





**ANNEXURE - 1****SUMMARY OF PROCEEDINGS OF THE 38<sup>TH</sup> ANNUAL GENERAL MEETING OF INDO RAMA SYNTHETICS (INDIA) LIMITED**

The 38<sup>th</sup> Annual General Meeting ("AGM" or "Meeting") of the Members of Indo Rama Synthetics (India) Limited ('the Company') was held on Wednesday, 25<sup>th</sup> September 2024, at 11:37 AM (IST) via two-way Video Conferencing ('VC').

The Company Secretary welcomed all the Members, Directors, Statutory Auditors and Secretarial Auditors. He also stated that the notice of 38<sup>th</sup> Annual General Meeting and Annual Report for the Financial Year 2023-24 were sent by e-mail to the Members whose E-mail ID is registered with the Company or the Depository Participant(s). Those Members who have not registered their E-mail ID with the Company, can access the Annual Report through the Company's website.

Mr. Om Prakash Lohia, Chairman and Managing Director of the Company, chaired the Meeting conducted through Video Conferencing. He welcomed the Members and informed them that live streaming of the Meeting was being broadcasted on National Securities Depository Limited ("NSDL") website. He further informed that the quorum of Members, as required under law, was present. The Company had taken requisite steps to enable Members to participate and vote on the items specified in the notice of the Annual General Meeting. He further informed that the Statutory Registers required to be kept for inspection during the Annual General Meeting were available for the inspection of Members on the NSDL Website.

Notice, Financial Statements (Standalone and Consolidated) together with Board's Report, Auditors' Report thereon were taken as read.

Thereafter, the Chairman delivered his speech explaining the Company's operation, threats and opportunities before the Company and vision for the future in view of support from the Government Policies.

The Members registered themselves as speakers, were invited to raise their queries/ share their views, one by one.

The Members' queries and views were responded by the Chairman in detail.

The Chairman authorised Mr. Manish Kumar Rai, Company Secretary and Compliance Officer of the Company to conduct e-Voting on the following items of business as set out in the Notice convening the 38<sup>th</sup> Annual General Meeting.

Members were also informed that the e-Voting facility would be kept open for the next 15 minutes to enable the Members, who had not yet cast their votes, to cast their votes on the resolutions proposed in the Notice of Annual General Meeting.

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**MANISH KUMAR RAI**

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2.5.4.42=427618494606060873632211611041191404690631632160421  
serialNumber=C18279272A8A4CF7A1A74886A4C8393263423C827878966089A  
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The following items of business as per the Notice of the Annual General Meeting dated 9<sup>th</sup> August 2024, were approved by the Members:

S. No.	Item Description	Resolution Type	Mode of Voting	Result
1(a)	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Board's Report and Auditors' Report thereon; and	Ordinary Resolution	Remote evoting prior to and during the AGM	Passed with requisite majority
1(b)	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Auditors' Report thereon.	Ordinary Resolution	Remote evoting prior to and during the AGM	Passed with requisite majority
2	To appoint a director in place of Mr. Vishal Lohia, (DIN: 00206458), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote evoting prior to and during the AGM	Passed with requisite majority
3	To ratify the remuneration payable to Mr. R. Krishnan, Cost Accountant, for the financial year ending March 31, 2025.	Ordinary Resolution	Remote evoting prior to and during the AGM	Passed with requisite majority
4	Appointment of Mr. Sanjay Thapliyal as a Director of the Company.	Ordinary Resolution	Remote evoting prior to and during the AGM	Passed with requisite majority
5	Appointment of Mr. Sanjay Thapliyal (DIN: 08294006) as Whole-time Director of the Company.	Special Resolution	Remote evoting prior to and during the AGM	Passed with requisite majority
6	Appointment of Mr. Ravi Capoor (DIN: 00744987) as Independent Director of the Company.	Special Resolution	Remote evoting prior to and during the AGM	Passed with requisite majority
7	To enter into Material Related Party Transactions with Indorama Petrochem Limited, Thailand.	Ordinary Resolution	Remote evoting prior to and during the AGM	Passed with requisite majority
8	To enter into Material Related Party Transactions with TPT Petrochemicals Public Co. Limited, Thailand.	Ordinary Resolution	Remote evoting prior to and during the AGM	Passed with requisite majority





The Chairman informed that the Company had appointed CS Jaya Yadav (FCS 10822, CP 12070), Practicing Company Secretary, as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner. He further informed that the results of the e-Voting along with consolidated Scrutinizer's Report would be announced within the stipulated time and same would be intimated to the Stock Exchanges and would also be placed on the website of the Company and NSDL.

