

IRSL:STEXCH:2019-20:  
2<sup>nd</sup> July 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: 33<sup>rd</sup> Annual General Meeting and Annual Report for the Financial Year 2018-19**

Dear Sir,

As per the requirements of the Listing Regulations, please find herewith soft copy of Notice of 33<sup>rd</sup> Annual General Meeting and Annual Report of the Company for the Financial Year 2018-19, along with all Annexures as are sent to the Members of the Company.

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

CIN: L17124MH1986PLC166615

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

Tel. No.:+91-7104-663000-01 Fax No.: +91-7104-663200

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

## Notice

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Indo Rama Synthetics (India) Limited will be held on Friday, 26th July 2019, at 1:30 PM, at the Registered Office of the Company at A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra, to transact the following business:-

### Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company together with Report of the Board and Auditors thereon for the financial year ended 31st March 2019.
2. To appoint a Director in place of Mr. Vishal Lohia (DIN 00206458), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment
3. **To re-appoint and remuneration of Statutory Auditors of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as recommended by the Audit Committee, M/s Walker Chandiook & Co LLP (FRN001076N/500013), Chartered Accountants, be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2020 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### Special Business

4. **To appoint Mr. Udey Paul Singh Gill (DIN 00004340) as a Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable rules and provisions (including any modification and re-enactment thereof), if any, of the Companies Act, 2013, Mr. Udey Paul Singh Gill (DIN 00004340), who was appointed as an Additional Director with effect from 3rd April 2019, on the Board of the Company and who holds office upto ensuing Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. **To appoint Mr. M. N. Sudhindra Rao (DIN 01820347) as a Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable rules and provisions (including

any modification and re-enactment thereof), if any, of the Companies Act, 2013, Mr. Maganti Narayana Sudhindra Rao (DIN 01820347), who was appointed as an Additional Director with effect from 3rd April 2019, on the Board of the Company and who holds office upto ensuing Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company."

6. **Appointment of Mr. M. N. Sudhindra Rao (DIN 01820347) as an Executive Director and Chief Executive Officer of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and such other approvals, permissions and sanctions as may be required, consent of the members of the Company be and are hereby accorded to the appointment and terms of remuneration of Mr. Maganti Narayana Sudhindra Rao (DIN 01820347) as Executive Director and Chief Executive Officer of the Company, for a period of 3 (three) years, commencing from 8th April 2019 upto 7th April 2022, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period), with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and remuneration in such manner as may be agreed to between the Board and Mr. Rao;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do such acts, deeds, matters and things to give effect to this Resolution."

7. **Re-appointment of Mr. Vishal Lohia (DIN 00206458) as a Whole-time Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approvals as may be necessary, consent of the Members of the Company be and are hereby accorded to re-appointment of Mr. Vishal Lohia (DIN 00206458) as Whole-time Director of the Company, for a further period of 3 (three) years commencing from 1st April 2019 to 31st March 2022 and the terms of remuneration payable to Mr. Vishal Lohia for the said period, in pursuance of this resolution, on the terms and conditions, as are set out in the Explanatory Statement to this resolution and also contained in the agreement to be executed between the Company and Mr. Vishal Lohia, submitted to this meeting, be and is hereby specifically approved and sanctioned

with liberty to the Board of Directors (hereinafter referred to as "Board", which terms shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration and/or agreement, in such form and manner or with such modifications as the Board may deem fit and agreed to by Mr. Vishal Lohia;

RESOLVED FURTHER THAT the consent of the Members of the Company be and are hereby also accorded that where in any financial year, during the term of office of Mr. Vishal Lohia, the Company has no profits or its profits are inadequate, Mr. Vishal Lohia shall continue to get the same remuneration as aforesaid as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do such acts, deeds, matters and things to give effect to this Resolution."

**8. Re-appointment of Mr. Ashok Kumar Ladha (DIN 00089360) as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Ashok Kumar Ladha (DIN 00089360), who was appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from 20th May 2014 up to the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term up to the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2024."

**9. Re-appointment of Mr. Suman Jyoti Khaitan (DIN 00023370) as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Suman Jyoti Khaitan (DIN 00023370), who was appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from 20th May 2014 up to the conclusion of the 33rd Annual General Meeting of the Company in the

calendar year 2019 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term up to the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2024."

**10. To increase Borrowing Limits of the Company.**

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

"RESOLVED THAT, in supersession to the Special Resolution passed by the members of the Company by way of Postal Ballot on 2nd July 2015, pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors or committee thereof, (the "Board") to borrow such sum or sums of money at its discretion with or without security, and upon such terms of conditions as the Board may think fit, for the business of the Company, the monies already borrowed by the Company, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, and outstanding at any point of time shall not exceed ₹3,000 Crores (Indian Rupees Three Thousand Crores only) and that the Directors be and are hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may think fit".

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do such acts, deeds, matters and things to give effect to this Resolution."

**11. Creation of Charge / Mortgage on the Assets of the Company.**

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

"RESOLVED THAT, in supersession to the Special Resolution passed by the members of the Company by way of Postal Ballot on 2nd July 2015, pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging, on such terms and conditions and at such time or times and in such form and manner as the Board of Directors may at its sole discretion think fit, to sell, lease or otherwise dispose of the whole or substantially the whole of the undertakings of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of the Company's undertakings, including the present and/or future properties, whether movable or immovable (including equipment under delivery contracts for expansion projects) tangible or intangible in any existing or new undertaking or undertakings of the Company as the case may be in favour of the Lenders, Financial Institutions, Banks, Agents and/or Trustees for securing the long term, short term and medium term borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency), working capital limits and securities (comprising non-convertible

debentures) issued/to be issued by the Company, from time to time, subject to the limits approved/as may be approved by the members under Section 180(1)(c) of the Companies Act, 2013 together with the interest on the principal amounts at the respective agreed rates, additional interest, compound interest in the case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, premium (if any) on redemption, remuneration of agent(s)/trustee(s), all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/ fluctuations in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreements, debenture trust deed(s) and/or any other deed(s) or document(s) entered into/to be entered into between the Company and the lender(s)/financial institution(s), bank(s), agent(s)/ trustee(s) and/or other agencies, etc., in respect of their respective loans/borrowings/debentures/ securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors of the Company (including any Committee thereof) and the lender(s)/financial institution(s)/bank(s)/agent(s)/ trustee(s), etc.;

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may be exclusive or rank prior/pari-passu/subservient with the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board of Directors or its Committee and as may be agreed to by and between the Company and the lender(s)/financial institution(s), banks, agents/trustee(s) and/or other agencies;

RESOLVED FURTHER THAT the Board of Director or its Committee or Persons authorized by the Board, be and is/are hereby authorized to finalise, settle and execute any and all agreements, documents, deeds, writings and papers as may be necessary for creating the mortgages and/or charges as aforesaid and to do all such acts, deeds, matters and things as it/they may, in its/their absolute discretion consider necessary, desirable or expedient for implementing this resolution and to resolve any question, difficulty or doubt relating thereto, or otherwise considered to be in the best interests of the Company."

### 12. To enter into Related Party Transactions.

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Rules issued thereunder, including the Companies (Meetings of Board and its powers) Rules, 2014 and any statutory modification(s) or re-enactments thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the consent

of the members of the Company be and is hereby accorded to the Board of Directors of the Company, for entering the contracts/arrangements/transactions with the related parties for the financial year 2019-20, for (a) sale, purchase or supply of any goods or materials directly or through appointment of agent, and (b) availing or rendering of any services whether technical and/or financial and/or both, more particularly described in the Explanatory Statement of this Notice, for an aggregating maximum amount not exceeding during the financial year by ₹1,500 Crore (Indian Rupees One Thousand Five Hundred Crore only) with related parties as mentioned therein;

RESOLVED FURTHER THAT pursuant to the provisions of Section 189 of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company Secretary/Authorised Signatory of the Company be and are hereby authorised to make necessary entries in the Register of Contracts/arrangements and duly initialled/authenticated by the Company Secretary/ Authorised Signatory of the Company;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to decide upon the nature and value of the products, goods, materials or services to be transacted/ availed with/from the related parties within the aforesaid limit and to take such steps as may be necessary to obtain approvals, sanctions, consents, permissions and perform/execute all such acts, deeds, matters and things (including delegation of such authority), as may be deemed necessary, proper or expedient and generally to do all acts, deeds, matters and things necessary for the purpose of giving effect to this resolution."

### 13. To ratify Cost Auditors Remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications of re-enactments thereof, for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Remuneration of ₹1,80,000/- (apart from reimbursement out of pocket expenses and applicable taxes) to Mr. R. Krishnan, Cost Accountants (Membership No. 7799), who were appointed by the Board of Directors in their Meeting held on 15th May 2019, as Cost Auditors of the Company, for conducting the audit of cost records of the Company for the financial year 2019-20, be and is hereby approved and ratified;

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 such 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

Place: Gurugram  
Date: 15th May 2019

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

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

**Notes:**

- 1) The Register of Members and the Share Transfer books of the Company shall remain closed from Friday, 19th July 2019 to Friday, 26th July 2019 (both days inclusive) for annual closing.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**  
**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.**
- 3) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at this Meeting.
- 4) Explanatory Statement under Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at this meeting, is annexed hereto.
- 5) In terms of Section 152 of the Companies Act, 2013, Mr. Vishal Lohia (DIN 00206458), Director, retires by rotation at the meeting and being eligible, offer, himself for re-appointment. The Board of Directors of the Company commends his re-appointment.
- 6) The brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors, inter-se, as stipulated under Listing Regulations with the Stock Exchanges, the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and approved by the Central Government forms integral part of the Notice.
- 7) Members/Proxies/Authorised Representatives are requested to bring to the meeting the necessary details of their shareholdings, attendance slip and copy of Annual Report.
- 8) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 9) A route map giving directions to reach the venue of the 33rd Annual General Meeting is given at the end of the Notice.
- 10) The Securities and Exchange Board of India ("SEBI") has mandated the transfer of securities to be carried out only in dematerialized form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialize their holdings.
- 11) Pursuant to the provisions of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting,

Audit, Transfer & Refund) Rules, 2016, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the "Investor Education and Protection Fund" (IEPF) constituted by the Central Government. The Company had, accordingly, transferred ₹6,54,588/- (Indian Rupees Six Lakhs Fifty Four Thousand Five Hundred Eighty Eight only) being the unpaid and unclaimed final dividend amount pertaining to the financial year 2010-11, on 7th September 2018, to the Investor Education and Protection Fund of the Central Government.

- 12) Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Accordingly, the Company has transferred 2,45,907 Equity Shares of face value of ₹10/- each to the demat account of the IEPF Authority during the FY 2018-19.  
  
The details of such equity shares transferred to IEPF are uploaded on the website of the Company, [www.indoramaindia.com](http://www.indoramaindia.com).
- 13) Members whose shares, unclaimed dividend, etc. have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in e-Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee as decided by the IEPF Authority from time to time. The Member can file only one consolidated claim in a financial year as per the IEPF Rules. No claim shall lie against the Company in respect of the dividend/shares so transferred.
- 14) The Company has also uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 28th July, 2018 (date of last Annual General Meeting) on the website of the Company ([www.indoramaindia.com](http://www.indoramaindia.com)) and on the Ministry of Corporate Affairs website ([www.mca.gov.in](http://www.mca.gov.in)).
- 15) Members who have not encashed their dividend warrant(s), so far, in respect of the financial years from 2011-12 to 2015-16, are requested to write to the Company Secretary to send the unclaimed dividend amount.
- 16) Members holding shares in the electronic form are requested to intimate all changes with respect to their bank details, mandate, etc., to their respective Depository Participants (DPs). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the members.
- 17) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
- 18) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 19) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.

- 20) Electronic copy of the Annual Report for the financial year 2018-19 is being sent to all the members, whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2018-19 is being sent in the permitted mode.
- 21) Electronic copy of the Notice of 33rd Annual General Meeting of the Company, inter-alia, indicating the process and manner of Remote e-Voting along with Attendance Slip and Proxy Form is being sent to all the members, whose email IDs are registered with the Company/Depository Participants(s), unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 33rd Annual General Meeting of the Company, inter-alia, indicating the process and manner of Remote e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 22) Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for the financial year 2018-19 will also be available on the Company's website, [www.indoramaindia.com](http://www.indoramaindia.com), for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's Investor email id: [investor-relations@indorama-ind.com](mailto:investor-relations@indorama-ind.com)
- 23) Members who wish to obtain any information on the Company or view the Accounts for the year ended 31st March 2019 may visit the Company's website, [www.indoramaindia.com](http://www.indoramaindia.com) or send their queries at least 10 days before the Annual General Meeting, to the Company Secretary at the Corporate Office at 20th Floor, DLF Square, DLF Phase-II, NH-8, Gurugram-122002, Haryana.
- 24) The facility for voting through electronic voting system or by Ballot Paper shall also be made available at the Meeting and Members attending the Meeting who have not already cast their vote by Remote e-Voting shall be able to exercise their right at the meeting.
- 25) The Remote e-Voting period commences from Tuesday, 23rd July 2019 (9:00 AM) and ends on Thursday, 25th July 2019 (5:00 PM). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off Date. Friday, 19th July 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. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. Members who have cast their vote by Remote e-Voting prior to the AGM are also eligible to attend the Meeting, but shall not be entitled to cast their vote again.
- 26) In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, the Members are provided with the facility to exercise their right to vote electronically, through the e-voting services provided by the National Securities Depository Limited ('NSDL'), i.e., facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the AGM (Remote e-Voting) on all the resolutions set forth in this Notice. Instructions for Remote e-Voting are given herein below.

**27) The process and manner for Remote e-Voting are as under:**

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**

- a) For Members who hold shares in demat account with NSDL.
- b) For Members who hold shares in demat account with CDSL.
- c) For Members holding shares in Physical Form.

**Your User ID is:**

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\*\*\*\*\*.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*

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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - If your email ID is not registered, your 'initial password' is provided as below/at the bottom of the Attendance Slip.

<b>EVEN (Remote e-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
--	----------------	---------------------

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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).
  - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - 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.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

- 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.
- 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.
- Select "EVEN" of Company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 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).
- 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.
- 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)

28) In order to address any grievances relating to e-voting, you may write or contact NSDL as under:

- Mr. Amit Vishal: +91 22 24994360 or [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)
- Ms. Pallavi Mhatre: +91 22 24994545 or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)
- Mr. Pratik Bhatt: +91 22 24994738 or [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in)
- Ms. Sarita Mote: +91 22 24994890 or [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in)

- 29) Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the Cut-off Date, i.e., 19th July 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com) or [investor-relations@indorama-ind.com](mailto:investor-relations@indorama-ind.com)
- 30) If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- 31) 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).
- 32) The voting rights of members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on Cut-off Date, i.e., 19th July 2019.
- 33) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date only shall be entitled to avail the facility of Remote e-Voting as well as voting at the AGM through Polling Paper.
- 34) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting, who have not cast their vote by Remote e-Voting shall be able to exercise their right at the meeting through polling paper.
- 35) The members who have cast their vote by Remote e-Voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
- 36) 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) have been appointed as the Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner.
- 37) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM, but have not cast their votes by availing the Remote e-Voting facility.
- 38) The Scrutinizer will, after the conclusion of voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting and make a consolidated Scrutinizer's Report and submit the same to the Chairman. The Results declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company, [www.indoramaindia.com](http://www.indoramaindia.com) and on the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The result will simultaneously be communicated to the stock exchanges.
- 39) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, at the Registered Office of the Company, during normal business hours (9:00 AM to 5:00 PM) on all working days except Saturdays, upto the date of the 33rd Annual General Meeting of the Company.

## I. Explanatory Statement in Respect of the Special Business Pursuant to Section 102 of the Companies Act, 2013.

### Item No. 04

As per the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and on the recommendations of the Nomination and Remuneration Committee,

Audit Committee and approved by the Board of Directors in their meetings held on 15th May 2019, Mr. Udey Paul Singh Gill, (DIN 00004340), has appointed as an Additional Director of the Company with effect from 3rd April 2019 and holds the office of the Director till the conclusion of ensuing General Meeting of the Company.

The Company has received notice in writing from Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Udey Paul Singh Gill, for the office of Director of the Company.

Brief resume of Mr. Udey Paul Singh Gill, nature of his expertise in specific functional areas and names of companies in which he hold Directorships and Memberships / Chairmanships of the Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Agreement with the Stock Exchanges, which is forming part of the Notice, as under:

Mr. Udey Paul Singh Gill, born on 16th October 1953, is a MBA (Market Management) and holds International Trade Degree from University of California, Davis. Mr. Gill possesses rich experience in the field of Fibers, Polyester and Yarns Business.

Mr. Gill is non-executive, non-independent director and not holding any Chairmanship/Membership of any committee of the Company. Mr. Gill does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Gill is associated with reputed Companies, viz; Indorama Ventures Public Company Limited, Trevira Holdings GmbH, Indorama Polyester Industries PCL and Wellman International Limited.

Mr. Gill is on the Board of various Overseas Companies, viz;

- (i) Indorama Ventures PCL;
- (ii) Wellman Neufchateau Recyclage S.A.;
- (iii) Avgol Industries 1953 Ltd.;
- (iv) Performance Fibers Operations Mexico;
- (v) Performance Fibers Services, S. de R.L.;
- (vi) Glanzstoff Industries A.G.;
- (vii) Performance Fibers (Kaiping) No.3;
- (viii) Performance Fibers (Kaiping) Company;
- (ix) Performance Fibers (Kaiping) No. 2;
- (x) Performance Fibers (Hong Kong) Limited;
- (xi) PHP Fibers GmbH;
- (xii) PHP Fibers Inc.;
- (xiii) Trevira Holdings GmbH;
- (xiv) Indorama Polyester Industries PCL;
- (xv) PT. Indorama Polychem Indonesia;
- (xvi) PT. Indorama Ventures Indonesia;
- (xvii) PT. Indorama Polyester Industries;
- (xviii) KP Equity Partners Inc.; and
- (xix) Wellman International Limited.

Except Mr. Udey Pal Singh Gill, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 04. This Explanatory Statement may also be regarded as a disclosure under Listing Regulations with the Stock Exchanges.

The Board commends the Ordinary Resolution set out at Item No. 04 of the Notice for approval by the members.

### Item No. 05 & 06

In terms of the Nomination and Remuneration Policy of the Company and based on the recommendations of Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors in their meetings held on 15th May 2019, Mr. Maganti Narayana Sudhindra Rao, (DIN 01820347), appointed as an Additional Director with effect from 3rd April 2019, not liable to retires by rotation. Mr. Rao was also appointed as the Executive Director and Chief Executive Officer/Key Managerial Personnel of the Company, for a period of 3 (three) years, with effect from 8th April 2019 to 7th April 2022, subject



to the approval of the Members at the ensuing General Meeting of the Company. Mr. Rao appointed as Professional Director of the Company.

The Company has received consent to act as Director and declaration that he is not disqualified from being appointed as a Director of the Company. The Company has also received notice in writing, from member under Section 160 of the Companies Act, 2013, proposing his candidature for the appointment as Director of the Company. The terms and conditions for appointment of Mr. M. N. Sudhindra Rao are proposed keeping in line with the objective of attracting and retaining professional with expertise and high competence on the Board.

Brief resume of Mr. M. N. Sudhindra Rao, nature of his expertise in specific functional areas and names of companies in which he hold Directorships and Memberships / Chairmanships of the Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Agreement with the Stock Exchanges, which is forming part of the Notice, as under:

Mr. M. N. Sudhindra Rao, born on 22nd May 1957, is a Science Graduate and member of the Institute of Chartered Accountant, has over thirty six years of rich experience in key position in various organization of repute like, Century Enka, Global Wind Power Limited, Reliance ADAG and Polygenta Technologies Limited.

