limited**

**Jayantk Sood**  
**CHRO & Company Secretary**  
(FCS No. 4482)

Place : Gurugram  
Date : 15<sup>th</sup> January 2019

## INDO RAMA SYNTHETICS (INDIA) LIMITED

Corp. Office: 20th Floor, DLF Square, DLF Phase-2, NH-8, Gurugram-122 002, Haryana  
Regd. Office: A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra.  
Tel.: 0124-4997000 Fax: 0124-4997070, CIN: L17124MH1986PLC166615  
Email: investor-relations@indorama-ind.com Website: www.indoramaindia.com

### POSTAL BALLOT FORM

(To be returned to the Scrutinizer of the Company)

**Sl. No.**

1. Name and Registered Address of the Sole / :  
First named Member
  
2. Name(s) of the Joint Holder(s), if any :
  
3. Registered Folio No. / DP ID and Client ID No. :
  
4. Number of Share(s) held :
  
5. I / We hereby exercise my / our vote(s) in respect of the following Ordinary/Special Resolutions to be passed through Postal Ballot for the special business stated in the Postal Ballot Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (√) mark in the appropriate box below:

Item No.	Description of Resolution	Number of Shares	I/We Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
1.	Ordinary Resolution under Sections 13, 61(1) and all other applicable provisions, if any, of the Companies Act, 2013, to increase in the Authorised Share Capital of the Company from existing Rs.235,10,00,000/- to Rs.275,00,00,000/-.			
2.	Special Resolution under Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, for issuance of Equity Shares of the Company to the Promoter Group by way of preferential basis.			
3.	Special Resolution under Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, for issuance of Equity Shares of the Company to Non-Promoter by way of preferential basis.			

Place :

\_\_\_\_\_  
Signature of the Sole/First/Joint Member(s)

Date :

(must be as per specimen signature registered with the Company)

#### Particulars for Remote e-Voting through Electronic means

EVEN (Remote e-Voting Event Number)	USER ID	PASSWORD / PIN
110344		

Note: Please read the instructions given overleaf carefully before exercising your vote.

Last date for receipt of Postal Ballot Forms by the Scrutinizer is Thursday, 14th February 2019.

Facility to exercise vote by postal ballot including Remote e-Voting through electronic means will be available during the following period:

Commencement of Remote e-Voting : From 9:00 AM on 16th January 2019, Wednesday

End of voting : Up to 5:00 PM on 14th February 2019, Thursday.

The facility for Remote e-Voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid Remote e-Voting period.

### **Instructions for voting through Postal Ballot Form:**

1. A member desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic means as per "Instructions for process to be followed by members opting to vote through electronic means" in the Postal Ballot Notice sent herewith.
3. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company) by the member. In case of joint holding, this form must be completed and signed by the first-named member and in his / her absence, by the next-named member.
4. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
5. The votes of a member will be considered invalid on any of the following grounds:
  - a) if the member's signature does not tally;
  - b) if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
  - c) if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
  - d) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Postal Ballot shall not be exercised by a proxy.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Thursday, 14th February 2019. All the Postal Ballot Forms received after this date will be strictly treated as if the reply from such member has not been received.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member on the date of dispatch of the Notice.
10. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / authorization together with the specimen signature(s) of the duly authorized signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / Registrar and Transfer Agent, viz: MCS Share Transfer Agent Limited).
11. Members are requested NOT to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed postage-prepaid business reply envelope as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot form for every Folio / DP ID and Client ID, irrespective of the number of joint holders.
13. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified at Item 8 above.
14. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
15. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.

POSTAGE  
WILL BE  
PAID BY  
ADDRESSEE

## BUSINESS REPLY ENVELOPE

BR PERMIT NO. L-2/BRP/130/2018-19

NO  
POSTAGE  
STAMP  
NECESSARY  
IF POSTED  
IN INDIA

To,

**The Scrutinizer  
INDO RAMA SYNTHETICS (INDIA) LTD.  
20th Floor, DLF Square,  
DLF Phase-2, NH-8,  
Gurugram-122002, Haryana, India.**