The Chairman thanked the Directors, Members, Auditors and others for participating in the Meeting and wished everyone the best of health and safety in the year ahead.

The e-Voting facility was kept open for voting till 12:22PM (IST) to enable the members to cast their votes.

The meeting concluded at 12:07 PM (IST).

The Scrutinizer's Report was received after conclusion of the Meeting on 25<sup>th</sup> September 2024. All the Resolutions were passed with requisite majority.

This is for your information and records.

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



**MANISH KUMAR RAI**

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2.5.4.20=INDO RAMA SYNTHETICS (INDIA) LIMITED, email=MANISH.KUMAR.RAI@INDORAMA.COM, c=IN  
c=IN, postalCode=110001, serialNumber=08478027626A8A45F74F4F48886AACC8352C45A262C8B2  
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**Manish Kumar Rai**  
**Company Secretary and Compliance Officer**  
Membership No. ACS 17173



**ANNEXURE - 2**

**38<sup>th</sup> Annual General Meeting (“AGM”) of INDO RAMA SYNTHETICS (INDIA) LIMITED**

Date of Annual General Meeting	25 <sup>th</sup> September 2024
Total number of shareholders on cut-off date (18 <sup>th</sup> September 2024)	29,729
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	The Annual General Meeting was held through Video Conferencing and hence there was no physical presence of members or appointment of proxies.
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter Group	2 (Two)
b) Public	50 (Fifty)
No. of resolution passed in the meeting	8 (Eight)

MANISH KUMAR RAI

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<b>INDO RAMA SYNTHETICS (INDIA) LIMITED</b>	
<b>Voting Results of AGM</b>	
Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
Date of the AGM	25-09-2024
Total number of shareholders on record date	29,729
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	2 50

**Item No. 1(a) Ordinary Resolution:-** To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and the Statutory Auditors thereon

Whether promoter/ promoter group are interested in the Agenda/Resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	19,54,20,067	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		10,20,74,424	52.23	10,20,74,424	0	100.0000	0.0000
	<b>Total</b>		<b>10,20,74,424</b>	<b>52.23</b>	<b>10,20,74,424</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	70,02,187	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		481	0.01	481	0	100.0000	0.0000
	<b>Total</b>		<b>481</b>	<b>0.01</b>	<b>481</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,86,90,897	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		1,74,33,780	29.70	1,74,33,630	150	99.9991	0.0009
	<b>Total</b>		<b>1,74,33,780</b>	<b>29.70</b>	<b>1,74,33,630</b>	<b>150</b>	<b>99.9991</b>	<b>0.0009</b>
<b>Total</b>		<b>26,11,13,151</b>	<b>11,95,08,685</b>	<b>45.77</b>	<b>11,95,08,535</b>	<b>150</b>	<b>99.9999</b>	<b>0.0001</b>

**OM PRAKASH LOHIA**

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DN: cn=OM PRAKASH LOHIA, o=INDO RAMA SYNTHETICS (INDIA) LIMITED, email=omprakashlohia@indoramasynt.com, postalCode=110021, st=INDIA, serialNumber=294603411C80D018A1C78070CAF28BA27A577469154090B52137C  
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**Item No. 1(b) Ordinary Resolution:-** To receive consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Auditors' Report thereon.