Mr. Rao will be responsible for the overall business operations and affairs of the Company. Mr. Rao does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Rao is Director in the following Public Limited Companies:

- i) Everest Kanto Cylinder Limited; and
- ii) Polygenta Technologies Limited.

He is a Member of Audit Committee, Stakeholders Relationship Committee and Allotment & Conversion Committee of Polygenta Technologies Limited.

Copy of the letter for appointment of Mr. M. N. Sudhindra Rao as Executive Director and Chief Executive Officer setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Rao as an ED & CEO of the Company.

The detail of remuneration of Mr. Maganti Narayana Sudhindra Rao, Executive Director and Chief Executive Officer/Key Managerial Personnel of the Company, for a period of 3 (three) years, with effect from 8th April 2019 to 7th April 2022, as set out under:

1. Salary: ₹6,40,000/- per month.
2. Allowances:
  - (i) Company Leased Accommodation: Company shall provide furnished Company Leased Accommodation.
  - (ii) Special Allowance: Special Allowances of ₹8,83,200/- per month
3. Perquisites:
  - (i) Annual Performance Bonus: Performance Bonus based on performance rating maximum of ₹58,00,000/- per annum.
  - (ii) Telephone usage: Telephone and internet, fax at residence will be provided by the Company for official use.
  - (iii) Conveyance: Use of Company's maintained car with driver. Explanation: Provision of car for use on the Company's business and Telephone/Fax at residence will not be considered in computing the value of perquisite(s).
  - (iv) Mediclaim Insurance for self and spouse: As per Company Policy.
  - (v) Group Personal Accident Insurance: As per Company Policy.

4. Retirement Benefit: In addition to the perquisites as aforesaid, Mr. Rao, shall also be entitled to the following annual benefits forming part of his remuneration:
  - (a) Provident Fund: Company's Contribution towards Provident Fund shall be as per the Rules of the Company, i.e., @ 12% of the Basic Salary.
  - (b) Gratuity: Payable at a rate not exceeding half month's salary for each Completed year of service as per Rules of the Company.
5. Reimbursement of Expenses: Reimbursement of all entertainment, travelling, hotel and other expenses incurred by Mr. Rao during the course of his employment in connection with the business of the Company.
6. Sitting Fee: No sitting fee shall be paid to Mr. Rao for attending the meetings of Board of Directors of the Company or any Committees thereof.
7. Minimum Remuneration: In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. M. N. Sudhindra Rao will be entitled to the above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration in accordance with the applicable provision of Schedule V of the Companies Act, 2013.

Except Mr. Rao, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item Nos. 05 and 06. This Explanatory Statement may also be regarded as a disclosure under Listing Agreement with the Stock Exchanges.

The Board commends the Ordinary and Special Resolutions set out at Item Nos. 05 and 06 of the Notice for the approval by the members.

#### **Item No. 07**

The re-appointment of Mr. Vishal Lohia (DIN 00206458) for a further period of 3 (three) years with effect from 1st April 2019 to 31st March 2022 together with remuneration was recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors in their meetings held on 14th February 2019, subject to the other approvals as well as the members at the ensuing General Meeting of the Company.

Mr. Vishal Lohia is an alumnus of Bryant College, USA, having graduated in Finance & Economics. Mr. Vishal Lohia has paced himself with thorough grooming on the job at Indo Rama Synthetics (India) Limited. He has been taking on increasing responsibilities, driving the initiatives at Indo Rama to strategically position it as a leading player on the global industrial map. A young and dynamic visionary, Mr. Vishal Lohia, aged 41 years, has been instrumental in the recent foray of Indo Rama into the textiles sector. He has been actively involved in various industry forums taking up the cause and concerns of polyester industry on economic and trade issues.

The Board of Directors, as considering the performance of the Company during the financial year 2018-19 and expected better performance of the Company in the coming years, nature of his responsibility and increasing devotion and efforts of Mr. Vishal Lohia towards the Company and as recommended by the Nomination and Remuneration Committee, Audit Committee and subject to the approval of the Members at the ensuing General Meeting of the Company or such other authorities, unanimously considered the remuneration payable to Mr. Vishal Lohia, for a further period of 3 (three) years, with effect from 1st April 2019 to 31st March 2022, as set out under:

1. Salary : ₹6,75,000/- per month;
2. Perquisites & Allowances: Mr. Vishal Lohia shall be entitled to the following perquisites:

- (i) Housing: House Rent Allowance of ₹13,00,000/- per month;
- (ii) Expenses pertaining to Gas, Electricity, Water, furnishings and other utilities including repairs will be borne / reimbursed by the Company on actual subject to a maximum of ₹59,833/- per month or ₹7,17,996/- in one year;
- (iii) Medical Reimbursement: Reimbursement of medical expenses incurred for self and family will be ₹12,500/- per month or ₹1,50,000/- in one year;
- (iv) Leave Travel Concession: Leave Travel Concession for self and family to and fro any place in India or abroad upto ₹1,50,000/- per annum, as per the Rules of the Company;
- (v) Personal Accident Insurance: Premium not to exceed ₹27,000/- per annum;
- (vi) Club Fees: Fees in respect of two Clubs will be ₹27,000/- per annum;
- (vii) Hospitalisation benefit: As per the Rules of the Company;
- (viii) Conveyance: Use of the Company's maintained car(s) with driver(s);
- (ix) Telephone: Telephone and Fax at residence;  
Explanation:- Provision of cars for use on the Company's business and telephone/ fax at residence will not be considered in computing the value of perquisites.  
Note:- All the perquisites will be interchangeable, i.e., any excess in a particular perquisite may be permissible by a corresponding reduction in one or more of the other perquisite(s).

3. In addition to the perquisites as aforesaid, Mr. Vishal Lohia shall also be entitled to the following annual benefits forming part of his remuneration;
  - (a) Provident Fund: Company's contribution towards Provident Fund shall be as per the Rules of the Company, i.e., @ 12% of the Basic Salary;
  - (b) Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per the Rules of the Company;
4. Leave: As per the Rules of the Company but not exceeding one month's leave with full salary for every 11 months of service;  
  
Leave accumulated and not availed of during his tenure as Whole-time Director may be allowed to be encashed at the end of the tenure as per the Rules of the Company;
5. Reimbursement of expenses: Reimbursement of all entertainment, traveling, hotel and other expenses incurred by Mr. Vishal Lohia during the course of and in connection with the business of the Company;
6. Sitting Fee: No sitting fee shall be paid to Mr. Vishal Lohia for attending the Meetings of Board of Directors of the Company or any Committees thereof;
7. Minimum Remuneration: In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Vishal Lohia, will be entitled to the above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration in accordance with the applicable provision of Schedule V of the Companies Act, 2013.

Except Mr. Vishal Lohia, being an appointee and Mr. Om Prakash Lohia, who is related to Mr. Vishal Lohia, None of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 07.

None of the Directors except Mr. Vishal Lohia, being an appointee and Mr. Om Prakash Lohia, who is related to Mr. Vishal Lohia is concerned or interested in the said Resolution.

The Board commends the Special Resolution set out at Item No. 07 of the Notice for approval by the members.

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

### I. General Information:

1. Nature of Industry: The Company is engaged in the manufacturing of Polyester products, viz., Polyester Filament Yarn (PFY), Polyester Staple Fibre (PSF), Draw Texturised Yarn (DTY), Specialty Fibre and Chips.
2. Date or expected date of commencement of commercial production:  
  
The Company was incorporated on 28 April 1986 as a Public Limited Company. The Company is already in operation after obtaining Certificate of Commencement of business on 24 November 1986.
3. Financial performance based on given indicators: As per the Audited Financial Results for the year ended 31st March 2019.

	(₹ in Crores)
Net Sales, Operating and Other Income	1699.37
Profit/(loss) before Financial Costs, Depreciation, Foreign exchange fluctuation, Exceptional items and Tax (EBIDTA)	(88.58)
Finance costs	131.32
Profit/(loss) before Depreciation, Foreign exchange fluctuation, Exceptional items and Tax (EBDTA)	(219.90)
Depreciation	83.04
Foreign exchange fluctuation (loss)	(3.53)
Exceptional Items	(115.19)
Profit / (Loss) before Tax	(421.66)
Tax (Credit) / Charge	(150.60)
Profit/(loss) after Tax (PAT)	(271.06)

4. Export performance and net foreign exchange earned for the year ended 31st March 2019:

FOB value of Exports	255.95
Other	-
<b>Total</b>	<b>255.95</b>

### II. Information about appointees:

#### (a) Mr. M. N. Sudhindra Rao

1. Background details: Mr. Maganti Narayana Sudhindra Rao, joined the Company as an Additional Director with effect from 3rd April 2019, not liable to retire by rotation. Mr. Rao was also appointed as the Executive Director and Chief Executive Officer/Key Managerial Personnel of the Company, for a period of 3 (three) years, with effect from 8th April 2019 to 7th April 2022. Mr. Rao, born on 22nd May 1957, is a Science Graduate and member of the Institute of Chartered Accountant, has over thirty six years of rich experience in key position in various organization of repute like, Century Enka, Global Wind Power Limited, Reliance ADAG and Polygenta Technologies Limited.
2. Past Remuneration: Remuneration paid during the year ended 31st March 2019: NA
3. Job Profile and his Suitability: The Company has successfully implemented expansion by doubling of its cumulative polyester capacity of more than 610,050 tonnes per annum from 300,000 tonnes per annum at a single location at Butibori, Nagpur. Thus, increased responsibilities of the Managerial personnel made it necessary to require the services, farsightedness and expertise

of Mr. M. N. Sudhindra Rao in order to provide greater assistance to the Management team on account of enhanced production.

Mr. M. N. Sudhindra Rao is actively involved in the Company's business operations on day-to-day basis and has been carrying out all such responsibilities as are assigned to him from time to time. The Nomination and Remuneration Committee recommended the appointment and remuneration payable to Mr. Rao as ED & CEO, for a period of 3 (three) years, commencing from 8th April 2019 to 7th April 2022, under provisions of the Companies Act, 2013, which has been approved by the Board of Directors of the Company in their meetings held on 15th May 2019.

4. Remuneration proposed: As stated in the Explanatory Statement at Item No. 06 of the Notice.
5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company, the profile of the appointee, managerial personnel, the responsibilities shouldered by him and the industry benchmarks, the aforesaid remuneration proposed to be paid is commensurate with the remuneration package paid to similar senior level counter parts in other Companies.
6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, Mr. M. N. Sudhindra Rao has no other material pecuniary relationship.

**(b) Mr. Vishal Lohia**

1. Background details: Mr. Vishal Lohia is one of the Promoters and Whole-time Director of the Company. Mr. Vishal Lohia, aged about 41 years holds a Bachelor Degree in Finance and Economics from Bryant College, Rhode Island, USA. He was appointed as Whole-time Director with effect from 28th June 2002 and held office upto 20th October 2004. He was again appointed as Whole-time Director on 1st April 2007 and has been continuing as such since then. Mr. Vishal Lohia has been looking after operations of the Company besides handling such other responsibilities as are assigned by the Board of Directors from time to time.

Mr. Vishal Lohia has around 17 years of experience in the various Industry forums taking up the cause and concerns of Polyester Industry on economic and trade issues. He is a young and dynamic visionary and has been instrumental in the recent foray of Indo Rama into the textiles sector.

2. Past Remuneration: Remuneration paid during the year ended 31st March 2019:

	(₹ in Crores)		
	Salary	Perquisites and other benefits	Total
Mr. Vishal Lohia	1.08	1.40	2.48

3. Job Profile and his Suitability:

Mr. Vishal Lohia is actively involved in the Company's business operations on day-to-day basis and has been carrying out all such responsibilities as are assigned to him from time to time.

In consideration of the performance of his duties as the Whole-time Director, the Nomination and Remuneration Committee recommended the remuneration of Mr. Vishal Lohia, Whole-time Director, for a further period of 3 (three) years, commencing from 1st April 2019 to 31st March 2022, under provisions of Section 197 and Schedule V of the Companies Act, 2013, which has been approved by the Board of Directors of the Company in their meetings held on 14th February 2019.

4. Remuneration proposed: As stated in the Explanatory Statement at Item No. 07 of the Notice.
5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company, the profile of the appointee, managerial personnel, the responsibilities assigned to Mr. Vishal Lohia by the Board of Directors, the aforesaid remuneration proposed to be paid is commensurate with the remuneration package paid to similar senior level counter parts in other Companies.
6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, Mr. Vishal Lohia has no other material pecuniary relationship except that Mr. Vishal Lohia is related to Mr. Om Prakash Lohia, Chairman and Managing Director.

**III. Other Information:**

**1. Reasons for inadequate profits:**

During the financial year ended 31st March 2019, the Company has shown operational loss before Interest, Depreciation and Tax (EBIDTA) of ₹88.58 Crore as against profit of ₹60.22 Crore for the previous year. Loss before Tax stood at ₹ 420.55 Crore against ₹123.84 Crore for the previous year. There is loss of ₹ 270.33 Crore as against ₹ 82.02 Crore last year. The increase in loss is due to exceptional items of ₹115.19 Crore.

Despite this, the Company may still be deemed to have inadequacy of profits under Section 197 of the Companies Act, 2013, largely on account of external and unexpected circumstances beyond the control of the Management, viz.; global and general economic meltdown; Recession in the Polyester Industry, sharp volatility in the prices of textile products putting pressure on both the top line as well as bottom line and resulting lesser profits.

With the overall economic and business environment showing encouraging signs of improvement in the Polyester industry, the Company is poised for growth. The Directors are confident of a continuing all round improvement in Company's performance in the coming years.

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

With the help of concerted efforts made by the Management during the financial year 2018-19, the performance and profitability of the Company has taken a positive turn after passing through a difficult phase due to impact of global meltdown and currency fluctuation. As per the audited financial results as considered in the Board of Directors' meeting held on 15th May 2019, the Company has recorded total income of ₹1699.37 Crore against ₹2317.44 Crore in the previous year. The operational loss before Depreciation, Interest and Taxation (EBIDTA) is at ₹88.58 Crore as against profit of ₹60.22 Crore last year. We reported a net loss of ₹270.33 Crore vis-à-vis ₹82.02 crore in the previous year.

The turnaround in profits from operations on account of higher volumes cost competitiveness and reduction in interest cost. The economic scenario is also continuously improving and the Company expects much better performance in the current financial year as well as in times to come.

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

Considering the continuously improving economic scenario and on the basis of last year's performance, Company expects improvement in its net sales and profits.

#### IV. Disclosures:

The remuneration package along with the corresponding details payable to Mr. M. N. Sudhindra Rao and Mr. Vishal Lohia have already been mentioned at the explanatory statement of this notice. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option available in the case of the aforesaid managerial personnel. The respective tenure of the aforesaid managerial personnel shall be governed by a service contract with a notice period of three to six months.

#### Item No. 08

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Ashok Kumar Ladha (DIN: 00089360) had been appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a period from 20th May 2014 up to the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.

As recommended by the Nomination and Remuneration Committee and Audit Committee, Mr. Ashok Kumar Ladha re-appointed as Independent Director under Section 149 of the Companies Act, 2013 and Listing Regulations to hold office for further 5 (five) consecutive years for a second term up to the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2024.

Mr. Ladha is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Company has received notice in writing from Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Ashok Kumar Ladha for the office of Director of the Company.

The Company has also received declaration from Mr. Ladha that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations.

In the opinion of the Board, Mr. Ladha fulfills the condition for re-appointment for further 5 (five) consecutive years for a second term up to the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2024 as Independent Director as specified in the Companies Act, 2013 and the Listing Regulations. Mr. Ladha is independent of the management.

Brief resume of Mr. Ashok Kumar Ladha, nature of his expertise in specific functional areas and names of companies in which he hold Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under the Listing Regulations with the Stock Exchanges, which is forming part of the Notice, as under:

Mr. Ashok Kumar Ladha had joined the Board of Directors of the Company on 14th June 1995. Mr. Ladha is Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee and Member of Banking & Finance Committee and Share Allotment and Transfer Committee of the Board of Directors of the Company. Mr. Ladha is holding 17,713 equity shares of the Company.

Mr. Ladha, born on 15th April 1949, is a Commerce Graduate. He started his career with C.K. Birla Group Companies way back in 1966. He has extensive experience in various aspects of Management, viz., production, finance, marketing and general administration. He is

currently the President-Corporate looking after the Corporate Affairs of C.K. Birla Group Companies.

Mr. Ladha is Director in the following Public Limited Companies:

- i) Amer Investment Delhi Limited;
- ii) C K Birla Corporate Services Limited;
- iii) Rajasthan Industries Limited;
- iv) TCI Express Limited; and
- v) V V A Finance Limited.

He is a Member of Audit Committee and Chairman of Nomination and Remuneration Committee of TCI Express Limited.

Copy of the appointment letter of Mr. Ashok Kumar Ladha as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ladha as an Independent Director of the Company.

Except Mr. Ladha, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 08. This Explanatory Statement may also be regarded as a disclosure under Listing Regulations with the Stock Exchanges.

The Board commends the Special Resolution set out at Item No. 08 of the Notice for approval by the members.

#### Item No. 09

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Suman Jyoti Khaitan (DIN: 00023370) had been appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a period from 20th May 2014 up to the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.

As recommended by the Nomination and Remuneration Committee and Audit Committee, Mr. Suman Jyoti Khaitan re-appointed as Independent Director under Section 149 of the Companies Act, 2013 and Listing Regulations to hold office for further 5 (five) consecutive years for a second term up to the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2024.

Mr. Khaitan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Company has received notice in writing from Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Suman Jyoti Khaitan for the office of Director of the Company.

The Company has also received declaration from Mr. Khaitan that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations.

In the opinion of the Board, Mr. Khaitan fulfills the condition for re-appointment for further 5 (five) consecutive years for a second term up to the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2024 as Independent Director as specified in the Companies Act, 2013 and the Listing Regulations. Mr. Khaitan is independent of the management.

Brief resume of Mr. Suman Jyoti Khaitan, nature of his expertise in specific functional areas and names of companies in which he hold Directorships and Memberships / Chairmanships of the Board

Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations with the Stock Exchanges, which is forming part of the Notice, as under:

Mr. Khaitan had joined the Board of Directors of the Company on 30th January 2013. Mr. Khaitan is a Member of Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Khaitan born on 9th February 1959 and holds Degree of BA (Hons) Eco., LL.B. He is a practicing Advocate in India since 1985. In 2004, he founded the law Firm, Suman Khaitan & Co. In January, 2007, he was appointed as a Notary. In 2008, he founded the law Firm, Khaitan & Partners. He has handled various legal matters including arbitration, banking, finance, foreign investment, insurance, infrastructure, intellectual property, litigation, real estate and provided legal advice to power, telecom and aviation projects, and advised organizations on business restructuring, schemes of amalgamations, demergers and takeovers, overseas acquisitions, finance, tax planning, family settlements and trusts. He has also appeared before parliamentary committees, making representations and proposals on proposed amendments to important corporate, commercial and important legislation. Mr. Khaitan regularly appears as lawyer in International and Domestic Arbitrations and has been appointed as the Sole Arbitrator by ICC Geneva. He is the Immediate Former President of PHDCCI, a Member of the Managing Committee of ASSOCHAM, the Chair of National Legal Affairs Council of ASSOCHAM, two leading Chambers of Commerce in India. He is also on the Managing Committee of Confederation of Indian Bar, ICC India, Indian Council of Arbitration, International Centre for Alternative Dispute Resolution and Society of Indian Law Firms.