Whether promoter/ promoter group are interested in the Agenda/Resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	19,54,20,067	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		10,20,74,424	52.23	10,20,74,424	0	100.0000	0.0000
	<b>Total</b>		<b>10,20,74,424</b>	<b>52.23</b>	<b>10,20,74,424</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	70,02,187	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		481	0.01	481	0	100.0000	0.0000
	<b>Total</b>		<b>481</b>	<b>0.01</b>	<b>481</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,86,90,897	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		1,74,33,780	29.70	1,74,33,630	150	99.9991	0.0009
	<b>Total</b>		<b>1,74,33,780</b>	<b>29.70</b>	<b>1,74,33,630</b>	<b>150</b>	<b>99.9991</b>	<b>0.0009</b>
<b>Total</b>		<b>26,11,13,151</b>	<b>11,95,08,685</b>	<b>45.77</b>	<b>11,95,08,535</b>	<b>150</b>	<b>99.9999</b>	<b>0.0001</b>

**Item No. 2 Ordinary Resolution:-** To appoint a Director in place of Mr. Vishal Lohia, (DIN: 00206458), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are interested in the Agenda/Resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	19,54,20,067	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		10,20,74,424	52.23	10,20,74,424	0	100.0000	0.0000
	<b>Total</b>		<b>10,20,74,424</b>	<b>52.23</b>	<b>10,20,74,424</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	70,02,187	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		481	0.00	0	481	0.0000	100.0000
	<b>Total</b>		<b>481</b>	<b>0.00</b>	<b>0</b>	<b>481</b>	<b>0.0000</b>	<b>100.0000</b>
Public-Non Institutions	E-voting	5,86,90,897	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		1,74,33,780	29.70	1,74,31,480	2,300	99.9868	0.0132
	<b>Total</b>		<b>1,74,33,780</b>	<b>29.70</b>	<b>1,74,31,480</b>	<b>2,300</b>	<b>99.9868</b>	<b>0.0132</b>
<b>Total</b>		<b>26,11,13,151</b>	<b>11,95,08,685</b>	<b>45.77</b>	<b>11,95,05,904</b>	<b>2,781</b>	<b>99.9977</b>	<b>0.0023</b>





<b>Item No. 3 Ordinary Resolution:- To ratify the remuneration payable to Mr. R. Krishnan, Cost Accountant, for the financial year ending March 31, 2025.</b>								
Whether promoter/ promoter group are interested in the Agenda/Resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	19,54,20,067	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		10,20,74,424	52.23	10,20,74,424	0	100.0000	0.0000
	<b>Total</b>		<b>10,20,74,424</b>	<b>52.23</b>	<b>10,20,74,424</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	70,02,187	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		481	0.00	481	0	0.0000	0.0000
	<b>Total</b>		<b>481</b>	<b>0.00</b>	<b>481</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,86,90,897	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		1,74,33,780	29.70	1,74,32,080	1,700	99.9902	0.0098
	<b>Total</b>		<b>1,74,33,780</b>	<b>29.70</b>	<b>1,74,32,080</b>	<b>1,700</b>	<b>99.9902</b>	<b>0.0098</b>
<b>Total</b>		<b>26,11,13,151</b>	<b>11,95,08,685</b>	<b>45.77</b>	<b>11,95,06,985</b>	<b>1,700</b>	<b>99.9986</b>	<b>0.0014</b>

<b>Item No. 4 Ordinary Resolution:- To appoint Mr. Sanjay Thapliyal, (DIN 08294006), as a Director of the Company.</b>								
Whether promoter/ promoter group are interested in the Agenda/Resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	19,54,20,067	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		10,20,74,424	52.23	10,20,74,424	0	100.0000	0.0000
	<b>Total</b>		<b>10,20,74,424</b>	<b>52.23</b>	<b>10,20,74,424</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	70,02,187	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		481	0.00	0	481	0.0000	100.0000
	<b>Total</b>		<b>481</b>	<b>0.00</b>	<b>0</b>	<b>481</b>	<b>0.0000</b>	<b>100.0000</b>
Public-Non Institutions	E-voting	5,86,90,897	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		1,74,33,780	29.70	1,74,32,130	1,650	99.9905	0.0095
	<b>Total</b>		<b>1,74,33,780</b>	<b>29.70</b>	<b>1,74,32,130</b>	<b>1,650</b>	<b>99.9905</b>	<b>0.0095</b>
<b>Total</b>		<b>26,11,13,151</b>	<b>11,95,08,685</b>	<b>45.77</b>	<b>11,95,06,554</b>	<b>2,131</b>	<b>99.9982</b>	<b>0.0018</b>

**Item No. 5 Special Resolution:- To appoint Mr. Sanjay Thapliyal (DIN: 08294006) as Whole-time Director of the Company.**

Whether promoter/ promoter group are interested in the Agenda/Resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	19,54,20,067	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		10,20,74,424	52.23	10,20,74,424	0	100.0000	0.0000
	<b>Total</b>		<b>10,20,74,424</b>	<b>52.23</b>	<b>10,20,74,424</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	70,02,187	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		481	0.00	0	481	0.0000	100.0000
	<b>Total</b>		<b>481</b>	<b>0.00</b>	<b>0</b>	<b>481</b>	<b>0.0000</b>	<b>100.0000</b>
Public-Non Institutions	E-voting	5,86,90,897	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		1,74,33,780	29.70	1,74,32,630	1,150	99.9934	0.0066
	<b>Total</b>		<b>1,74,33,780</b>	<b>29.70</b>	<b>1,74,32,630</b>	<b>1,150</b>	<b>99.9934</b>	<b>0.0066</b>
<b>Total</b>		<b>26,11,13,151</b>	<b>11,95,08,685</b>	<b>45.77</b>	<b>11,95,07,054</b>	<b>1,631</b>	<b>99.9986</b>	<b>0.0014</b>

**Item No. 6 Special Resolution:- To appoint Mr. Ravi Kapoor (DIN: 00744987) as Independent Director of the Company.**

Whether promoter/ promoter group are interested in the Agenda/Resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	19,54,20,067	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		10,20,74,424	52.23	10,20,74,424	0	100.0000	0.0000
	<b>Total</b>		<b>10,20,74,424</b>	<b>52.23</b>	<b>10,20,74,424</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	70,02,187	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		481	0.00	481	0	100.0000	0.0000
	<b>Total</b>		<b>481</b>	<b>0.00</b>	<b>481</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,86,90,897	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		1,74,33,780	29.70	1,74,32,530	1,250	99.9928	0.0072
	<b>Total</b>		<b>1,74,33,780</b>	<b>29.70</b>	<b>1,74,32,530</b>	<b>1,250</b>	<b>99.9928</b>	<b>0.0072</b>
<b>Total</b>		<b>26,11,13,151</b>	<b>11,95,08,685</b>	<b>45.77</b>	<b>11,95,07,435</b>	<b>1,250</b>	<b>99.9990</b>	<b>0.0010</b>





**Item No. 7 Ordinary Resolution:- To enter into Material Related Party Transactions with Indorama Petrochem Limited, Thailand.**

Whether promote-/ promoter group are interested in the Agenda/Resolution							Yes	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	19,54,20,067	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		0	0.00	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	70,02,187	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		481	0.00	481	0	100.0000	0.0000
	<b>Total</b>		<b>481</b>	<b>0.00</b>	<b>481</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,86,90,897	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		1,74,33,780	29.70	1,74,32,630	1,150	99.9934	0.0066
	<b>Total</b>		<b>1,74,33,780</b>	<b>29.70</b>	<b>1,74,32,630</b>	<b>1,150</b>	<b>99.9934</b>	<b>0.0066</b>
<b>Total</b>		<b>26,11,13,151</b>	<b>1,74,34,261</b>	<b>6.68</b>	<b>1,74,33,111</b>	<b>1,150</b>	<b>99.9934</b>	<b>0.0066</b>

**Item No. 8 Ordinary Resolution:- To enter into Material Related Party Transactions with TPT Petrochemicals Public Co. Limited, Thailand.**

Whether promoter/ promoter group are interested in the Agenda/Resolution							Yes	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	19,54,20,067	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		0	0.00	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	70,02,187	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		481	0.00	481	0	100.0000	0.0000
	<b>Total</b>		<b>481</b>	<b>0.00</b>	<b>481</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,86,90,897	0	0.00	0	0	0.0000	0.0000
	Remote e-voting		1,74,33,780	29.70	1,74,32,630	1,150	99.9934	0.0066
	<b>Total</b>		<b>1,74,33,780</b>	<b>29.70</b>	<b>1,74,32,630</b>	<b>1,150</b>	<b>99.9934</b>	<b>0.0066</b>
<b>Total</b>		<b>26,11,13,151</b>	<b>1,74,34,261</b>	<b>6.68</b>	<b>1,74,33,111</b>	<b>1,150</b>	<b>99.9934</b>	<b>0.0066</b>