Mr. Khaitan is Director in the following Public Limited Companies:

- i) Jindal Stainless Limited; and
- ii) Oriental Carbon & Chemicals Limited.

He is a Chairman of Audit Committee, Nomination and Remuneration Committee and Shareholders Relationship Committee of Jindal Stainless Limited. He is also Member of Share Transfer Committee, Sub-Committee of Directors of Jindal Stainless Limited.

He is a Member of Audit Committee and Stakeholders Relationship Committee of Oriental Carbon & Chemicals Limited. He is also Member of Corporate Social Responsibility Committee and Operational and Finance Committee.

Mr. Khaitan does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Copy of the appointment letter of Mr. Suman Jyoti Khaitan as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Khaitan as an Independent Director of the Company.

Except Mr. Khaitan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 09. This Explanatory Statement may also be regarded as a disclosure under the Listing Regulations with the Stock Exchanges.

The Board commends the Special Resolution set out at Item No. 09 of the Notice for approval by the members.

#### **Item No. 10**

Pursuant to Section 180(1)(c) of the Companies Act, 2013, requires that the Board of Directors shall not borrow money in excess of the company's paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary

course of business, except with the consent of members of the Company accorded by way of a Special Resolution.

The Company for its day-to-day operations and future expansion will require funds. It is, therefore, proposed that in supersession to the Special Resolution passed by the Members of the Company by way of Postal Ballot on 2nd July 2015, the Board of Directors of the Company be authorized to borrow funds upto a limit of ₹3,000 Crores (Indian Rupees Three Thousand Crores only).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 10 of the Notice.

None of the Directors and Key Managerial Personnel or their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board commends the Special Resolution set out at Item No. 10 of the Notice for approval by the members.

#### **Item No. 11**

The members of the Company, vide Special Resolution passed by way of Postal Ballot on 2nd July 2015, had accorded their consent to the Board of Directors for creation of charges/mortgages/hypothecations for an amount not exceeding, subject to the limits approved/as may be approved by the members under Section 180(1)(c) of the Companies Act, 2013, at any one time together with interest thereon, further interest, if any, remuneration of the trustees for the holders of the said debentures, costs, charges, expenses and all other moneys payable to the trustee for holders of the said debentures / financial institutions/banks/ other lenders and incurred in terms of the issue of the said debentures and / or terms and conditions of the term loans / financial assistance obtained.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the members obtained by a Special Resolution. As such, it is necessary to obtain fresh approval of the members by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/ mortgages/hypothecations for an amount not exceeding, subject to the limits approved/as may be approved by the members under Section 180(1)(c) of the Companies Act, 2013 or the aggregate of the paid-up share capital and free reserves of the Company, whichever is higher.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 11 of the Notice.

None of the Directors and Key Managerial Personnel or their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Board commends the Special Resolution set out at Item No. 11 of the Notice for approval by the members.

#### **Item No. 12**

The Company has entered into contracts / arrangements / transactions with the following entities, who are related parties within the meaning of Section 2(76) of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"):

Sl. No.	Name of the Related Parties	Nature of Relation	Material terms of the contract, etc. *	Monetary Value for the FY 2018-19 (₹ in Crore)
1.	Wearit Global Limited	Relative	Sold Polyester Staple Fibre on arm's length basis	0.74
2.	Wearit Global Limited	Relative	Sold Partially Oriented Yarn on arm's length basis	10.87
3.	Wearit Global Limited	Relative	Sold Draw Texturised Yarn on arm's length basis	39.80
4.	Wearit Global Limited	Relative	Sold Polyester Chips on arm's length basis	8.19
<b>Total</b>				<b>59.60</b>

\* i) Name of Director or Key Managerial Personnel who is related:

Mr. Om Prakash Lohia and Mr. Vishal Lohia, Directors of the Company are relatives of Mr. Manish Kumar, Director of Wearit Global Limited.

ii) Any other information relevant or important for the members to make a decision on proposed transaction: None

The Company may enter into the following entities, who are related parties within the meaning of Section 2(76) of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, for an aggregating maximum amount not exceeding during the financial year by ₹1,500 Crore (Indian Rupees One Thousand Five Hundred Crore only):

Sl. No.	Name of the Related Parties
1.	Indorama Petrochem Limited, Thailand
2.	TPT Petrochemicals Public Co. Ltd., Thailand
3.	PT. Indorama Petrochemicals, Indonesia
4.	Indorama Industries Limited
5.	Indorama Polyester Industries Public Company Limited, Thailand
6.	PT. Indorama Ventures Indonesia
7.	PT. Indorama Polychem Indonesia
8.	Auriga Polymers Inc., USA
9.	Indorama Ventures Polymers Mexico, S. de R.L. de C.V.
10.	Wellman International Limited, Ireland
11.	Trevira GmbH, Germany
12.	Indorama Ventures Fibras Brasil Ltda.

The Section 188 of the Companies Act, 2013 provides that if transactions with the related parties are not in the ordinary course of business or on arm's length basis, such transactions are required to be approved by the Board of Directors and Shareholders, depending upon the materiality of the transactions. In other words, approval of Board or shareholders, as the case may be, is not required under the Act, if a particular transaction is in the ordinary course of business and on arm's length basis.

Revised Listing Regulations provides that all material Related Party Transactions (RPTs), i.e., transaction(s) entered into during a financial year exceeding 10% of the annual consolidated turnover of the Company as per latest audited financial statements require prior approval of the shareholders through special resolution.

In the opinion of the Board, the transactions / contracts / arrangements by the Company with the above parties are in the ordinary course of business and at arm's length basis. However, considering the fact that the value of contracts / arrangements / transactions with the aforesaid related parties during a financial year may be material as defined under Listing Regulations and it is proposed to seek the approval of members for the aforesaid arrangements / contracts / transactions for the financial year 2019-20.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 12 of the Notice, except Mr. Om Prakash Lohia and Mr. Vishal Lohia.

The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out at Item No. 12 shall be entitled to vote on this Special Resolution.

None of the Directors and Key Managerial Personnel or their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the Notice, except Mr. Om Prakash Lohia and Mr. Vishal Lohia.

The Board commends the Special Resolution set out at Item No. 12 of the Notice for approval by the members.

#### Item No. 13

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the re-appointment and remuneration of Mr. R. Krishnan, Cost Accountants, (Membership No. 7799) as Cost Auditors of the Company for the financial year ending 31st March 2020, in accordance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the requisite resolution for ratification of remuneration of Cost Auditors by the members has been set out in the notice of 33rd Annual General Meeting of your Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 13 of the Notice, to ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March 2020.

None of the Directors and Key Managerial Personnel or their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 13 of the Notice for approval by the members.

## II. Detail of Director Seeking Appointment / Re-Appointment as required under Listing Regulations with the Stock Exchanges.

### Re-appointment of Mr. Vishal Lohia (Item No. 02)

In terms of provisions of the Companies Act, 2013, effective from 1st April 2014, for the purpose of determining the Directors liable to retire by rotation. Mr. Vishal Lohia shall accordingly retire at this Annual General Meeting and being eligible offers himself for re-appointment.

Brief resume of Mr. Lohia, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors, inter-se, as stipulated under Listing Regulations with the Stock Exchanges, which is forming part of the Notice, as under:

Mr. Vishal Lohia is one of the Promoters and Whole-time Director of the Company. Mr. Vishal Lohia, aged about 41 years holds a Bachelor Degree in Finance and Economics from Bryant College, Rhode Island, USA. He was appointed as Whole-time Director w. e. f. 28th June 2002 and held office upto 20th October 2004. He was again appointed as Whole-time Director on 1st April 2007 and has been continuing as such since then. Mr. Vishal Lohia has been looking after operations of the Company besides handling such other responsibilities as are assigned by the Board of Directors from time to time.

Mr. Vishal Lohia has around 17 years of experience in the various Industry forums taking up the cause and concerns of Polyester Industry on economic and trade issues.

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

Place: Gurugram  
Date: 15th May 2019

Mr. Vishal Lohia has paced himself with thorough grooming on the job at Indo Rama Synthetics (India) Limited, a leading Manufacturer and Exporter of Polyester in India. He has been taking on increasing responsibilities, driving the initiatives at Indo Rama to strategically position it as a leading player on the global industrial map.

Mr. Vishal Lohia is presently Whole-time Director of the Company. Mr. Lohia is Member of Audit Committee, Stakeholders Relationship Committee, Banking and Finance Committee, Share Allotment and Transfer Committee, CSR Committee and Risk Management Committee of the Board of Directors of the Company. Mr. Lohia is holding 11,37,896 equity shares of the Company.

Directorship in other Companies:

Mr. Vishal Lohia is Director of Indo Rama Retail Holdings Pvt. Limited.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Lohia as a Whole-time Director of the Company. Upon his re-appointment as a Director, Mr. Lohia shall continue to hold office as a Whole-time Director of the Company.

Except Mr. Vishal Lohia, being an appointee and Mr. Om Prakash Lohia, who are related to Mr. Vishal Lohia, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution, at Item No. 2 of the Notice.

The Board commends his re-appointment, liable to retire by rotation, at Item No. 2 of the Notice for approval by the members.

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

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

**INDO RAMA SYNTHETICS (INDIA) LIMITED**

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

**Form No. MGT-11****PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Folio No. / DP ID and Client ID No. :	

I/We being the member(s) of ..... shares of the above named Company hereby appoint:

- (1) Name : ..... Address: .....  
 E-mail ID: ..... Signature: ....., or failing him;
- (2) Name : ..... Address: .....  
 E-mail ID: ..... Signature: ....., or failing him;
- (4) Name : ..... Address: .....  
 E-mail ID: ..... Signature: ....., or failing him;

as my/our proxy to attend and vote, in case of poll, for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Friday, 26th July 2019, at 1:30 PM, at the Registered Office of the Company at A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Reso. No.	Description
<b>Ordinary Business</b>	
1.	To consider and adopt the Audited Financial Statements of the Company together with Report of the Board and Auditors thereon for the financial year ended 31st March 2019.
2.	To appoint a Director in place of Mr. Vishal Lohia (DIN 00206458), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3.	To re-appoint and remuneration of Statutory Auditors of the Company.
<b>Special Business</b>	
4.	To appoint Mr. Udey Paul Singh Gill (DIN 00004340) as a Director of the Company.
5.	To appoint Mr. M. N. Sudhindra Rao (DIN 01820347) as a Director of the Company.
6.	Appointment of Mr. M. N. Sudhindra Rao (DIN 01820347) as an ED and CEO of the Company.
7.	Re-appointment of Mr. Vishal Lohia (DIN 00206458) as a Whole-time Director of the Company.
8.	Re-appointment of Mr. Ashok Kumar Ladha (DIN 00089360) as an Independent Director of the Company.
9.	Re-appointment of Mr. Suman Jyoti Khaitan (DIN 00023370) as an Independent Director of the Company.
10.	To increase Borrowing Limits of the Company.
11.	Creation of Charge / Mortgage on the Assets of the Company.
12.	To enter into Related Party Transactions.
13.	To ratify Cost Auditors Remuneration.

Signed this ..... day of ..... 2019.

Signature of Shareholder .....

Signature of Proxy holder(s) .....

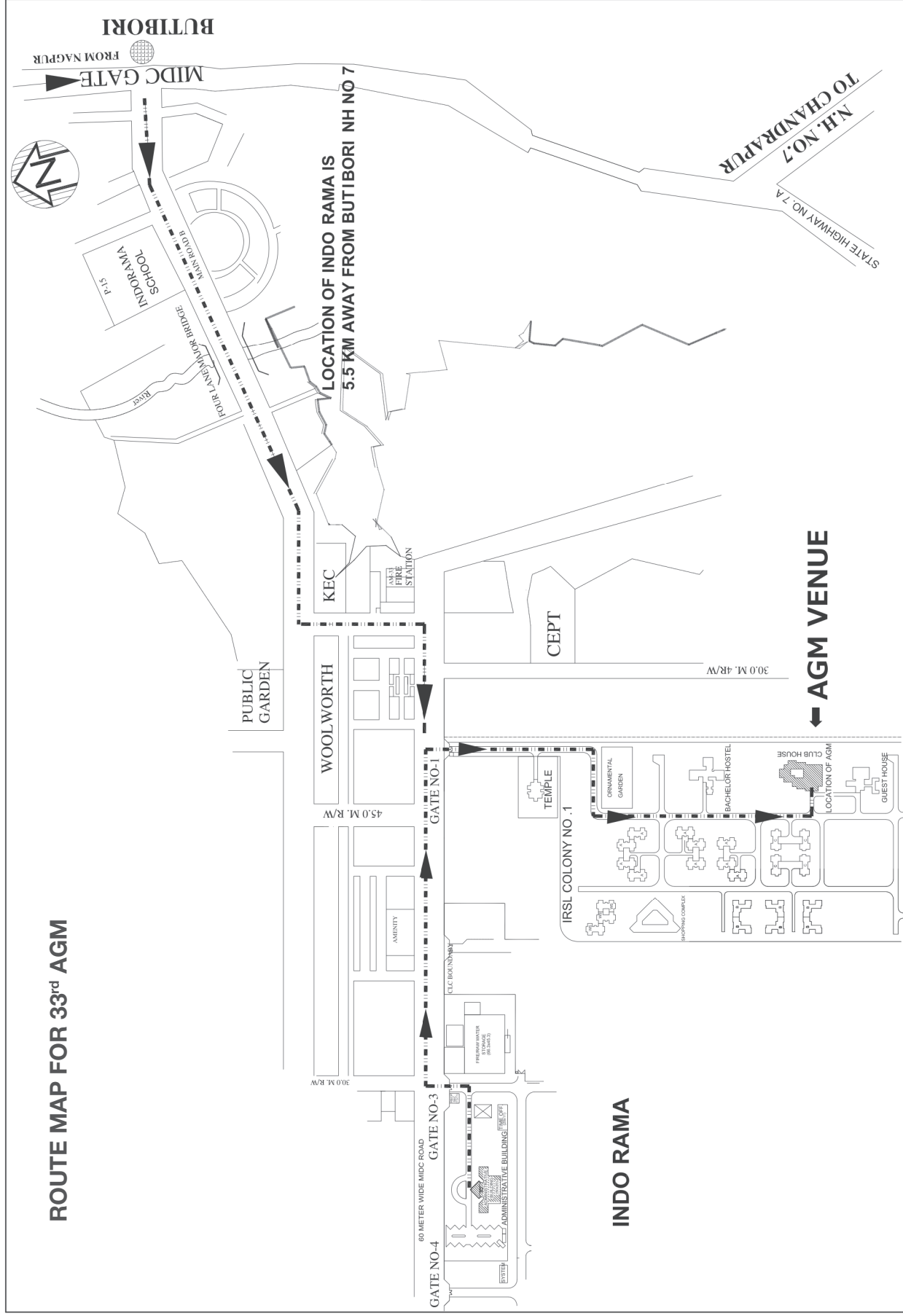
Affix Revenue Stamp not less than ₹1/-
--

**Note:**

- This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than FORTY EIGHT (48) hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd Annual General Meeting.
- Please complete all details including details of member(s), in above box, before submission.



# ROUTE MAP FOR 33<sup>rd</sup> AGM



**INDO RAMA SYNTHETICS (INDIA) LIMITED**

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

Tel.: 07104-663000 / 01 Fax: 07104-663200 CIN: L17124MH1986PLC166615

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

**ATTENDANCE SLIP****33<sup>RD</sup> ANNUAL GENERAL MEETING – 26<sup>TH</sup> JULY 2019**

Name and Registered Address of the Member :

Registered Folio No. / DP ID and Client ID No. :

Joints Holders, if any :

No. of Shares :

I/We hereby record my/our presence at the 33<sup>rd</sup> Annual General Meeting of the Company, at A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra, on Friday, 26<sup>th</sup> July, 2019 at 1:30 PM.

\_\_\_\_\_  
Member's/Proxy's Name in BLOCK Letters\_\_\_\_\_  
Member's/Proxy's Signature**Note:**

- 1) Please complete the Folio / DP ID / Client ID No. and Name of the Member / Proxy, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
- 2) Electronic copy of the Annual Report for the financial year 2018-19 and Notice of the 33<sup>rd</sup> Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members, whose e-mail address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending AGM can print copy of this Attendance Slip.
- 3) Physical copy of the Annual Report for the financial year 2018-19 and Notice of the 33<sup>rd</sup> Annual General Meeting along with Attendance Slip and Proxy Form is being sent in the permitted mode(s) to all members, whose e-mail address is not registered or have requested for a hard copy.

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

<b>EVEN (e-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
110870		



**Opportunity  
Driven.**

**Growth  
Focussed.**

# Contents

## 01-05

### Corporate Overview

Corporate Information	01
Our Identity	02
Chairman and Managing Director's Message	04

## 06-55

### Statutory Reports

Management Discussion and Analysis	06
Report on Corporate Governance	12
Board's Report	32

## 56-102

### Financial Statements

Auditor's Report	56	Cash Flow Statement	68
Balance Sheet	66	Statement of Changes in Equity	70
Statement of Profit and Loss	67	Notes	71

#### Forward-looking Statements

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements—written and oral—that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

# Corporate Information



## Board of Directors

**Om Prakash Lohia**  
Chairman and Managing Director

**Vishal Lohia**  
Whole-time Director

**Ashok Kumar Ladha**  
Non-executive Independent Director

**Ranjana Agarwal**  
Non-executive Independent Director

**Suman Jyoti Khaitan**  
Non-executive Independent Director

**Dr Arvind Pandalai**  
Non-executive Independent Director

**Udey Paul Singh Gill**  
Non-executive Non-Independent Director

**M. N. Sudhindra Rao**  
Executive Director

## Corporate Executives

**M. N. Sudhindra Rao**  
Chief Executive Officer

**Umesh Kumar Agrawal**  
Chief Commercial and Financial Officer

**Susheel Kumar Mehrotra**  
Chief Financial Officer

**Jayantk Sood**  
Company Secretary

## Auditors

Walker Chandiook & Co LLP

## Bankers

Axis Bank Limited  
Bank of India  
Oriental Bank of Commerce  
Punjab National Bank  
State Bank of India  
IKB Deutsche Industriebank AG

# Our Identity

**Incorporated in 1986, we, at Indo Rama Synthetics (India) Ltd., have emerged as the largest dedicated polyester manufacturer in India. With nearly three decades of market presence, we are one of the country's most cost-efficient polyester producers. Our investments in innovation and capacity expansion allow us to integrate value for our large customer base.**

We have an integrated production facility in Butibori, near Nagpur, Maharashtra. We believe polyester will be the 'fibre of future', which encouraged us to foray into this business with confidence. Our well-defined quality and process management systems have enabled us to enjoy global presence.



## Our Mission

To be the preferred polyester business partner by focusing on customer delight and innovation to attain sustainable growth.



## Relevant Facts

**29+**

Years of robust industry expertise and experience

**53**

Countries across five continents mark our presence

**610,050 TPA**

Cumulative production capacity at our Butibori plant

**1,400+**

Members in Team Indo Rama

## OUR OFFERINGS

- Polyester Staple Fibre (PSF) 2,63,550 TPA
- Polyester Filament Yarn (PFY) 2,59,000 TPA
- Draw Texturised Yarn (DTY) 1,38,946 TPA
- Polyester Chips 87,500 TPA
- Power 71.08 MW

## WIDE-RANGING PRODUCT APPLICATIONS

- Apparel & Sportswear
- Home Furnishing & Textiles
- Non-woven
- Automotive

## OUR KEY RAW MATERIALS

The primary raw materials needed for polyester production are Purified Terephthalic Acid (PTA) and Mono Ethylene Glycol (MEG). Both PTA and MEG are petrochemical derivatives, making the industry sensitive to crude oil prices.