OM PRAKASH LOHIA





JAYA YADAV & ASSOCIATES  
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Mobile no.+91 98180 49356  
Peer Review No. 1539/2021  
Unique Id No. I2013HR1041100

### CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 02/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 (Collectively referred to as "MCA Circulars") and circular nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/DDHS/CIR/F/2021/21 dated February 26, 2021, SEBI/HO/DDHS/DDHS Div2/P/ CIR/2021/697 dated December 22, 2021, SEBI/HO/ DDHS/DDHS Div2/P/ CIR/2022/079 dated June 03, 2022, and SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 05, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/16 dated October 07, 2023 (collectively referred to as "SEBI Circulars") ]

To,

The Chairman .

**Indo Rama Synthetics (India) Limited**

(CIN: L17124MH1986PLC166615)

A-31, MIDC Industrial Area, Butibori,

Maharashtra 441122 India

**SUBJECT: CONSOLIDATED SCRUTINIZER'S REPORT FOR 38TH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF INDO RAMA SYNTHETICS (INDIA) LIMITED (CIN: L17124MH1986PLC166615) HELD ON WEDNESDAY, SEPTEMBER 25, 2024, AT 11:37 A.M. INDIAN STANDARD TIME ("IST") THROUGH VIDEO CONFERENCE (VC) OR OTHER AUDIO -VISUAL MEANS (OAVM).**

Dear Sir,

I, **Jaya Yadav, Practicing Company Secretary**, C/o M/s Jaya Yadav & Associates, Company Secretaries (Mem. No. F10822 and C.P. No. 12070) having office at Unit No. 416, 4<sup>th</sup> Floor, Tower - A, Spazedge Commercial Complex, Sohna Road, Sector-47, Gurugram, Haryana 122018, have been appointed as the Scrutinizer by the Board of Directors of Indo Rama Synthetics (India) Limited ("**the Company**") for the purpose of scrutinizing the process of voting through electronic means i.e. remote e-



voting and e-voting at 38<sup>th</sup> Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("the Rules") and MCA and SEBI Circulars as mentioned above, in respect of the resolution(s) mentioned in Notice dated August 09, 2024 ("Notice") proposed at the 38<sup>th</sup> AGM of the Company held on Wednesday, September 25, 2024 at 11:37 A.M. IST through VC/QOAVM.

1. The said appointment as Scrutinizer is under the provisions of Section 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize the process of voting through electronic means i.e. remote e-voting and e-voting at AGM, using an electronic voting system on the dates referred to in the Notice.

## 2. Management Responsibility

The Management of the Company is responsible to ensure the compliance with the requirement of (i) the Act and the Rules made thereunder; (ii) MCA Circulars; (iii) SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 ("LODR") and (iv) SEBI Circulars relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secure framework and robustness of the electronic voting system.

## 3. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depositories Limited (NSDL), the agency engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company/ NSDL for my verification.

## 4. I submit my Report as under: -

- i. The remote e-voting period commenced on Saturday, September 21, 2024 (9:00 A.M. IST) and ended on Tuesday, September 24, 2024 (5:00 P.M. IST) via e-voting platform on the designated website of National Securities Depositories Limited, Authorized Agency to provide e-voting viz. <https://www.evoting.nsdl.com>. The Company had also provided an e-voting facility to the Members who participated through VC/OAVM to enable those Members to cast their votes if they had not cast their vote earlier through remote e-voting.
- ii. The Members of the Company as on the "Cut-off Date" i.e. Wednesday, September 18, 2024, were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolution(s) as set out in the Notice.

Jaya



JAYA YADAV  
Nominating Company Secretary  
COP-12070

- iii. After the conclusion of AGM, the votes cast during the remote e-voting were unblocked on Wednesday, September 25, 2024, in the presence of two witnesses, Ms. Geetanjali Arya and Mr. Abhijeet Haldar who are not in the employment of the Company and / or NSDL. They have signed below in confirmation of the votes being unblocked in their presence.