## OUR TECHNOLOGY ALLIANCES

Our global technology partners enable us to consistently improve our capacities and make the most of emerging opportunities. These partners include:

- Chemtex Intl. Inc., USA
- Oerlikon Barmag, Germany
- Zimmer AG, Germany
- Autefa, Germany
- LTG Ameliorair, France
- Bertrams, Switzerland
- LVD, Belgium
- Wartsila Diesel, Finland
- Foxboro Invensys, Singapore
- Teijin Seiki, Japan
- Toyobo, Japan

## OUR ACCREDITATIONS

Our commitment to quality, occupational safety, health and environment management has helped us achieve major certifications like:

- ISO-9001:2008 for Quality Management System (QMS) for ensuring stringent quality protocol
- ISO-14001:2004 Certification for globally benchmarked Environment Management System (EMS)
- OEKO Tex Certification for meeting Human and Ecological requirements
- REACH - Substance of Very High Concern (SVHC) for human health and environment safety



### Our Awards and Accolades

Conferred the Energy Conservation Award in the petrochemical sector by the Maharashtra State Energy Development Agency (MEDA) for FY 2015-16

Received the Highest Exporter and Highest Importer award in Central India from M/s Container Corporation of India Ltd.

# Chairman and Managing Director's Message

## Dear Shareholders,

**The last few quarters have been testing for us. Our indomitable will to hold our ground even in the face of unfavourable economic and industry trends ensured we perform with resilience.**

**In these trying times our innate strengths came to the fore. We reassessed our strategies in line with the larger macro picture and have made some significant changes to drive our growth-focussed and opportunity-driven strategies.**

**However, before we deep dive into our performance and future-focussed blueprint for growth, it is essential that we discuss the market and industry landscape, as we perform against this backdrop.**

## Economic megatrends shaping the industry

The narrative for global economy during FY 2018-19 can be divided into two parts. The beginning of the financial year witnessed healthy momentum in global trade and manufacturing as a result of cyclical upswing that had begun in the last quarter of 2016. But a few months into the financial year, international economic activity began to moderate and perceive heightened risks.

Several factors like disruptions in Germany's auto sector; macroeconomic stress in Argentina and Turkey; tighter credit strategies in China; weakened commodity prices; rising rhetoric around protectionism amid the impending US-China tariff war; normalised monetary policy among some large economies and volatile oil prices played spoilsport. Besides, some large emerging market and developing economies (EMDEs) lost momentum, the effects of which spilled into the global economy.

However, against this tepid growth landscape, India delivered a solid performance of 6.8% during FY 2018-19 and emerged as the fastest growing major economy in the world. The country's progress was a result of its inherent strengths. India's prospects

appear promising in the foreseeable future as its domestic consumption—which powers 60% of its GDP—is expected to grow into a \$5 trillion opportunity by 2025.

## Textile industry

The global textile market was valued at ~\$858 billion in 2018 and is expected to generate ~\$1,207 billion by 2025, at a CAGR of around 5% between 2019 and 2025 (Source: Zion Market Research). The textile industry's growth will largely depend on the growth of other industries such as automobile, apparel and housing, as well as changing lifestyles.

The domestic textile industry is projected to reach \$300 billion by 2030 from \$130 billion in November 2018. Rising per capita income, favourable demographics and a shift in preference to branded products are expected to strengthen demand for textile in India. Besides, enhanced policy focus on the industry, including 100% foreign direct investment (FDI) through the automatic route and the allocation of ₹30 crore (\$4 million) for the Integrated

Textile Parks in the FY 2018-19 Union Budget will further drive its growth (Source: IBEF).

India remains the second largest producer of manmade fibre (MMF) and filaments globally after China. The country's MMF industry has been wading through a lean phase for the last few financial years. In the last couple of years, the industry witnessed softened demand due to rise in imports, greater competition from cotton yarn, fall in realisations and short-term loss of production owing to demonetisation (Source: CARE Ratings Report).

At Indo Rama, we are reviewing these developments with a critical eye to capitalise on the upcoming opportunities and scrutinise the challenges to our growth.

## Navigating challenging times

During FY 2018-19, we delivered another year of resilient performance, as we posted ₹1699.37 crore in revenues, despite several headwinds.



**The global textile market was valued at ~\$858 billion in 2018 and is expected to generate ~\$1,207 billion by 2025, at a CAGR of around 5% between 2019 and 2025.**



Our operational EBIDTA stood at ₹(88.58) crore in FY 2018-19 vis-à-vis ₹60.22 crore in FY 2017-18. During FY 2018-19, we registered a net loss of ₹271.06 crore. GST on Purified Terephthalic Acid (PTA), Mono Ethylene Glycol (MEG) & Polyester is 18% while on Textile & Apparel it is 5% & 12%, which is affecting the industry. Lowering this to 5% & 12% will help in industry for its true prospects. Liquidity and NBFC crises effected the domestic economy during the year.

With volatility in oil prices, the prices of our raw materials—PTA and MEG—which are crude oil derivatives fluctuated, impacting our cost of production. This was primarily due to Brent crude's high prices that remained over \$70 per barrel (on an average) throughout the year under review.

During the year under review, we issued equity shares worth over ₹300 crore to raise funds for long-term working capital and future growth investments. We firmly believe that this capital infusion in our business will enable us to turn the tide in India's optimistic economic environment.

### Strengthening our teams

Over the years, we have fostered a culture of meritocracy across Indo Rama, promoting transparency and knowledge sharing across all levels of the organisation. Our operational ecosystem offers every employee an equal opportunity to contribute towards realising our organisational objectives. Additionally, we concentrate on enhancing the capabilities of our people to make them future-ready.

### A responsible corporate citizen

We are also conscious of our impact on the environment and therefore focus



on water conservation through our 5R approach – reduction at source, reuse, recycling, recovery and rethinking alternative and improved solutions for it. We have successfully reduced our specific water consumption over the last few years. We also engage in providing education and skill training by supporting the education of ~1,200 students in Ira International School and collaborating with ITI Nagpur and ITI Butibori, respectively.

Besides, the health of our people and the communities around us is very important for the realisation of our vision. Therefore, we are actively engaged in several healthcare initiatives like free health check-up and eye camps in and around our plant. We also support pulse polio immunisation drive in the area.

### Geared for growth

We are prepared to leverage the market opportunities ahead of us to facilitate sustainable growth, steering

with a customer-focussed and value-driven approach. Going forward, we will concentrate further on improving our product quality, people engagement and giving back to the society.

Before concluding, I want to thank our business associates, employees, shareholders and customers, on behalf of our Board, for their support and encouragement. We are confident that this continued support will help us soon turn the course of the organisation.

Regards

**O.P. Lohia**  
Chairman and Managing Director

# Management Discussion and Analysis

## Global economy

- The global expansion has weakened. Global growth for 2018 is estimated at 3.7 percent, as in the October 2018 World Economic Outlook (WEO) forecast, despite weaker performance in some economies, notably Europe and Asia. The global economy is projected to grow at 3.5 percent in 2019 and 3.6 percent in 2020, 0.2 and 0.1 percentage point below last October's projections.
- The global growth forecast for 2019 and 2020 had already been revised downward in the last WEO, partly because of the negative effects of tariff increases enacted in the United States and China earlier that year. The further downward revision since October in part reflects carry over from softer momentum in the second half of 2018—including in Germany following the introduction of new automobile fuel emission standards and in Italy where concerns about sovereign and financial risks have weighed on domestic demand—but also weakening financial market sentiment as well as a contraction in Turkey now projected to be deeper than anticipated.
- Risks to global growth tilt to the downside. An escalation of trade tensions beyond those already incorporated in the forecast remains a key source of risk to the outlook. Financial conditions have already tightened since the fall. A range of triggers beyond escalating trade tensions could spark a further deterioration in risk sentiment with adverse growth implications, especially given the high levels of public and private debt. These potential triggers include a “no-deal” withdrawal of the United Kingdom from the European Union and a greater-than-envisaged slowdown in China.
- The main shared policy priority is for countries to resolve cooperatively and quickly their trade disagreements and the resulting policy uncertainty, rather than raising harmful barriers further and destabilizing an already slowing global economy. Across all economies, measures to boost potential output growth, enhance inclusiveness, and strengthen fiscal and financial buffers in an environment of high debt burdens and tighter financial conditions are imperatives.

[Source: International Monetary Fund (IMF)]

## Global growth pattern (%)

2016	2017	2018	2019 (P)	2020 (P)
3.2	3.8	3.7	3.5	3.6

P: Projections | Source: International Monetary Fund (IMF) World Economic Outlook April 2019

## Indian Economy Indian Economy

India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 405.64 Billion in the week up to March 15, 2019, according to data from the RBI. The interim Union Budget for 2019-20 was announced by Mr Piyush Goyal, Union Minister for Finance, Corporate Affairs, Railways and Coal, Government of India, in Parliament on February 01, 2019. It focuses on supporting the needy farmers, economically less privileged, workers in the unorganised sector and salaried employees, while continuing the Government of India's push towards better physical and social infrastructure.

Total expenditure for 2019-20 is budgeted at ₹2,784,200 Crore (US\$ 391.53 Billion), an increase of 13.30 per cent from 2018-19 (revised estimates). Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative,

which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

### India's growth pattern (%)

2014-15	2015-16	2016-17	2017-18	2018-19
7.3	7.6	7.1	7.2	7

[Source: IBEF]

### Global trade scenario

World merchandise trade volume is forecast to grow 2.6% in 2019, accompanied by GDP growth of 2.6%. With trade tensions running high, no one should be surprised by this outlook. Trade cannot play its full role in driving growth when we see such high levels of uncertainty. It is increasingly urgent that we resolve tensions and focus on charting a positive path forward for global trade which responds to the real challenges in today's economy – such as the technological revolution and the imperative of creating jobs and boosting development. WTO members are working to do this and are discussing ways to strengthen and safeguard the trading system.

Weak import demand in Europe and Asia dampened global trade volume growth in 2018 due to the large share of these regions in world trade. If we forget the fundamental importance of the rules-based trading system we would risk weakening it, which would be an historic mistake with repercussions for jobs, growth and stability around the world."

The above-average trade growth of 4.6% in 2017 suggested that trade could recover some of its earlier dynamism, but this has not materialized. Trade only grew slightly faster than output in 2018, and this relative weakness is expected to extend into at least 2019. This is partly explained by slower growth in the European Union, which has a larger share in world trade than in world GDP. Trade growth in 2020 is expected to out-pace GDP growth due to faster GDP growth in developing economies.

[Source: World Trade Organisation (WTO)]

## Indian textile industry

### Introduction

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. India's overall textile exports during FY 2017-18 stood at US\$ 39.2 Billion in FY18 and is expected to increase to US\$ 82.00 Billion by 2021 from US\$ 31.65 Billion in FY19\*.

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make

the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

### Market Size

The Indian textiles industry, currently estimated at around US\$ 150 Billion, is expected to reach US\$ 250 Billion by 2019. India's textiles industry contributed seven per cent of the industry output (in value terms) of India in 2017-18. It contributed two per cent to the GDP of India and employs more than 45 million people in 2017-18. The sector contributed 15 per cent to the export earnings of India in 2017-18.

The production of raw cotton in India is estimated to have reached 36.1 million bales in FY19^.

### Investment

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US\$ 3.09 Billion during April 2000 to December 2018.

Some of the major investments in the Indian textiles industry are as follows:

- In May 2018, textiles sector recorded investments worth ₹27,000 Crore (US\$ 4.19 Billion) since June 2017.
- The Government of India announced a Special Package to boost exports by US\$ 31 Billion, create one crore job opportunities and attract investments worth ₹800.00 Billion (US\$ 11.93 Billion) during 2018-2020. As of August 2018, it generated additional investments worth ₹253.45 Billion (US\$ 3.78 Billion) and exports worth ₹57.28 Billion (US\$ 854.42 Million).

### Government Initiatives

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

Initiatives taken by Government of India are:

- The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - Readymade garments and Made ups - from 2 per cent to 4 per cent.
- As of August 2018, the Government of India has increased the basic custom duty to 20 per cent from 10 per cent on 501 textile products, to boost Make in India and indigenous production.

The Government of India announced a Special Package to boost exports by US\$ 31 Billion, create one crore job

opportunity and attract investments worth ₹80,000 Crore (US\$ 11.93 Billion) during 2018-

(Source: IBEF)

### Indo Rama Synthetics (India) Limited (Indo Rama)

Indo Rama Synthetics Ltd is India's largest dedicated polyester manufacturer. Incorporated in 1989, we have an integrated production facility in Butibori, near Nagpur, Maharashtra. Our large product gamut comprises of Polyester Stable Fibre (PSF), Polyester Filament Yarn (PFY), Draw Texturised Yarn (DTY), Fully Drawn Yarn and Textile Grade Chips.

We have an annual production capacity of supreme quality products at 610,050 tonnes. We are also one of the most geographically-diversified producers of spun yarns in the world. Our presence is prominent and ever-growing across major global geographies like USA, France, Germany, Turkey, Russia and Japan, among others.

#### Our core strengths

- Over three decades of rich industry experience
- One of India's most cost-efficient polyester manufacturers
- Well-defined quality and process management system
- Technological excellence
- Global presence
- Enduring and stable relationship with clients

#### Production and sales performance

Particulars	FY 2018-19	FY 2017-18
Total revenue from operations (₹ in Million)*	16,946	23,137
Total exports (₹ in Million)	3,278	4,186
Electrical power (MWPH)	19.72	23.49
Polyester Staple Fibre (TPA)	83,285	1,25,381
Polyester Filament Yarn (TPA)	77,263	1,16,135
Draw Texturised Yarn (TPA)	56,810	83,167
Polyester Chips (TPA)	<b>987</b>	<b>1,162</b>

\*Total revenue from operations for FY 2016-17 and 2017-18 are not comparable since the sales for FY 2017-18 are net of GST

#### Financial performance (₹ in Million)

Particulars	FY 2018-19	FY 2017-18
Total income*	16,994	23,174
EBIDTA	(836)	602
PBT	(4,167)	(1,249)
PAT	(2,671)	(820)
Book value per share (₹)	13.73	27.64
Earnings per share (₹)	<b>(16.81)</b>	<b>(5.45)</b>

\* Total revenue from operations for FY 2017-18 and 2018-19 are not comparable since the sales for FY 2018-19 are net of GST but in the FY 2017-18 upto 30 June'2017, sales were inclusive of excise duty.

#### Raw material Dynamics

For Polyester Industry the main raw materials are Purified Terephthalic Acid (PTA) and Mono Ethylene Glycol (MEG). These are derivatives of petrochemical industry. Any change in crude oil price affects the prices of PTA & MEG.

During the last financial year, the price of Brent crude varied between US\$ 57 per barrel and US\$ 80 per barrel. This led to volatility in the prices of feedstock Paraxylene (PX), which resulted in volatility in the prices of PTA and MEG as well. The price of PX varied between US\$ 963 pmt. to US\$ 1328 pmt.

#### Purified Terephthalic Acid (PTA)

The PTA price varied between US\$ 779 pmt to US\$ 1060 pmt. The price of PTA increased due to firming up of crude oil and feedstock PX prices, shutting down of inefficient PTA capacities in China and elsewhere, as well as good performance by downstream polyester industry. Tightening of the PTA market also resulted in increase in the average PTA-PX Delta to US\$ 144 pmt. from about US\$ 89 pmt. in the previous year.

The demand supply situation of PTA in India is more or less balanced at present, but it may become tight, going forward, due to delay in restart of IOCL PTA plant, and commissioning of the JBF PTA project.

#### Mono Ethylene Glycol (MEG)

The MEG price varied between US\$ 1012 pmt. to US\$ 616 pmt. The MEG-Ethylene Delta reduced to \$ 165 pmt. from \$ 209 pmt. in the previous year. Significant decrease in price of MEG as well as MEG-Ethylene Delta took place due to easing of the MEG market caused by higher inventory of MEG as well as speculative tendencies in China.

#### Power business

Indo Rama's captive power plant (CPP), complete with coal-based thermal power of 40 MW capacity and 31.08 MW FO-based DG capacity, is sufficient to meet the Company's demand. The coal-based thermal power source enables an uninterrupted power supply for processes and production. The DG-based power sets are used sparingly to meet contingencies and emergencies. The Company's combined power generation capabilities are integrated into a common power supply pool, wherefrom the required amount of power is fed to different sources for captive power consumption.

The CPP also caters to the demand of processed DM water and steam, through extraction from turbines to production facilities. We import cheaper power by open access on available opportunities during ASD of power boilers and TG sets as well as in off-peak hours.

The Company continues to monitor its power use, internally and externally, to find out avenues for reducing cost of power in polyester production – thereby, contributing to core business profitability.

## People at Indo Rama

Our people are the heart of our business and a critical lever for our growth. We implement a systematic performance management strategy, while investing heavily in human resource initiatives to attract and retain the best talent. In order to maximise employee satisfaction, we provide comprehensive learning opportunities and good long-term prospects. We ensure free flow of knowledge across all tiers of the management, in an endeavour to maintain transparency and a collaborative spirit.

We have classified various risks and their mitigation process:

Risks	Mitigation measures
<b>Cost Risk</b> Cost of raw materials fluctuate as polyester making raw materials are crude oil price sensitive	<ul style="list-style-type: none"> <li>The Company procures its raw materials locally driving costs down.</li> <li>Renegotiating with vendors and alternative sourcing of raw materials has helped the company to optimise cost of raw materials.</li> <li>Moreover, the Company's energy audits identified key ways to save on energy costs.</li> </ul>
<b>Quality Risk</b> A drop-in quality of products may impair the Company's image	<ul style="list-style-type: none"> <li>The Company has stout quality measures in place.</li> <li>Its fully-equipped laboratory ensures quality of products.</li> <li>Our strong technology backup helps in maintaining the quality.</li> <li>The company enjoys quality certification – ISO-9001:2008.</li> <li>Our fully-equipped quality-control laboratory with contemporary equipment ensures continuous supply of high-standard products.</li> </ul>
<b>Employee Risk</b> Inability to attract and retain skilled workforce can have a negative impact on our growth.	<ul style="list-style-type: none"> <li>Indo Rama follows a uniform and merit-based recruitment process. It is sustained by a structured and precise selection procedure to avoid discrimination.</li> <li>Impartial assessment process and unbiased performance appraisal help retain skilled workforce.</li> <li>The Company encourages people with rewards and recognitions.</li> <li>Arranging employee engagement activities to strengthen relationships and develop a pleasant work environment.</li> </ul>
<b>Technological Risk</b> Technological obsolescence may hurt our operational performance	<ul style="list-style-type: none"> <li>We have several technical collaborations with technology leaders in Japan, Germany and USA.</li> <li>Re-engineering and improvisation helps the organisation in optimisation.</li> <li>Continuous investment in technology up-gradations has enabled us to stay at the cutting-edge</li> <li>A strong team monitors the entire process to ensure stability.</li> </ul>
<b>Customer Risk</b> Inability to reach demand pockets and not catering to evolving needs may have a detrimental effect	<ul style="list-style-type: none"> <li>We maintain a strong sales and marketing team to increase market penetration.</li> <li>Indo Rama takes various measures to increase customer satisfaction.</li> <li>The marketing department tries to maintain long-term relations with customers to ensure repeat business.</li> <li>Market trends are analysed to derive demand trends for customers.</li> </ul>
<b>Competition Risk</b> Competition from other players might affect business.	<ul style="list-style-type: none"> <li>We are widening customer base and catering to specific needs to gain customer trust</li> <li>With an expanded value-added product portfolio, we now can address a broader client base.</li> </ul>
<b>Forex Risk</b> Volatility in global currencies can impact profit margins.	<ul style="list-style-type: none"> <li>Maintaining an equilibrium between exports receipts and import payments, create a natural hedge against currency fluctuations affect.</li> <li>We encourage forward contracts to safeguard against currency volatility.</li> </ul>

## Safety, health and environment

At Indo Rama, we believe that an organisation's sustainability is directly proportional to the health, safety and environment management. We endeavour to demonstrate environmental and social responsibility at every step.

We are devoted to benefit communities – workforce, public and environment. Our safety, health and environment objectives include complying with all applicable laws relevant to the industry. The management believes in sharing responsibility throughout the hierarchy in conforming to the existing laws.

## Risk Management

A comprehensive risk management process is indispensable for survival in today's capricious business world. With rising globalisation, we continuously evolve our risk management system. It is enabling our business to achieve its strategic objectives; and deliver sustainable, long-term growth and a commitment to responsible business practices. Our risk management system is prudently decentralised to facilitate risk mitigation at transaction levels.

Furthermore, we believe in enriching the well-being aspects of people around our facilities.

### Fire & Safety

- We abide by all statutory compliance as per Factories Act 1948, Maharashtra Factories Rules 1963 and Maharashtra Fire Prevention and Life Safety Measures Rules.
- There is a continuous effort from Management of Indorama for creating awareness on fire and safety among employees including their family members and contractor workers.

- No major fire incidents took place in 2018-19.
- Well-defined and updated on-site Emergency Management Plan to tackle any major emergency inside and outside plant premises.
- Conducted mock drills on various emergency scenarios to ensure emergency preparedness.
- Imparted fire and safety training to over 3500 employees including contractor workers, which include refresher safety training. Topics for safety training includes Safety Management System, Work Permit System, Incident Investigation, General Safety, Effective Use of PPEs, Fire & Safety including on job safety precautions to ensure work safety.
- Conducted awareness programmes for family members of company employees on LPG Safety, Home Safety, Road Safety and other relevant topics.
- Celebrated safety month (4 February to 4 March-2019) to create safety awareness among employees including their family members and contractor workers. Around 400 participants participated in various 14 competitions directly. Safety Day function held on 4th March 2019 where prizes along with certificates distributed to encourage safety culture at work place. Mr. Jayant Moharkar (Additional Director DISH, Nagpur) graces the function as a chief guest.
- Help extended to nearby industries during fire emergencies in their plant by providing fire tender to extinguish the fire in 2018-19. INDORAMA extended help in coordination with government organization.

### Health

Indo Rama regularly organise Health Camps, as part of its health programme to improve and maintain regional healthcare facilities. In FY 2018-19, Indo Rama's health camps and awareness programmes touched over 1800 lives. Listed below are few key initiatives undertaken:

- Conducted several camps for diagnosing and treating diseases like Hypertension, Ophthalmological ailments, Gynecological diseases and so on.
- Arranged for medical examination of school children from class VI to class X. The programme was conducted in IRA School, Nagpur.
- Conducted a camp on ortho diseases by Orth surgeon from ortho relief center Nagpur.
- Celebrated World AIDS Day and organized numerous HIV/AIDS camps for voluntary testing under ELM throughout the year.
- A blood donation camp was organised by Ranbow Diagnostic Centre, Nagpur at our site health Centre.

- Steered several campaigns on Dengue, Swine flu and on Hyper tension.
- Conducted two lectures programme on Tobacco awareness in side plant on shop floor.
- Conducted six lectures on First Aid for Employees and Contractual Labours of various departments.
- Conducted two lectures programme on cancer awareness by experts from Nagpur at CP-1 & 1 meter trg. centre.

### Environment

At Indo Rama, we adopt several measures to maintain ecological balance in and around our production facilities – particularly with regard to solid hazardous waste management. Polymer and fibre wastes are sold to authorised parties for reuse and we ensure that hazardous wastes reach the registered recyclers. In FY 2018-19, we sustained our efforts to protect the environment in the following manner:

- Reduced hazardous waste quantity, as compared to last financial year
- Increased waste water distribution for recycling waste water through the Common Effluent Treatment Plant (CETP)
- Used waste water in sprinklers systems for fly ash and suppressed dust
- Celebrated World Environment Day on 5th June and organised plantation activity at our premises
- Constructed new rain water drain to avoid rain water clogging in neighbouring factories
- Recycled waste water using the RO plant and converted waste water to raw water
- Continued the rain water harvesting system at the CPP Plant
- Used gravity channels for sewage water at the staff colony and plant, reducing pumping cost
- Conducted internal audits of Environmental Management Systems (EMS)

### Information Technology (IT)

Due to obsolescence in technology of IBM server which was hosting ERP SAP, a new server from IBM P8-S824 was purchased by IRSL, and installed in the Data Center -Butibori. All historical data of SAP was also migrated to these IBM servers.

Process developed as per Govt policy, the necessary data is generated from SAP for E-Way bills. Finally this data is uploaded on E-way bill portal.

Control developed in SAP for blocking of customer code automatically in case customer outstanding exceed given limit.

Daily plant maintenance compliance report developed in SAP and being auto generated to the designated users over the mail

### Internal controls and their adequacy

Indo Rama has a robust internal control system in place designed to achieve efficacy of systems, processes and controls. Internal audit is carried out by an independent agency and internal enterprise risk management team. All the major areas and processes are covered in the review plan, drawn in consultation with the senior management. Standard operating procedure compliance and management-approved policies are reviewed and areas of improvement, if any, are identified. Internal audit process verifies whether all systems and processes are commensurate with the business size and structure. Adequate internal control systems safeguard the assets of the company with timely identification and intervention to assuage risks. The internal audit report is discussed with the senior management and members of Audit Committee to keep a check on the existing systems and take corrective action to further enhance the control measures.

### Statutory compliance

The Chairman and Managing Director makes a declaration at each Board Meeting regarding the compliance with the provisions of various statutes, after obtaining confirmation from all the units of the company. The Company Secretary ensures compliance accordance to SEBI regulations and provisions of the Listing Regulations.

### Cautionary statement

The Management of Indo Rama has prepared and is responsible for the financial statements that appear in this report. These are in conformity with accounting principles generally accepted in India. The Management also accepts responsibility for the preparation of other financial information that is included in this report. Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. The Management has made these statements based on its current expectations and projections about future events. Wherever possible, it has tried to identify such statements by using words such as 'anticipate', 'estimate', 'expect', 'project', 'intend', 'plan', 'believe' and words of similar substance. Such statements, however, involve known and unknown risks, significant changes in the political and economic environment in India or key markets abroad, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other costs which may actual results to differ materially. The management cannot guarantee that these forward-looking statements will be realised, although it believes that it has been prudent in making these assumptions. The Management undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

# Report on Corporate Governance

A report on Corporate Governance is set out in Compliance with the Corporate Governance requirements as stipulated in Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Listing obligations and Disclosure Requirements) (Amendments) Regulations, 2018, will be collectively referred the "Listing Regulations".

## Company's Philosophy on Code of Governance

Corporate Governance is an integral part of Indo Rama's value system, management ethos and business practices. The Company's corporate governance initiatives are based on:

- Commitment to excellence and customer satisfaction;
- Commitment to maximizing long-term shareholder value;
- Commitment to responsible and ethical corporate conduct; and
- Concern for the environment and sustainable development.

The Company regularly evaluates and defines its management practices which are aimed at enhancing its commitment to ensure that these basic tenets of corporate governance are met. At Indo Rama, the basic Corporate Governance norms have been institutionalized as an enabling and facilitating business process at the Board, Management and Operational levels. Business practices are regularly reviewed and reaffirmed against these tenets and all steps are taken to ensure that Company operates beyond the mandatory regulatory framework of good corporate governance.

This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholders Information, reports of Indo Rama's compliance pursuant to the Listing Regulations with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), as applicable with regard to Corporate Governance.

## Appropriate Governance Structure with defined Roles and Responsibilities

The Company, Indo Rama Synthetics (India) Limited (IRSL), has put in place an internal governance structure with defined

roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has established Eight Committees to discharge its responsibilities in an effective manner. IRSL's Company Secretary acts as the Secretary to all the Committees of the Board. The Chairman and Managing Director (CMD) provides overall direction and guidance to the Board. Concurrently, the CMD is responsible for overall implementation. In the operations and functioning of the Company, the CMD is assisted by the Senior Level Executives.

## Best Corporate Governance practices

IRSL maintains the highest standards of corporate governance. It is the Company's constant endeavor to adopt the best corporate governance practices keeping in view of codes of Corporate Governance. Some of the best implemented governance norms include the following:

- The Company has a designated Lead Independent Director with a defined role;
- The Company has independent Board Committees for matters related to corporate governance and stakeholders' interface and nomination of Board members;
- The Company's internal audit is conducted by independent auditors.

## Board of Directors

### Composition of the Board, Board Meetings and Attendance

As on 31st March 2019, Indo Rama's Board comprised of 6 (six) Directors. There are 2 (two) Executive Directors on the Board, including the executive Chairman. The remaining 4 (four) Directors are non-executive Independent Directors. During 2018-19, the Board of the Company met 7 (seven) times on 11th May 2018; 28th May 2018, 28th June 2018; 13th August 2018, 10th November 2018, 15th January 2019 and 14th February 2019. The maximum gap between any 2 (two) Board meetings was less than 120 (one hundred twenty) days. Table 1 provides the details of compensation of Board of Directors, attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and number of other Directorship and Chairmanship / Membership of Committees of each Director in various Companies:



**Table 1: Composition of the Board of Directors.**

Name of the Directors	DIN	Category	No. of Other Directorships <sup>1</sup>	No. of Membership/ Chairmanship of Board Committees in other Companies <sup>2</sup>		Number of Board Meetings during the year		Whether attended last AGM
				Memberships	Chairmanships	Held	Attended	
Mr. Om Prakash Lohia <sup>3</sup> (Chairman & Managing Director)	00206807	Promoter, Executive Chairman	2	-	-	7	7	Yes
Mr. Vishal Lohia <sup>3</sup> (Whole-time Director)	00206458	Executive Director	-	-	-	7	7	No
Mr. Ashok Kumar Ladha	00089360	Independent Director	5	1	-	7	6	Yes
Mr. Suman Jyoti Khaitan	00023370	Independent Director	2	2	2	7	7	No
Mrs. Ranjana Agarwal	03340032	Independent Director	6	5	1	7	4	No
Dr. Arvind Pandalai	00352809	Independent Director	-	-	-	7	5	No
Mr. Maganti Narayana Sudhindra Rao <sup>4</sup>	01820347	Executive Director & Chief Executive Officer	2	2	-	-	-	NA
Mr. Udey Paul Singh Gill <sup>5</sup>	00004340	Additional Director	-	-	-	-	-	NA

**Notes:**

- The Directorships held by the Directors as mentioned above, do not include Alternate Directorships and Directorships in Private & Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.
- In accordance with Regulations, Chairmanships/Memberships of only Audit Committee and Stakeholders Relationship Committee in all Public Limited Companies [excluding Indo Rama Synthetics (India) Limited] have been considered.
- Mr. Om Prakash Lohia and Mr. Vishal Lohia are related to each other. Further, no other relationship exists between the Directors inter-se.
- Mr. Maganti Narayana Sudhindra Rao is appointed as Additional Director with effect from 3rd April 2019 and Executive Director & Chief Executive Officer of the Company, with effect from 8th April 2019.
- Mr. Udey Paul Singh Gill is appointed as Additional Director of the Company, with effect from 3rd April 2019.

**Selection of Independent Directors**

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/ profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter-alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons. The Board considers the Committee's recommendation, and takes appropriate decision. Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under law.

**Lead Independent Director**

The Company's Board of Directors has designated Mr. Ashok Kumar Ladha as the Lead Independent Director. The Lead Independent Director's role is as follows:

- To preside over all meetings of Independent Directors;
- To ensure there is an adequate and timely flow of information to Independent Directors;
- To liaise between the Chairman and Managing Director, the Management and the Independent Directors;
- To preside over meetings of the Board and Shareholders when the Chairman and Managing Director is not present, or where he is an interested party;

- To perform such other duties as may be delegated to the Lead Independent Director by the Board/ Independent Directors.

**Meetings of Independent Directors**

The Company's Independent Directors are required to meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Lead Independent Director.

The Lead Independent Director takes appropriate steps to present Independent Directors' views to the Chairman and Managing Director.

During the financial year 2018-19, one meeting of Independent Directors was held on 28th March 2019 and all the Independent Directors were present in this meeting.

**Directors with Material Pecuniary or Business Relationship with the Company**

As mandated by Regulations, the Independent Directors of the Company:

- are a person of integrity and possesses relevant expertise and experience;
- are not a promoter of the Company or its holding, subsidiary or associate Company;
- are not related to promoters or directors in the Company, its holding, subsidiary or associate Company;

- apart from receiving Director's remuneration (sitting fee), do not have any material pecuniary relationships or transactions with the Company, its Promoters or Directors, its Senior Management which may affect independence of these Directors;
- none of their relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their Promoters, or Directors, amounting to 2% or more of its gross turnover or total income or 50 lakh rupees or such higher amount as may be prescribed, whichever is lower, during the 2 immediately preceding financial years or during the current financial year;
- have not been an key managerial personnel or is or has been employee of the Company in the immediately preceding three financial years;
- are not employee or proprietor or partners or were not employee or proprietor or partners during the preceding three years of the:
  - Statutory audit firm or Company Secretary in practice or cost auditor the internal audit firm that is associated with the Company;
  - Legal/consulting firm(s) that have a material association with the Company;
- are not substantial shareholders of the Company, i.e., do not own two percent or more of the block of voting shares;
- are not a Chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the Company, any of its Promoters, Directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company; and
- are not material suppliers, service providers or customers or lessors or lessees to the Company which may affect independence of the Directors.

Transactions with related parties are disclosed in Note No. 39 of the "Notes to the Financial Statement". There has been no material pecuniary transaction or relationship between the Company and its Non-executive and/or Independent Directors during the financial year 2018-19.

### **Board's Processes**

It has always been the Company's policy and practice that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, annual operating plans and budgets, quarterly details of foreign exchange exposures, collaborations, material investment proposals in joint venture/promoted Companies, if any, sale and acquisition of material nature of assets, mortgages, guarantees, donations, etc., are regularly placed before the Board. This is in addition to information with regard to actual

operations; major litigation feed-back reports, information on senior level appointments just below the Board level and minutes of all Committee Meetings.

The information as required to be placed before Board of Directors as per Code of Corporate Governance is being made available to the Board as and when applicable.

The Board of Directors of the Company is presented with detailed notes along with the agenda papers well in advance of the meetings. The Board periodically reviews compliance reports of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances.

### **Familiarisation Programme for Directors**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter-alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The Director is also explained in details the Compliance required from him under Companies Act, 2013, Listing Regulations and other various statutes and an affirmation is obtained.

The Chairman and Managing Director also holds one to one discussion with the newly appointed Director to familiarize him with the Company's operations.

Further, on an ongoing basis as a part of Agenda of Board/ Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries, if any, and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of the Familiarisation Programme for Directors are available on the Company's website and a web-link of the same was given in Table 18.

### **Compliance with the Code of Conduct**

The Company's Board has laid down a Code of Conduct for all Board members and Senior Management of the Company. The Code of Conduct is available on the website of the Company. All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct during the financial year 2018-19. A declaration signed by the Chairman and Managing Director to this effect is enclosed at the end of this report.

### **Insider Trading Code**

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("The PIT Regulations"). The PIT Regulations has come into effect from May 15, 2015 and replaced the earlier Regulations. The object of the PIT Regulations is to curb the practice of insider trading in the securities of a listed Company. The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and

Reporting of Trades by Insiders' ("the Code") in accordance with the requirements of the PIT Regulations. The Code is applicable to Promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPS)' in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code is displayed on the Company's website.

### Board material distributed in advance

The agenda and notes on agenda are circulated to Directors in advance, and in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted after obtaining appropriate permissions and approvals (as required).

### Recording minutes of proceedings at Board and Committee Meetings

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board/ Board Committee members for their comments. The Minutes are entered in the Minutes Book within 30 days from the conclusion of the Meetings.

## Committees of the Board

### Audit Committee

The primary objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting process with a view to ensuring accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditors and the independent auditor, and notes the processes and safe guards employed by each. All possible measures are taken by the Committee to ensure the objectivity and independence of the auditors.

#### (a) Composition and Terms of Reference of Committee

The Board of Directors constituted an Audit Committee and the powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of Listing Regulations and Section 177 of the Companies Act, 2013. As on 31st March 2019, the Audit Committee of the Company comprises of 5 (five) Directors, viz.; Mr. Ashok Kumar Ladha, Mr. Vishal Lohia, Dr. Arvind Pandalai, Mrs. Ranjana Agarwal and Mr. Suman Jyoti Khaitan. Mr. Ashok Kumar Ladha, Dr. Arvind Pandalai, Mr. Suman Jyoti Khaitan and Mrs. Ranjana Agarwal are Independent Directors.

Mr. Ashok Kumar Ladha, Independent Director acts as Chairman of the Audit Committee. All the members are financially literate and possess the requisite financial/business acumen to specifically look into the internal controls and audit procedures. The members of the Audit Committee have discussions with the Statutory Auditors during the meetings of the Committee. The quarterly/half-yearly and un-audited/audited financial statements of the Company are reviewed by the Audit Committee before consideration and approval by the Board of Directors.

As per Regulation 18 (3) read with Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013, the Audit Committee has been entrusted with the following responsibilities:-

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management, the quarterly/annual financial statements and auditor's report thereon before submission to the board for approval;
- Reviewing matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- Reviewing changes, if any, in accounting policies and practices and reasons for the same;
- Reviewing major accounting entries involving estimates based on the exercise of judgment by management;
- Reviewing significant adjustments made in the financial statements arising out of audit findings;
- Reviewing compliance with listing and other legal requirements relating to financial statements;
- Reviewing qualifications in the draft audit report;
- Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, right issue, preferential issue, etc. of Companies equity/preference/debt securities), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

- Approval or any subsequent modification and disclosure of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets and disclosure of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Review of the functioning of Whistle Blower Mechanism;
- Approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function, by whatever name called or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;
- Review of Management Discussion and Analysis of financial condition and results of operations;
- Review of Management Letters/ Letters of internal control weaknesses issued by the statutory auditors;
- Review of Internal Audit Reports relating to internal control weaknesses and the appointment, removal and terms of remuneration of the chief internal auditor; and
- Review of statement of deviations, if any:
  - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); and
  - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**(b) Meetings of Audit Committee and attendance of members during the year**

During the financial year 2018-19, the Audit Committee of the Company met 5 (five) times on 28th May 2018; 28th June 2018; 13th August 2018, 10th November 2018 and 14th February 2019. Table 2 gives the attendance record of the members of the Audit Committee.