Ms. Geetanjali Arya



Mr. Abhijeet Haldar

- iv. Thereafter, the details containing, inter alia, the list of Members who voted "for" or "against" each of the resolution that was put to vote, were generated from the remote e-voting website of NSDL, i.e., <https://eservices.nsdl.com>.
- v. The shareholders exercised their voting either by remote e-voting or e-voting at the AGM. There was no shareholder who opted for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted were considered.
- vi. The electronic voting system was diligently scrutinized.
- vii. The consolidated summary of results of e-voting at AGM and remote e-voting based on the reports generated by NSDL and relied upon are as under:

**To consider and, if thought fit, to pass, with or without modification(s), the following as Ordinary Resolution:**

**RESOLUTION NO. 1: Adoption of Audited Financial Statements:**

**RESOLUTION NO. 1(a)**

To receive, consider and adopt the Audited Standalone Financial Statements of the company for the financial year ended March 31, 2024, together with the Director's report and the Auditor's report thereon:

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	Nos
ITEM NO. 1(a) (as Ordinary Resolution)	E- voting	0.00	0.0000%	0	0.0000%	0
	Remote E-voting	119,508,535	99.9999%	150	0.0001%	0
	<b>Total</b>	<b>119,508,535</b>	<b>99.9999%</b>	<b>150</b>	<b>0.0001%</b>	<b>0</b>

Jaya Yadav  




Therefore, Resolution No.1(a) has been approved with the requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure A.**

**RESOLUTION NO. 1(b)**

To receive, consider and adopt the Audited Consolidated Financial Statements of the company for the financial year ended March 2024, together with the Auditor's report thereon:

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	Nos
ITEM NO. 1(b) (as Ordinary Resolution)	E-voting	0	0.0000%	0	0.0000%	0
	Remote E-voting	119,508,535	99.9999%	150	0.0001%	0
	<b>Total</b>	<b>119,508,535</b>	<b>99.9999%</b>	<b>150</b>	<b>0.0001%</b>	<b>0</b>

Therefore, Resolution No.1(b) has been approved with the requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure B.**

**RESOLUTION NO. 2: Re-Appointment of Director**

To appoint a director in place of Mr. Vishal Lohia, (DIN: 00206458) who retires by Rotation at this meeting, and being eligible, offers himself for re appointment:


ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	Nos
ITEM NO. 2 (as Ordinary Resolution)	E-voting	0	0.0000%	0	0.0000%	0
	Remote E-voting	119,505,904	99.9977%	2,781	0.0023%	0
	<b>Total</b>	<b>119,505,904</b>	<b>99.9977%</b>	<b>2,781</b>	<b>0.0023%</b>	<b>0</b>

Therefore, Resolution No. 2 has been approved with the requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure C.**

**RESOLUTION NO. 3: Ratification of the remuneration payable to the Cost Auditor**

To ratify the remuneration payable to Mr. R. Krishnan, Cost Accountant, for the financial year ending March 31, 2025:

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	Nos

*Jaya Yadav*  


ITEM NO. 3 (as Ordinary Resolution)	E-voting	0	0.0000%	0	0.0000%	0
	Remote E-voting	119,506,985	99.9986%	1,700	0.0014%	0
	<b>Total</b>	<b>119,506,985</b>	<b>99.9986%</b>	<b>1,700</b>	<b>0.0014%</b>	<b>0</b>

Therefore, Resolution No. 3 has been approved with the requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure D**.

**RESOLUTION NO. 4: Appointment of Mr. Sanjay Thapliyal as a Director of the Company**

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
ITEM NO. 4 (as Ordinary Resolution)	E-voting	0	0.0000%	0	0.0000%	0
	Remote E-voting	119,506,554	99.9982%	2,131	0.0018%	0
	<b>Total</b>	<b>119,506,554</b>	<b>99.9982%</b>	<b>2,131</b>	<b>0.0018%</b>	<b>0</b>

Therefore, Resolution No.4 has been approved with the requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure E**.