**Table 2: Attendance record of the Audit Committee Meetings for 2018-19.**

Name of Members	Category	Status	No. of Meetings	
			Held under tenure	Attended
Mr. Ashok Kumar Ladha	Independent Director	Chairman	5	5
Mr. Vishal Lohia	Executive Director	Member	5	5
Mr. Suman Jyoti Khaitan	Independent Director	Member	5	5
Mrs. Ranjana Agarwal	Independent Director	Member	5	2
Dr. Arvind Pandalai	Independent Director	Member	5	3

In addition to the members of the Audit Committee, these meetings were attended by Chairman and Managing Director, Chief Financial Officer, Site-Head, Internal Auditors and Statutory Auditors of the Company, wherever necessary and those executives of the Company, who were considered necessary for providing inputs to the Committee.

The Company Secretary acts as the Secretary of the Audit Committee.

The Chairman of the Audit Committee Mr. Ashok Kumar Ladha attended the 32nd Annual General Meeting held on Saturday, 28th July 2018 and answered the shareholders queries.

**(c) Role of Internal Auditor**

Indo Rama has a robust Internal Control framework, which has been instituted considering the nature, size and risk in the business. The framework comprises, inter-alia, of a well-defined organisation structure, roles and responsibilities, documented policies and procedures, etc. Information Technology policies and processes were also updated to ensure that they satisfy the current business needs. This is complemented by the management information and monitoring system, which ensures compliance to internal processes, as well as with applicable laws and regulations. The operating management is not only responsible for revenue and profitability, but also for maintaining financial discipline and hygiene.

In order to ensure efficient Internal Control systems, the Company also has a well-established independent Internal Audit function that is responsible for providing, assurance on compliance with operating systems, internal policies and legal requirements, as well as, suggesting improvements to systems and processes. The Internal Audit has a well laid down internal audit methodology, with emphasis on risk based internal audits using data analytics and tools.

The Internal Auditor prepares a rolling annual internal audit plan, comprising of operational, financial, compliance and information systems audits, covering all the locations, operations and geographies of the Company. The audit plan for the year is reviewed and approved by the Audit Committee at the beginning of each financial year.

The Internal Audit reports on quarterly basis to the Audit Committee, the key internal audit findings, and action plan agreed with the management, the status of audits vis-à-vis the approved annual audit plan and status of open audit issues.

**Nomination and Remuneration Committee****Composition of the Committee**

The Board of Directors had constituted a Nomination and Remuneration Committee and the powers, role and terms of reference of the Committee covers the areas as contemplated under Listing Regulations and Section 178 of the Companies Act, 2013.

As on 31st March 2019, Nomination and Remuneration Committee comprises of 4 (four) Members, viz.; Mr. Ashok Kumar Ladha, Dr. Arvind Pandalai, Mr. Suman Jyoti Khaitan and Mrs. Ranjana Agarwal. Mr. Ashok Kumar Ladha is the Chairperson of this committee. All are Independent Directors.

The Nomination and Remuneration Committee has devised a policy on Board diversity in terms with the requirement under Regulation 19 of Listing Regulations.

The Chairman of the Nomination and Remuneration Committee Mr. Ashok Kumar Ladha attended the 32nd Annual General Meeting held on Saturday, 28th July 2018 and answered the shareholders queries.

The Company Secretary acts as the Secretary of the Committee.

**Brief description of the Terms of Reference**

The Nomination and Remuneration Committee has been entrusted with the responsibilities to review and grant annual increments, vary and/or modify the terms and conditions of appointment/ re-appointment including remuneration and perquisites, commission, etc., payable to Managing Directors within the overall ceiling of remuneration as approved by the members.

The Committee noted the following terms of reference pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 (4) read with Part D Schedule II of Listing Regulations:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Directors, Key Managerial Personnel:
- to help in determining the appropriate size, diversity and composition of the Board:
- to recommend to the Board appointment/ re-appointment and removal of Directors:
- to frame criteria for determining qualifications, positive attributes and Independence of Directors:
- to recommend to the Board remuneration payable to Directors, while fixing remuneration to the Executive Directors, the restriction contained in the Companies Act, 2013 is to be considered:
- to create an evaluation performance framework for Independent Directors and the Board:
- to provide necessary report to the Chairman after the evaluation process is completed by the Directors:
- Devising a Policy to diversify of Board;
- To see that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks:
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

**Nomination and Remuneration Policy**

In terms of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated by the

Nomination and Remuneration Committee of the Company and approved by the Board of Directors. The Nomination and Remuneration Policy is available on the website of the Company.

### Remuneration of Directors

Subject to the approval of the Board of Directors and subsequent approval by the Shareholders at the General Meeting and such other authorities as the case may be the remuneration of the Managing Director and Whole-time Directors of the Company is fixed by the Nomination and Remuneration Committee. The remuneration is determined considering various factors such as qualification, experience, expertise, prevailing remuneration in the competitive industries,

financial position of the Company, etc. The remuneration structure comprises Basic Salary, commission linked to profits, perquisites and allowances, contribution to provident fund and other funds in accordance with various related provisions of the Companies Act, 2013.

The non-executive Directors have not drawn any remuneration from the Company except sitting fee for meetings of the Board and Committees attended by them. The Company does not have a stock option scheme for its Directors.

The remuneration paid or payable to the Directors of the Company during the year ended 31st March 2019 is set forth in Table 3 below.

**Table 3: Remuneration paid or payable to Directors for 2018-19.**

Name of the Director	Relationship with other Directors	Salary	Perquisites	Deferred Benefits (PF and Gratuity) #	Commission	Sitting Fees for Board and Committee Meetings	(₹ in Crore)	
							Total	
Mr. Om Prakash Lohia (Chairman & Managing Director)	Father of Mr. Vishal Lohia	1.72	1.62	-	-	-	3.34	
Mr. Vishal Lohia (Whole-time Director)	Son of Mr. Om Prakash Lohia	0.81	1.67	-	-	-	2.48	
Mr. Ashok Kumar Ladha	None	-	-	-	-	0.04	0.04	
Dr. Arvind Pandalai	None	-	-	-	-	0.03	0.03	
Mr. Suman Jyoti Khaitan	None	-	-	-	-	0.03	0.03	
Mrs. Ranjana Agarwal	None	-	-	-	-	0.02	0.02	
<b>Total</b>		<b>2.53</b>	<b>3.29</b>	<b>-</b>	<b>-</b>	<b>0.12</b>	<b>5.94</b>	

# With regard to Leave Encashment and Gratuity Fund, the amount applicable to an individual is not ascertainable and hence not indicated.

Further, there is no notice period and severance fee for non-executive Directors. The provisions of the Companies Act, 2013 and appointment letter issued with respect to appointment of Executive Director(s) govern their service contracts and other terms and conditions (including notice period and severance fee) of appointment.

### Meeting of Nomination and Remuneration Committee and attendance of members during the year

During the financial year 2018-19, the Nomination and Remuneration Committee of the Company met three times on 28th May 2018; 10th November 2018; and 14th February 2018. Table 4 gives the attendance record of the members of the Committee.

**Table 4: Attendance record of the Nomination and Remuneration Committee Meetings for 2018-19.**

Name of Members	Category	Status	No. of Meetings	
			Held under tenure	Attended
Mr. Ashok Kumar Ladha	Independent Director	Chairman	3	3
Mr. Suman Jyoti Khaitan	Independent Director	Member	3	3
Mrs. Ranjana Agarwal	Independent Director	Member	3	2
Dr. Arvind Pandalai	Independent Director	Member	3	2

### Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulation, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees,

Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Chairman and Managing Director and the Non-Independent Directors were carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

### Criteria for determining Independence and Performance evaluation criteria for Independent Director

The Independent Director shall qualify the criteria of independence mentioned in Section 149(6) of the Companies Act, 2013 and Rules related thereto and in Regulation 16 (b) and 25 of Listing Regulations.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the Listing Regulations, the performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the directors, who are subject to evaluation had not participated. The evaluation of Independent Directors were based on criteria such as acting objectively and constructively while exercising their duties, exercise their responsibilities in a bona fide manner in the interest of the Company, etc.

### Role of the Company Secretary in overall Governance Process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

### Shares held by Non-Executive Directors

**Table 5: Details of the shares held by the Non-Executive Directors as on 31st March 2019**

Name of the Director	Category	Number of shares held
Mr. Ashok Kumar Ladha	Independent Director	17,713
Dr. Arvind Pandalai	Independent Director	Nil
Mr. Suman Jyoti Khaitan	Independent Director	Nil
Mrs. Ranjana Agarwal	Independent Director	Nil

\$ As on the date of the report, the Company has not issued any convertible securities to any Non-Executive Director.

### Stakeholders Relationship Committee

The Stakeholders Relationship Committee is primarily responsible to review / monitors and redressal of Investors' / Shareholders' grievances.

The Stakeholders Relationship Committee's composition and the terms of reference meet with the requirements of Listing Regulations and provisions of the Companies Act, 2013.

The Stakeholders Relationship Committee comprises of 3 (three) members, viz.; Mr. Ashok Kumar Ladha (Independent Director), Mr. Om Prakash Lohia (Chairman and Managing Director) and Mr. Vishal Lohia (Whole Time Director). Mr. Ashok Kumar Ladha is the Chairperson of this Committee. The Stakeholders Relationship Committee met 4 (four) times during the year 2018-19, on 30th June 2018, 26th September 2018, 31st December 2018 and 28th March 2019.

Table 6 gives the details of attendance.

**Table 6: Attendance record of the Stakeholders Relationship Committee for FY 2018-19.**

Name of Members	Category	Status	No. of Meetings	
			Held under tenure	Attended
Mr. Ashok Kumar Ladha	Independent Director	Chairman	4	4
Mr. Om Prakash Lohia	Executive Director	Member	4	4
Mr. Vishal Lohia	Executive Director	Member	4	4

### Terms of Reference

The Board has clearly defined the terms of reference for this committee, which generally meets quarterly. The Committee looks into the matters of shareholders/ Investors grievances.

The Secretarial Department of the Company and Registrar and share Transfer Agent, MCS Share Transfer Agent Limited, to attend all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc.

The Minutes of the Stakeholders Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings. Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the Investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

As on 31st March 2019, no investor complaint was pending with the Company as well as Registrar and Share Transfer Agent of the Company. Table 7 gives data on the Shareholders/Investors complaints received and redressed during the financial year 2018-19.

**Table 7: Shareholders and Investors complaint received and redressed during the FY 2018-19.**

Total Complaints Received	Total Complaints Redressed *	Pending as on 31.03.2019
10	10	Nil

\* All the complaints have been solved to the satisfaction of shareholders.

Mr. Jayantk Sood, CHRO & Company Secretary is the Compliance Officer of the Company.

### Banking and Finance Committee

The Banking and Finance Committee presently comprises of 3 (three) Directors, viz.; Mr. Om Prakash Lohia, Mr. Ashok Kumar Ladha and Mr. Vishal Lohia. The Chairman of the Committee is appointed by voice vote at each meeting and any 2 (two) members present form a quorum. The Committee is authorised to decide and oversee matters relating to banking operations and to decide the investment strategy with regard to the available short term surplus funds with the Company as well as the borrowings from banks and financial institutions.

The Committee enjoys the delegation of the Board in matters relating to the borrowings/ placement of funds in normal and routine course of business and to change the signatories for availment of various facility from Banks/Financial Institutions, opening/modification of operation and closing of Bank accounts, grant of special/general Power of Attorney in favour of Employees of the Company from time to time in connection with the conduct of the business of the Company particularly with State/ Central Government and Quasi-Government, Bank/ financial Institutions, etc., and to grant authority to execute and sign foreign exchange contract and derivative transactions and to carry out any other duties that may be delegated to the Committee by the Board of Directors from time to time.

The other terms of reference, inter-alia, include review of capital structure, financial policies, treasury and foreign exchange risk management. During the financial year 2018-19, the Banking and Finance Committee met 8 (eight) times on 25th June 2018; 6th July 2018; 23rd August 2018; 10th November 2018; 29th December 2018; 2nd February 2019; 27th February 2019; and 27th March 2019.

### Share Allotment and Transfer Committee

The Company has a Committee of Directors known as the "Share Allotment and Transfer Committee" to look into and decide matters pertaining to share allotment, transfers, duplicate share certificates and related matters. As on 31st March 2019, the Committee comprises of Mr. Om Prakash Lohia, Mr. Ashok Kumar Ladha and Mr. Vishal Lohia.

The Chairman is appointed by voice vote and quorum is any 2 (two) members present. During 2018-19, the Share Allotment and Transfer Committee met 12 (twelve) times on 30th April 2018; 28th June 2018; 12th July 2018; 31st July 2018; 4th August 2018; 13th August 2018; 26th September 2018; 3rd October 2018; 31st October 2018; 29th December 2018; 14th February 2019 and 22nd February 2019.

### Terms of Reference

The Board has clearly defined the terms of reference for this committee for looks into the matters of shareholders listed below:

- To approve transfer of shares and issue of duplicate / split / consolidation/sub-division/allotment of share certificates;
- To note Dematerialisation / Rematerialisation of shares;
- To fix record date / closure of Share Transfer books of the Company from time to time;
- To appoint representatives to attend the General Meeting of other Companies in which the Company is holding shares.

### Corporate Social Responsibility Committee

The "Corporate Social Responsibility Committee" (CSR Committee) was constituted and considering the requirements of the Companies Act, 2013 relating to constitution of a Corporate Social Responsibility Committee. The CSR Committee shall institute a transparent monitoring mechanism for implementation of CSR projects or programmes, activities undertaken by the Company.

The Committee comprises of Mr. Om Prakash Lohia, Mr. Vishal Lohia, Dr. Arvind Pandalai and Mrs. Ranjana Agarwal. Mr. Om Prakash Lohia is the Chairman of this Committee. The Company Secretary acts as the Secretary to the CSR Committee. During the financial year 2018-19, 1 (one) meeting of the CSR Committee was held on 28th May 2018 and all the Members were attended this meeting.

### Terms of Reference

Formulate and recommend to the Board, a Corporate Social Responsibility Policy, which shall indicate the activities to be



undertaken by the company as specified in Schedule VII of the Companies Act, 2013;

- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in schedule VII of the Companies Act, 2013;
- Recommend the amount of expenditure to be incurred on the CSR activities;
- Prepare a transparent monitoring mechanism for ensuring implementation of the project / programmes /activities proposed to be undertaken by the Company;

The Company formulated CSR Policy, which is available on the website of the Company.

### **Risk Management Committee**

The Risk Management Committee comprises of 3 (three) Directors, viz.; Mr. Om Prakash Lohia, Mr. Vishal Lohia and Dr. Arvind Pandalai as on 31st March 2019. Mr. Om Prakash Lohia is the Chairman of the Risk Management Committee and others are members. The Company Secretary acts as the Secretary of the Committee.

### **Subsidiary Companies**

The Company does not have any material subsidiary as defined under Listing Regulation. However, the Company has formulated the material subsidiary policy and uploaded on the website of the Company.

The Company has no any Subsidiary, Joint Venture or Associate Companies within the meaning of Section 2(6) of the Companies Act, 2013.

### **Affirmations and Disclosures**

#### **a) Compliances with Governance Framework**

The Company is in compliance with all mandatory requirements under Listing Regulations.

#### **b) Related Party Transactions**

All transactions entered into with the related parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing regulations during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Related parties transactions have been disclosed under the Note No. 39 of significant accounting policies and notes forming part of the financial statements in accordance with "Indian Accounting Standard (Ind AS24)". The statement in summary form of transactions with related parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on materiality of related party transactions. The Policy is available on the website of the Company.

None of the transactions with related parties were conflict with the interest of the Company .All the transactions are in the ordinary course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

- c) The details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI of any statutory authorities, on any matter related capital markets during the last three years

The Company has complied with all requirements specified under Listing Regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

#### **d) Vigil Mechanism / Whistle Blower Policy**

The Company has established a Vigil Mechanism (Whistle Blower) Policy for Directors and Employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

The Vigil Mechanism shall provide adequate safeguards against victimization of Director(s) / Employee(s), who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. It is affirmed that no personnel has been denied access to the Audit Committee. The detail of establishment of the vigil mechanism is available on the website of the Company.

#### **e) Risk Management**

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

#### **f) Commodity price risks and Commodity hedging activities**

The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through forward booking Inventory management and proactive vendor development practices. The Company's reputation for quality, products differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigates the impact of price risk on finished goods.

## Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

## Management Discussion and Analysis

This Annual Report has a detailed chapter on Management Discussion and Analysis.

## General Body Meetings

### Annual General Meeting

The date, time and venue for Annual General Meetings for the last 3 (three) years are given in Table 8 below:

**Table 8: Details of Annual General Meetings held during the last three years.**

Financial year	Meeting	Date	Time	Venue	Special Resolutions Passed
2017-18	AGM	Saturday, 28th July 2018	1:30 PM		1. Issuance of Equity Shares by way of Preferential Issue on private placement basis; and 2. To enter into Related Party Transactions. To enter into Related Party Transactions.
2016-17	AGM	Tuesday, 19th Sept 2017	1:30 PM		
2015-16	AGM	Friday, 30th Sept 2016	1:30 PM	A-31, MIDC Industrial Area, Butibori Nagpur - 441122 Maharashtra	1. Revision of remuneration of Mr. Om Prakash Lohia, Chairman and Managing Director; 2. Re-Appointment and revision of remuneration of Mr. Vishal Lohia, Whole-time Director; 3. To enter into related party Transactions; and 4. To approve/issue of unsecured Non-convertible debentures on private placement.

## Extra-ordinary General Meeting

The date, time and venue for the Extra-ordinary General Meetings held during the financial year are given in Table 9 below:

**Table 9: Details of resolutions passed through Extra-ordinary General Meeting for the financial year 2018-19:**

Date	Time	Venue	Special Resolutions Passed
Thursday, 20th Sept 2018	3:00 PM		1. Issuance of Equity Shares by way of Preferential Issue on private placement basis; and 2. To place disclosure before the shareholders of the Company in terms of Regulation 73(1)(e) of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and to ratify the same as part of Special resolution passed by the shareholders at the Annual General meeting held on Saturday, 28th July, 2018 for the issuance of equity shares by way of preferential issue on private placement basis.
Saturday, 7th April 2018	3:00 PM	A-31, MIDC Industrial Area, Butibori Nagpur - 441122 Maharashtra	1. Issuance of Non-convertible Debentures (NCDs) by the Company on private placement basis; 2. Re-appointment of Mr. Om Prakash Lohia as Chairman and Managing Director of the Company for a further period of three years and fixation of revised Remuneration thereof; and 3. Re-structuring of remuneration payable to Mr. Vishal Lohia, for the remaining tenure, with effect from 1st September 2017 to 31st March 2019.

## Resolutions passed by way of Postal Ballot

Resolutions passed during the financial year 2018-19: Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had conducted the following by way of Postal Ballot (including Remote e-Voting) and sent the postal ballot form to the shareholders. The resolutions passed through postal ballot and voting pattern are given in Table 10, 11 and 12 below:

**Table 10: Details of resolutions passed by way of Postal Ballot for the financial year 2018-19:**

Last Date of Dispatch of Postal Ballot Forms	Items approved by the Shareholders	Date of passing of Resolutions	Ordinary / Special Resolutions
15-Jan-2019	a) To increase in the Authorised Share Capital of the Company from existing ₹235,10,00,000/- to ₹275,00,00,000/-;	14-Feb-2019	Ordinary
	b) Issuance of Equity Shares of the Company to Promoter Group by way of preferential basis; and		Special
	c) Issuance of Equity Shares of the Company to Non-Promoter by way of preferential basis.		Special
14-May-2018	a) Issuance of secured Non-convertible Debentures (NCDs) by the Company on private placement basis; and	13-Jun-2018	Special
	b) Issuance on preferential basis Equity Shares by way of Preferential Issue on private placement basis. #		Special

# Special Resolution passed through Postal Ballot for issuance of Equity Shares by way of Preferential Issue on private placement basis has been cancelled.

**Table 11: Details of Voting Pattern of the Special Resolutions passed by way of Postal Ballot on 14th February 2019:**

Particulars	No. of PBF/ E-voting		No. of Shares Voted		No. of PBF/ E-voting		No. of Shares Voted	
	Resolution No. 1		Resolution No. 2		Resolution No. 3			
Postal Ballot Form (PBF) received	1	84	1	84	1	84		
e-Voting confirmations	68	12,18,95,438	64	8,21,84,973	68	12,18,95,438		
Total	69	12,18,95,522	65	8,21,85,057	69	12,18,95,522		
Less: Invalid Postal Ballot Form / e-Voting confirmations	0	0		0		0		
Net valid Postal Ballot Forms / e-Voting for the Resolutions	69	12,18,95,522	65	8,21,85,057	69	12,18,95,522		
Postal Ballot Forms / e-Voting cast in favour of the Resolutions	65	12,18,94,810	58	8,21,80,540	60	12,18,91,311		
Postal Ballot Forms / e-Voting cast against the Resolutions	4	712	7	4,517	9	4,211		

**Table 12: Details of Voting Pattern of the Special Resolutions passed by way of Postal Ballot on 13th June 2018:**

Particulars	No. of PBF/ E-voting		No. of Shares Voted		No. of PBF/ E-voting		No. of Shares Voted	
	Resolution No. 1		Resolution No. 2					
Postal Ballot Form (PBF) received	5	955	5	955				
e-Voting confirmations	55	11,23,00,688	55	11,23,00,688				
Total	60	11,23,01,643	60	11,23,01,643				
Less: Invalid Postal Ballot Form / e-Voting Confirmations	2	6	2	6				
Net valid Postal Ballot Forms / e-Voting for the Resolutions	58	11,23,01,637	58	11,23,01,637				
Postal Ballot Forms / e-Voting cast in favour of the Resolutions	55	11,23,01,546	55	11,23,01,546				
Postal Ballot Forms / e-Voting cast against the Resolutions	3	91	3	91				

Mr. Sanjay Grover, Managing Partner, M/s Sanjay Grover & Associates, Company Secretaries, (Membership No. FCS 4223 and CP No. 3850), New Delhi, was appointed as the Scrutinizer to conduct the postal ballot exercise in a fair and transparent manner.

**Procedure for Postal Ballot:** Where a Company is required or decides to pass any resolution by way of postal ballot, it shall send a notice to all the shareholders, along with a draft resolution explaining the reasons thereof and requesting them to send their assent or dissent in writing on a postal ballot because postal ballot means voting by post or through electronic means within a period of thirty days from the date

of dispatch of the notice. Your Company has followed the aforesaid procedure stipulated in the Companies Act, 2013 and Listing Regulations and has carried out Postal Ballot for the item(s) mentioned above.

### e-Voting

To widen the participation of shareholders in the Company decisions pursuant to provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company has provided e-Voting facility to its shareholders, in respect of all shareholders resolutions to be passed at general meeting.

## CEO / CFO Certification

The Chief Executive Officer and Chief Financial Officer of the Company have certified to the Board of Directors, the accuracy of financial statements and adequacy of internal controls for financial reporting purposes, as required under the Listing Regulations, for the year ended 31st March 2019.

## Shareholders

### Appointment / Re-appointment of Directors

Mr. Vishal Lohia is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Maganti Narayana Sudhindra Rao is appointed as Additional Director with effect from 3rd April 2019 and Executive Director & Chief Executive Officer of the Company, with effect from 8th April 2019.

Mr. Uday Paul Singh Gill is appointed as Additional Director of the Company, with effect from 3rd April 2019.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Ashok Kumar Ladha and Mr. Suman Jyoti Khaitan, Independent Directors of the Company, being eligible and offering themselves for re-appointment, are proposed to be appointed as Independent Directors for further five consecutive years for a second term upto the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2024.

Brief resume of Directors, nature of their expertise in special functional areas and Company names in which they hold Directorships, Memberships/ Chairmanships of Board Committees and shareholding in the Company are given in the notice of the 33rd Annual General Meeting.

## Compliance

### Mandatory Requirements

The Company is fully compliant with the applicable mandatory requirements of the Listing Regulations.

### Adoption of Non-Mandatory Requirements

Separate posts of Chairman and CEO: The Company has not appointed separate persons to the post of Chairman and CEO during the review period, however the Company has appointed Mr. Maganti Narayana Sudhindra Rao as CEO with effect from 8th April 2019.

Reporting of Internal Auditor: The Internal Auditors of the Company report directly to the Audit Committee.

### Auditor's Certificate on Corporate Governance

The Company has obtained a Certificate from the Company Secretary in Practice regarding compliance of conditions of corporate governance, as mandated in Listing Regulations. The certificate is annexed to this Report.

Disclosure of Compliance with the Corporate Governance Requirements specified in Regulation 17 to 27 and Regulation 46 of Listing Regulations

The Company has complied with the applicable provisions of Listing Regulations including Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 except elsewhere mentioned in this report.

Further, there is no non-compliance of any requirement of corporate governance report of sub-para (2) to (10) of Part C to Schedule V.

## Means of Communication

**Quarterly results:** As per Regulation 47(1)(b) of the Listing Regulations, the detailed format of Quarterly/Annual Financial Results filed with the Stock Exchanges under Regulation 33 of the Listing Regulations and an Extract of the Financial Results is published in the News Papers. The full formats of the Quarterly/ Annual Financial Results are also available on the Company's website, i.e., <http://www.indoramaindia.com> and Stock Exchange websites, [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). Hence, these are not separately sent to individual shareholders. The Company, however, furnishes the quarterly and half-yearly results on receipt of a request from any shareholder.

**News releases, presentations, among others:** Official news releases and official media releases, if any are sent to the Stock Exchanges and also displayed on the Company's website.

**Annual Report:** The Annual Report containing, inter-alia, Audited Financial Statements, Board's Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MDA) Report forms part of the Annual Report and is displayed on the Company's website.

### NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Voting Results, Media Releases, Audited/ Un-audited Financial Results are filed electronically on NEAPS.

### BSE Corporate Compliance & Listing Centre (the "Listing Centre"):

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliances are filed electronically on the Listing Centre and Shareholding Pattern, Corporate Governance Report, Voting Results, Reconciliation of Share Capital Audit and Audited/Un-audited Financial Results are filed through XBRL (eXtensible Business Reporting Language).

### SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralised web-based

complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the Company and online viewing by investors of actions taken on the complaint and its current status.

**Designated Exclusive email-id:** The Company has designated the following email-id exclusively for investor servicing: investor-relations@indorama-ind.com.

### General Shareholder Information

#### Registered Office / Registration Details

The Company's Registered Office situated at A-31, MIDC Industrial Area, Butibori, Nagpur-441122, Maharashtra. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L17124MH1986PLC166615.

#### Annual General Meeting

(Day, Date, Time and Venue)

Friday, 26th July 2019 at 1:30 PM

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

#### Financial Year

1st April to 31st March

#### Dividend Payment Date

No dividend has been recommended for the Financial Year 2018-19.

#### Financial Calendar 2019-20 (tentative)

1st Quarter Results	1st /2nd Week of August, 2019
2nd Quarter Results	1st /2nd Week of November, 2019
3rd Quarter Results	1st /2nd Week of February, 2020
Audited Annual Accounts for the year ended 31st March 2020	3rd /4th Week of May, 2020
Annual General Meeting	August, 2020

#### Date of Book Closure

Friday, 19th July 2019 to Friday, 26th July 2019 (both days inclusive)

#### Listing on Stock Exchange and Stock Codes

Equity Shares of Indo Rama Synthetics (India) Limited is listed on the following Stock Exchanges:

##### i) BSE Limited (BSE)

P. J. Towers, 1st Floor, Dalal Street, Mumbai-400 001  
Tel.: +91 22 22721233-34  
Fax: +91 22 22721919  
Email: corp.relations@bseindia.com

##### ii) National Stock Exchange of India Ltd. (NSE)

Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai-400 051  
Tel.: +91 22 26598100-14  
Fax: +91 22 26598120  
Email: cmlist@nse.co.in

The Stock Codes of the Company are as follows:

- BSE Limited : 500207
- National Stock Exchange of India Ltd. : INDORAMA

The ISIN number for Equity Shares of the Company on both the NSDL and CDSL is INE 156A 01020.

The Debt Securities of Indo Rama Synthetics (India) Limited is listed on BSE Limited and Stock Code is 958075.

The ISIN number for Debt Securities of the Company on both the NSDL and CDSL is INE 156A07027.

All listing and custodial fees to the Stock Exchanges and Depositories for the financial year 2019-20 have been paid to the respective institutions.

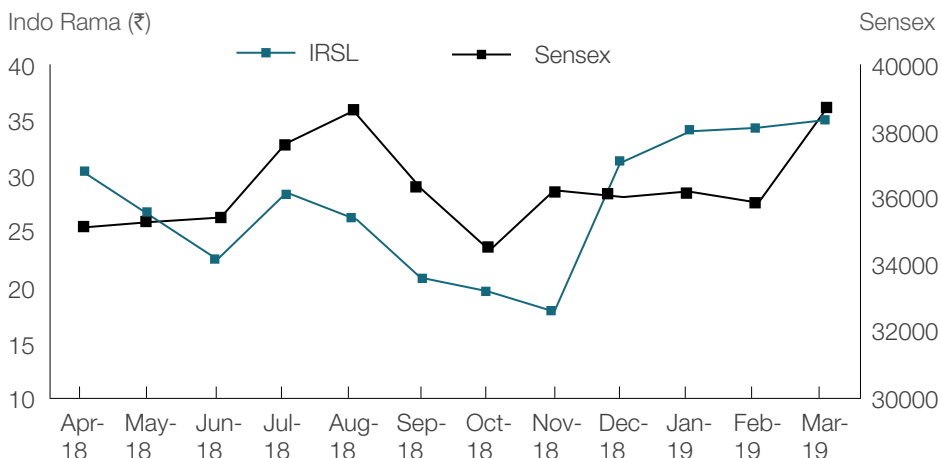
#### Stock Market Price Data

Table 13 below gives the monthly high and low prices of Indo Rama Synthetics (India) Limited equity shares at BSE Limited (BSE), the National Stock Exchange of India Limited (NSE) for the financial year 2018-19.

**Table 13 : Monthly High and Low quotations of shares traded at the BSE and NSE.**

Month	BSE Limited (BSE)		National Stock Exchange of India Ltd. (NSE)	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2018	34.75	29.50	35.20	29.30
May 2018	34.00	25.00	32.00	25.40
June 2018	26.60	20.30	26.70	20.60
July 2018	29.40	18.60	29.25	16.60
August 2018	29.50	23.00	29.35	22.25
September 2018	27.30	20.55	27.50	20.20
October 2018	24.00	15.70	22.50	18.55
November 2018	21.65	15.65	23.10	17.00
December 2018	32.35	17.00	32.40	16.80
January 2019	40.95	27.25	40.60	27.05
February 2019	35.20	33.75	35.50	33.75
March 2019	36.45	34.25	36.85	34.05

**Chart A: Share prices of Indo Rama versus BSE Sensex for the year ended 31st March 2019.**



Note: Based on monthly closing share price on BSE (April, 2018 to March, 2019)

### Registrar and Share Transfer Agent

MCS Share Transfer Agent Limited  
F-65, First Floor, Okhla Industrial Area, Phase-1  
New Delhi - 110 020.  
Tel. No.: +91-11-4140 6149-52  
Fax No.: +91-11-4170 9881  
E-mail : helpdeskdelhi@mcsregistrars.com /  
admin@mcsregistrars.com

### Share Transfer System

The transfer of shares in physical form is processed and completed by Registrar and Share Transfer Agent within a period of 15 (fifteen) days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) through respective Depository Participants.

Table 14 below gives the position of shares held in electronic form as on 31st March 2019.

**Table 14: Status of Dematerialisation as on 31st March 2019.**

The shares of the Company are in compulsory dematerialized segment and are available for trading system of both NSDL and CDSL. The details of the number of shares held in Dematerialized form as on 31st March, 2019 are as follows:

No. of Shares Dematerialized	16,03,51,991	90.02% of total share capital
No. of shareholders in Demat Form	14,626	81.14% of the total shareholders

### Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Company Secretary in practice conducts the Reconciliation of Share Capital Audit of the Company for the purpose of reconciliation of total admitted capital with the depositories, i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), and the total issued and listed capital of the Company.

The Company Secretary in practice conducts such audit every quarter and issues a Reconciliation of Share Capital Audit Certificate to this effect to the Company. A copy of such audit report is submitted to the stock exchanges, where the Company's shares are listed and is also placed before the Board.

### Electronic Clearing Service (ECS) Mandate

All the shareholders are requested to update their bank account details with their respective depositories urgently. This would facilitate transfer of dividend directly to the bank account of the shareholders.

### Service of documents through Electronic Mode

As a part of Green Initiatives, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited.

## Transfer of unclaimed dividend/equity shares to Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28th July 2018 (date of

32nd Annual General Meeting) on the Company's website and on the website of the IEPF, viz.; www.iepf.gov.in.

Pursuant to Section 125 of the Companies Act, 2013, Table 15 below details the dates of declaration of Dividend and corresponding dates when unclaimed dividends are due for transfer to Investor Education and Protection Fund (IEPF).

**Table 15: Dates of dividend declaration and corresponding dates when unclaimed dividends are due for transfer to IEPF.**

Financial Year	Whether Interim / Final	Date of declaration of Dividend	Last date for transfer to IEPF
2011-12	Final	21st June 2012	20th July 2019
2012-13	Final	4th July 2013	3rd August 2020
2013-14	Final	1st August 2014	31st August 2021
2014-15	Final	30th July 2015	29th August 2022
2015-16	Final	30th September 2016	29th October 2023

Shareholders who have not so far encashed their dividend warrant(s) or have not received the same are requested to seek issue of duplicate warrant(s) by writing to the Company confirming non-encashment/non-receipt of dividend warrant(s).

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has transferred 2,45,907 (Two Lakh Forty Five Thousand Nine Hundred and Seven) Equity Shares of ₹10/- each of the Company held by various Investors, physical as well as dematerialized form, whose dividend amount is unclaimed/unpaid for seven years to Suspense Account of the Investor Education and Protection Fund (IEPF) Authority during the FY 2018-19 and the details uploaded on the Company's website.

## Shareholding Pattern and Distribution of Shareholding as on 31st March 2019.

Tables 16 and 17 give the pattern of shareholding by ownership and share class respectively.

**Table 16: Pattern of Shareholding by ownership as on 31st March 2019.**

	No. of Equity Shares	Shareholding (%)
A. PROMOTERS' HOLDING	11,26,76,920	63.26
B. NON-PROMOTERS' HOLDING		
a) Banks, Financial Institutions, Insurance Companies, Central / State Govt. Institutions, Non-government Institutions	40,24,064	2.26
b) Foreign Institutional Investors (FIIs)	1,40,39,374	7.88
c) Foreign Direct Investment (FDI)	-	-
d) Mutual Funds (including UTI)	1,00,46,607	5.64
e) NBFC	25,000	0.01
f) Bodies Corporate	39,61,970	2.23
g) NRIs / OBCs	1,82,48,470	10.25
h) Central Government/State Government	2,45,907	0.14
i) Indian Public	1,48,44,839	8.33
<b>Grand Total</b>	<b>17,81,13,151</b>	<b>100.00</b>

**Table 17: Pattern of shareholding by share class as on 31st March 2019.**

Shareholding class	Number of shareholders	Number of shares held	Shareholding %
Up to 500	14,350	23,16,052	1.30
501 to 1,000	1,769	14,48,237	0.81
1,001 to 5,000	1,439	33,35,053	1.87
5,001 to 10,000	214	16,64,192	0.94
10,001 to 50,000	184	41,12,319	2.31
50,001 to 100,000	26	19,79,210	1.11
100,001 and above	43	16,32,58,088	91.66
<b>Total</b>	<b>18,025</b>	<b>17,81,13,151</b>	<b>100.00</b>

## Web link for various documents/policies

The Company's website contains a separate dedicated section "Investor Relations", where shareholders' information is available and Table 18 give the documents/information are linked with the website of the Company, i.e., [www.indoramaindia.com](http://www.indoramaindia.com).

**Table 18 : Documents/information are linked with the website of the Company.**

Particulars	Web link
Familiarization programmes for Independent Directors	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Code of conduct for Directors and Senior Management	<a href="http://www.indoramaindia.com/code_of_conduct.php">http://www.indoramaindia.com/code_of_conduct.php</a>
Code of Practices and Procedures for Fair Disclosure of UPSI	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Nomination and Remuneration Policy	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
CSR Policy	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Policy for determining "material" subsidiaries	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Policy on dealing with related party transactions	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Whistle Blower Policy / Vigil Mechanism	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Quarterly/Annual Financial Results	<a href="http://www.indoramaindia.com/financial_results.php">http://www.indoramaindia.com/financial_results.php</a>
Annual Report	<a href="http://www.indoramaindia.com/annual_reports.php">http://www.indoramaindia.com/annual_reports.php</a>
Unpaid and Unclaimed Dividend Amount	<a href="http://www.indoramaindia.com/dividend_amount.php">http://www.indoramaindia.com/dividend_amount.php</a>
Code for Independent Directors	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Policy on Archival of documents	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Policy for Preservation of documents	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Contact details of KMP	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Policy on determination of Materiality of Events or Information	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Fair Disclosure Code	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Code of Conduct for Internal Procedures	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Policy on Preservation on Sexual Harassment	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Risk Management Policy	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Performance Evaluation Policy	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>
Policy on Diversity of Board of Directors	<a href="http://www.indoramaindia.com/policies.php">http://www.indoramaindia.com/policies.php</a>

## Plant Location

The Company has its manufacturing and operating complex at:

A-31, MIDC Industrial Area, Butibori, Nagpur-441 122

Maharashtra, India

Tel. : +91-7104-663000-01

Fax. : +91-7104-663200

## Compliance Officer for Investor Redressal/ Address for Correspondence

Mr. Jayantk Sood

CHRO & Company Secretary

Indo Rama Synthetics (India) Limited

20th Floor, DLF Square, DLF Phase-II,

NH-8, Gurugram-122002, Haryana, India

Tel No.+91-124-4997000; Fax: +91-124-4997070

E-mail ID: [investor-relations@indorama-ind.com](mailto:investor-relations@indorama-ind.com)

## Address for Correspondence

Registered Office	Corporate Office	Registrar & Share Transfer Agent
Indo Rama Synthetics (India) Limited A-31, MIDC, Industrial Area Butibori, Nagpur-441122 Maharashtra, India Tel. No.:+91-7104-663000-01 Fax No.: +91-7104-663200 Website: <a href="http://www.indoramaindia.com">www.indoramaindia.com</a>	Indo Rama Synthetics (India) Limited 20th Floor, DLF Square DLF Phase - II, NH-8 Gurugram-122 002, Haryana, India. Tel. No.:+91-124-4997000 Fax No.: +91-124-4997070 E-Mail: <a href="mailto:investor-relations@indorama-ind.com">investor-relations@indorama-ind.com</a>	MCS Share Transfer Agent Limited F-65, First Floor Okhla Industrial Area, Phase-1 New Delhi-110 020, India Tel. No.:+91-11-4140 6149-52 Fax No.:+91-11-4170 9881 E-mail: <a href="mailto:helpdeskdelhi@mcsregistrars.com">helpdeskdelhi@mcsregistrars.com</a>



**For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:**

**National Securities Depository Ltd.**

4th Floor, 'A' Wing, Trade World  
Kamala Mills Compound, Senapati Bapat Marg  
Lower Parel, Mumbai-400013  
Telephone : +91-22-24994200  
Fax : +91-22-24976351  
E-mail : info@nsdl.co.in  
Website : www.nsdl.co.in

**Central Depository Services (India) Ltd.**

Phiroze Jeejeebhoy Towers,  
17th Floor, Dalal Street, Fort,  
Mumbai-400001  
Telephone : +91-22-22723333  
Fax : +91-22-22723199  
E-mail : investors@cDSLindia.com  
Website : www.cdslindia.com

For and on behalf of the Board of Directors of  
**Indo Rama Synthetics (India) Limited**

**Om Prakash Lohia**

Chairman & Managing Director  
(DIN 00206807)

Place: Gurugram  
Date: 15th May 2019

---

**Declaration regarding Code of Conduct**

As provided under Listing Regulations, all Board Members and Senior Management have affirmed Compliance with the Code of Conduct for the financial year 2018-19.