**To consider and, if thought fit, to pass, with or without modification(s), the following as Special Resolution:**

**RESOLUTION NO. 5: Appointment of Mr. Sanjay Thapliyal (DIN: 08294006) as Whole-time Director of the Company**

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
ITEM NO. 5 (as Special Resolution)	E- voting	0	0.0000%	0	0.0000%	0
	Remote E-voting	119,507,054	99.9986%	1,631	0.0014%	0
	<b>Total</b>	<b>119,507,054</b>	<b>99.9986%</b>	<b>1,631</b>	<b>0.0014%</b>	<b>0</b>

Therefore, Resolution No.5 has been approved with the requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure F**.


  
 Jaya Yadav  
 Company Secretary  
 COP-12070



**RESOLUTION NO. 6: Appointment of Mr. Ravi Capoor (DIN: 00744987) as Independent Director of the Company**

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	Nos
ITEM NO. 6 (as Special Resolution)	E- voting	0	0.0000%	0	0.0000%	0
	Remote E-voting	119,507,435	99.9990%	1,250	0.0010%	0
	<b>Total</b>	<b>119,507,435</b>	<b>99.9990%</b>	<b>1,250</b>	<b>0.0010%</b>	<b>0</b>

Therefore, Resolution No.6 has been approved with the requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure G**.

**To consider and, if thought fit, to pass, with or without modification(s), the following as Ordinary Resolution:**

**RESOLUTION NO. 7: To enter into Material related party transactions with the Indorama Petrochem Limited, Thailand:**

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	Nos
ITEM NO. 7 (as Ordinary resolution)	E- voting	0	0.0000%	0	0.0000%	0
	Remote E-voting	17,433,111	99.9934%	1,150	0.0066%	100,936,528
	<b>Total</b>	<b>17,433,111</b>	<b>99.9934%</b>	<b>1,150</b>	<b>0.0066%</b>	<b>100,936,528</b>

Therefore, Resolution No.7 has been approved with the requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure G**.

**RESOLUTION NO. 8: To enter into Material Related Party Transactions with TPT Petrochemicals Public Co. Limited, Thailand:**

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	Nos
ITEM NO. 8 (as Ordinary Resolution)	E- voting	0	0.0000%	0	0.0000%	0
	Remote E-voting	17,433,111	99.9934%	1,150	0.0066%	100,936,528
	<b>Total</b>	<b>17,433,111</b>	<b>99.9934%</b>	<b>1,150</b>	<b>0.0066%</b>	<b>100,936,528</b>


  
 Jaya Yadav  
 Company Secretary

Therefore, Resolution No. 8 has been approved with the requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure H**.

- i. The electronic data and all other relevant records relating to e-voting are under my custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves, and signs the minutes of the AGM.
- ii. This report is issued in accordance with the terms of the Engagement Letter.

#### **5. Restriction on Use**

This report has been issued at the request of the Company for:

- (i) Submission to Stock Exchanges;
- (ii) Placing on website of the Company; and
- (iii) Website of NSDL.

This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,  
Yours faithfully,

**For Jaya Yadav & Associates  
Company Secretaries**

  
Jaya Yadav  
Practicing Company Secretary  
Mem. No.: F10822  
CP No.: 12070

**Date:** 25.09.2024  
**Place:** Gurgaon  
**UDIN:** F010822F001315444



**Countersigned:  
For Indo Rama Synthetics (India)  
Limited**

**OM PRAKASH LOHIA**

Om Prakash Lohia  
Chairman

Digitally signed by OM PRAKASH LOHIA  
DN: cn=, o=Person, ou=IT, c=IN  
prepolicy=DEE8B6B15C4402A06F55A7C6B15F5B8D0,  
c.1.2.3=1464778777156461, 1.2.3.4=15658905390415156461, 2.5.4.3=24308-99076296,  
postalCode=110027, st=Delhi,  
serialNumber=784658044F18C8D1E8491C7F900CAF226A27A557446F55D20E827  
DN: cn=OM PRAKASH LOHIA  
Date: 2024.09.25 18:39:44 +05'30'