**Om Prakash Lohia**

Chairman & Managing Director  
(DIN 00206807)

Place: Gurugram  
Date: 15th May 2019

## Practising Company Secretary Certificate on Corporate Governance Report

To  
The Members of  
Indo Rama Synthetics (India) Limited,

We have examined the compliance of conditions of Corporate Governance by Indo Rama Synthetics (India) Limited, for the year ended 31st March, 2019 as per the Regulations 17 to 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and amendments thereof. The compliance of conditions of Corporate Governance is the responsibility of the Company's Management.

Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Company Secretaries of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (incl. any amendment thereof) read with Uniform Listing Agreement executed by the Company with the Stock Exchanges.

We state that, such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For, **Prachi Jain & Associates**  
Practising Company Secretary

Place: New Delhi  
Date: 15.05.2019

**Prachi Jain**  
Membership No.: 41287  
Certificate of Practice No.15464

## CEO / CFO Certificate

To  
The Board of Directors  
Indo Rama Synthetics (India) Limited  
CIN: L17124MH1986PLC166615  
20th Floor, DLF Square  
DLF Phase-II, NH-8  
Gurugram -122 002

We, M. N. Sudhindra Rao (DIN 01820347), Executive Director and Chief Executive Officer and Susheel Kumar Mehrotra (ICAI M. No. 085483), Chief Financial Officer of Indo Rama Synthetics (India) Limited, certify that:

- A. We have reviewed the Financial Statements and the Cash Flow Statement of Indo Rama Synthetics (India) Limited ("The Company") for the year ended 31st March 2019, and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct;
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies;
- D. We have indicated to the Auditors and the Audit Committee -
- (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Gurugram  
Date: 15th May 2019

**M. N. Sudhindra Rao**  
Executive Director & CEO  
(DIN: 01820347)

**Susheel Kumar Mehrotra**  
Chief Financial Officer  
(ICAI M. No.: 085483)

# Board's Report

The Members,

The Board of Directors is pleased to present the Company's 33rd Annual Report along with the Audited Financial Statements of your Company for the financial year ended 31st March 2019.

## 1. Financial Highlights

The financial performance of the Company for the year ended 31st March 2019 is summarized below:

(₹ In Crore)

Particulars	Year Ended	
	31 March 2019	31 March 2018
Total Income	1699.37	2317.44
Profit before Financial Costs, Depreciation, Foreign exchange fluctuation, Exceptional items and Tax (EBIDTA)	(88.58)	60.22
Finance Costs	131.32	94.37
Profit/(loss) before Depreciation, Foreign exchange fluctuation, Exceptional items and Tax (EBDTA)	(219.90)	(34.15)
Depreciation	83.04	83.20
Profit before Foreign exchange fluctuation, Exceptional items and Tax (EBTA)	(302.94)	(117.35)
Foreign exchange fluctuation	(3.53)	(0.15)
Profit / (Loss) before Exceptional items and Tax	(306.47)	(117.50)
Exceptional Items:		
- Others	(115.19)	(7.36)
<b>Profit / (Loss) before Tax</b>	<b>(421.66)</b>	<b>(124.86)</b>
Tax (Credit) / Charge	(150.60)	(42.17)
<b>Profit / (Loss) after Tax from continuing operations</b>	<b>(271.06)</b>	<b>(82.69)</b>
<b>Other comprehensive income/(expense) (net of tax)</b>	0.73	0.67
<b>Total comprehensive income / (expense) after tax</b>	<b>(270.33)</b>	<b>(82.02)</b>
Profit brought forward from previous year	23.13	105.15
<b>Profits/(Loss) available for Appropriation</b>	<b>(247.20)</b>	<b>23.13</b>
Surplus/(Deficit) carried to Balance Sheet	(247.20)	23.13

## 2. Operational and Financial Review

During the financial year 2018-19, we achieved revenue from operations of ₹1,694.56 Crore (₹2,313.70 Crore in 2017-18), mainly due to lower production caused by working capital paucity. Our net loss for the year was of ₹270.33 Crore against loss of ₹82.02 Crore in the financial year 2017-18. Our earnings per share stood at ₹(17.01) and book value per share at ₹13.54 as on 31st March, 2019.

During the year, the Company continued to focus on cost reduction, efficiency improvement in operations and enhancement of people potential.

In order to address the working capital paucity, non-convertible debentures to the extent of ₹199.99 Crore and equity to the extent of ₹29.93 Crore was raised from Edelweiss group. However, operations were further hit due to uneven fluctuation in crude prices. Subsequently ₹61.92 Crore were raised by issue of 1,72,00,000 number of shares to retail investor on private placement basis in February 2019 and ₹298.80 Crore

were raised in April 2019 by issue of 8,30,00,000 number of shares to Indorama Netherland B.V (INBV), a wholly owned subsidiary of Indorama Ventures Public Company Limited (IVL) of Thailand both @ ₹36 per share on private placement basis. Consequent to issue of shares to INBV, the management control of the Company vests with IVL.

The Company has started to ramp up the production and marketing initiatives to turn around the operations.

The demand for man-made fibers is showing signs of improvement and we are hopeful that the demand for polyester will see revival. Polyester demand will be driven by its growing relevance in daily life across home textiles, apparel, automotive, furnishing fabrics, technical textile and non-woven segments.

Moving ahead, with rising demand in the domestic and international markets and operational synergies from IVL, we are hopeful that we will be able to enhance our production capacity utilization with restoring customer base as well as penetrating new markets.

### 3. Dividend and Reserves

In view of loss suffered by the Company, your Directors regret their inability to recommend dividend for the year under review. No amount is being transferred to the General Reserves. ₹10 Crore has been transferred from General Reserves to Debenture Redemption Reserves.

### 4. Change in the Nature of Business

There was no change in the nature of the business of the Company, during the financial year.

### 5. Key Developments

Investment in the equity of the Company by IVL through its subsidiary INBV in April 2019 with management control vesting with them, is a key event and is expected to result in strengthening of the Company's financial position substantially in times to come.

### 6. Committees of the Board

The Board of Directors has the following Committees:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders Relationship Committee;
- Banking and Finance Committee;
- Share Allotment and Transfer Committee;
- Corporate Social Responsibility Committee;
- Risk Management Committee; and
- Open Offer Review Committee.

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

### 7. Number of Meetings of the Board

During the financial year 2018-19, your Company has convened and held Seven (7) Board Meetings. The details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

### 8. Directors' Identification Number (DIN)

The following are the Directors Identification Number (DIN) of your Directors:

Name	DIN
Mr. Om Prakash Lohia	00206807
Mr. Vishal Lohia	00206458
Mr. Ashok Kumar Ladha	00089360
Dr. Arvind Pandalai	00352809
Mr. Suman Jyoti Khaitan	00023370
Mrs. Ranjana Agarwal	03340032
*Mr. M. N. Sudhindra Rao	01820347
*Mr. Udey Paul Singh Gill	00004340

\* Appointed with effect from 3rd April 2019

### 9. Directors and Key Managerial Personnel

Pursuant to the provisions of Section 149 of the Companies Act, 2013, Mr. Ashok Kumar Ladha and Mr. Suman Jyoti Khaitan were appointed as Independent Directors at the 28th Annual General Meeting of the Company held on 1st August 2014, Mrs. Ranjana Agarwal was appointed as Woman Independent Director at the 29th Annual General Meeting of the Company held on 30th July 2015 and Dr. Arvind Pandalai was appointed as Independent Director at the 30th Annual General Meeting of the Company held on 30th September 2016. They have submitted a declaration that each of them meets the criteria of Independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Directors during the financial year 2018-19. The Appointment and Tenure of the Independent Directors, including code for Independent Directors are available on the website of the Company, [www.indoramaindia.com](http://www.indoramaindia.com).

As recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors at their meetings held on 15th May 2019, Mr. Ashok Kumar Ladha and Mr. Suman Jyoti Khaitan has been re-appointed as Independent Directors under Section 149 (10) of the Companies Act, 2013 and Listing Regulations to hold office for further 5 (five) consecutive years for a second term up to the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2024, subject to the requisite approvals.

Mr. M. N. Sudhindra Rao has been appointed as Additional Director with effect from 3rd April 2019 and Executive Director and Chief Executive Officer with effect from 8th April 2019, subject to the requisite approvals.

Mr. Udey Paul Singh Gill has been appointed as Additional Director with effect from 3rd April 2019, subject to the requisite approvals.

Mr. Vishal Lohia, Whole-time Director of the Company, retires by rotation at the ensuing 33rd Annual General Meeting and being eligible, offers himself for re-appointment.

During the year, Mr. Rajendra Kumar Gupta, appointed as Chief Financial Officer of the Company and Mr. Gupta, resigned from the post of CFO with effect from 17th October 2018 and Mr. Susheel Kumar Mehrotra has been appointed as Chief Financial Officer of the Company with effect from 17th October 2018. Further, Mr. Umesh Kumar Agrawal has been appointed as Chief Commercial and Financial Officer of the Company, with effect from 16th April 2019.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company (KMP) are Mr. M. N. Sudhindra Rao,

Mr. Umesh Kumar Agrawal, Mr. Susheel Kumar Mehrotra and Mr. Jayantk Sood.

The details of proposal for appointment/re-appointment of Director is mentioned in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 of the Notice of the ensuing 33rd Annual General Meeting of the Company scheduled to be held on Friday, 26th July 2019.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fee for the purpose of attending the meetings of the Board and committees of the Board.

## **10. Policy on Directors' Appointment and Remuneration**

The Board has, on the recommendation of the Nomination and Remuneration Committee, laid down a Nomination and Remuneration Policy for selection and appointment of the Directors, Key Managerial Personnel and their remuneration. The Committee comprises of four members, viz; Mr. Ashok Kumar Ladha as Chairman, Mr. Suman Jyoti Khaitan, Dr. Arvind Pandalai and Mrs. Ranjana Agarwal as Members. The Committee reviews and recommend to the Board for remuneration of the Directors and Key Managerial Personnel. The details of terms of reference of Nomination and Remuneration Committee, number and dates of meetings held, attendance of the directors and remunerations paid to them and the brief outline of the Remuneration Policy of the Company are given separately in the attached Corporate Governance Report.

The Company does not pay any remuneration to the Non-Executive/Independent Directors of the Company other than sitting fee for attending the meetings of the Board and Committees of the Board. The Executive Director(s) do not take any sitting fee for attending such meetings. The Remuneration to the Executive Directors including Chairman and Managing Director and Whole-time Director is governed by the recommendation of Nomination and Remuneration Committee, Resolutions passed by Board of Directors and shareholders of the Company at the General Meetings and such other approvals pursuant to the provisions of the Companies Act, 2013. The Company has displayed the Nomination and Remuneration Policy on its website, [www.indoramaindia.com](http://www.indoramaindia.com).

## **11. Declaration by Independent Directors**

Necessary declarations have been obtained from all the Independent Directors, meeting the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

## **12. Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI Regulations, the Board has carried out the annual

evaluation of its own performance and of the Directors individually, as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration and other Committees. At the meeting of the Board, all the relevant factors that are material for evaluation the performance of individual Directors, the Board and its various Committees, were discussed in detail and structured questionnaire each, for evaluation of the Board, its various Committee and individual Directors, was prepared and recommended to the Board by the Nomination and Remuneration Committee, for doing the required evaluation, after taking into consideration the input received from the Directors, covering various aspect of the Board's functioning, such as adequacy of the composition of the Board and its Committee, execution and performance of specific duties, obligations and governance, etc.

A separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman of the Board, who was evaluated on the parameters such as level of engagement and contribution, Independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and Non-Independent Directors were also carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation process.

## **13. Separate Meeting of Independent Directors**

In terms of the requirements under Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of the Listing Regulations, a separate meeting of the Independent Directors was held on 28th March 2019. The Independent Directors at the meeting, inter-alia, reviewed the following:-

- Performance of Non-Independent Directors and Board as a whole;
- Performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## **14. Familiarization program for independent directors**

The familiarization programmes to Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company, [www.indoramaindia.com](http://www.indoramaindia.com).

## 15. Secretarial Standards

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to Meetings of the Board of Directors and General Meetings, respectively, have been duly followed by the Company.

## 16. Directors' Responsibility Statement

Your Directors state that:

- (a) in the preparation of Annual Accounts, for the year ended 31st March, 2019, the applicable Accounting Standards read with requirements set out under Schedule-III to the Act have been followed and there are no material departures from the same;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as on 31st March, 2019 and the Profit and Loss of the Company for that year;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and external consultants, including audit of Internal Financial Controls over financial reporting by the Statutory Auditors and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls were adequate and effective during the financial year 2018-19.

## 17. Particulars of Employees and Related Disclosures

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a statement showing the names and other

particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report, which forms part of this Report.

Disclosures relating to remuneration and other details as required under Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in the Annual Report, which forms part of this Report.

In terms of Section 136 of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

## 18. Policy on Prevention of Sexual Harassment

The Company has a Policy on "Prevention of Sexual Harassment of Women at Workplace" and matters connected therewith or incidental thereto covering all the aspects as contain under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013".

The Policy of the "Prevention of Sexual Harassment of Women at Workplace" of the Company is available on the website of the Company, [www.indoramaindia.com](http://www.indoramaindia.com).

## 19. Audit Committee

The Audit Committee of the Board of Directors of the Company consisting of five members, Mr. Ashok Kumar Ladha as Chairman and Mr. Vishal Lohia, Mr. Suman Jyoti Khaitan, Dr. Arvind Pandalai and Mrs. Ranjana Agarwal as Members. The Company Secretary is the Secretary of the Committee. The Managing Director, Chief Financial Officer, Plant Head and Auditors are permanent invitees to the Committee Meetings. The details of terms of reference of Audit Committee, number and dates of meetings held, attendance of the Directors and remunerations paid to them are given separately in the attached Corporate Governance Report. During the year, there were no instances where the Board had not accepted the recommendations of the Audit Committee.

## 20. Vigil Mechanism / Whistle Blower

Your Company has a Vigil Mechanism/Whistle Blower Policy, pursuant to the provisions of the Companies Act, 2013, for the Directors and Employees to report their genuine concerns or grievances. The Chairman of the Audit Committee, Mr. Ashok Kumar Ladha, will oversee the Vigil Mechanism and to ensure that adequate safeguards are provided to persons against victimization and protected disclosures can also be reported orally by leaving voice mail on toll free number, i.e., 18001035679. The details of the Vigil Mechanism Policy is explained in

the Corporate Governance Report and also posted on the website of the Company, www.indoramaindia.com.

## 21. Increase in the Authorised Share Capital of the Company

During the year, your Company has increased the Authorised Share Capital from existing ₹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 share of ₹10/- (Rupees Ten only) each to ₹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 ₹10/- (Rupees Ten only) each by creation of additional 3,99,00,000 (Three Crore Ninety Nine Lakh) equity shares of ₹10/- each ranking pari-passu in all respect with the existing equity shares of the Company.

## 22. Allotment of Non-Convertible Debentures (NCDs)

During the year, your Company has allotted 19,999 Secured Rated Redeemable Non-Convertible Debentures (NCDs) of the face value ₹1,00,000/- (Rupees One Lakh only) each, at par aggregating to ₹199.99 Crore, under F Group-DEBT Instruments (ISIN-INE156A07027), to various allottees.

In terms of Regulation 57(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, your Company has made partial redemption of principle amount of ₹137 Crore to the holders of NCDs. Accordingly, the Face Value of NCDs stands reduced to ₹31,496.57 per debenture in place of ₹1,00,000/- per debenture, with effect from 3rd May 2019.

## 23. Allotment of 90,90,909 equity shares by way of Preferential Issue on Private placement basis to the Non-Promoter Group

During the year, your Company has allotted 90,90,909 equity shares of ₹10/- each by way of Preferential Issue on private placement basis and the said equity shares were listed on the Stock Exchanges on which the existing equity shares of the Company are listed and said equity shares shall rank pari-passu with the existing equity shares of the Company in all respect, as per the details given below:

Sl. No.	Name of the Allottees	Price of Equity Shares	Date of Allotment	No. of Equity Shares allotted
01	EC Special Situations Fund	₹33.98	04-Aug-18	31,81,818
02	Edelweiss India Special Situations Fund-II	₹33.98	04-Aug-18	43,09,091
03	EISAF II Onshore Fund	₹27.97	03-Oct-18	16,00,000
	<b>Total</b>			<b>90,90,909</b>

## 24. Allotment of 10,02,00,000 equity shares by way of Preferential Issue on Private placement basis to the Promoter Group and Non-Promoter Group

During the year, your Company has allotted 1,72,00,000 equity shares in the name of Siam Stock Holdings Limited on 22nd February 2019 at a price of ₹10/- each and at a premium of ₹26/- each by way of Preferential Issue on private placement basis and the said shares were listed on the Stock Exchanges on which the existing equity shares of the Company are listed and said equity shares shall rank pari-passu with the existing equity shares of the Company in all respect.

The Company has further allotted 8,30,00,000 equity shares in the name of Indorama Netherlands B.V., a wholly owned Subsidiary of Indorama Ventures Public Limited Company (IVL) on 3rd April 2019 at a price of ₹10/- each and at a premium of ₹26/- each by way of Preferential Issue on private placement basis and the said shares are under process for listing on the Stock Exchanges on which the existing equity shares of the Company are listed and said equity shares shall rank pari-passu with the existing equity shares of the Company in all respect.

## 25. Credit Rating

In view of financial stress on account of working capital, during the year, the Company, could not honour some of its financial commitments. Therefore, the credit rating ascribed by CARE Rating Limited, continued to be CARE D (Single D). Post infusion of fresh equity in later part of the year and consequent regularization of all over dues with lenders followed by ramping up of operations the Company is in process of getting revised credit rating.

## 26. Subsidiary, Joint Venture and Associate Company

The Company has no any Subsidiary, Joint Venture or Associate Companies within the meaning of Section 2(6) of the Companies Act, 2013.

## 27. Related Party Transactions

Your Company has formulated a policy on related party transactions which is also available on Company's website, www.indoramaindia.com. This policy deals with the review and approval of related party transactions. The Board of Directors of the Company has approved



the criteria for making the omnibus approval by the Audit Committee within the overall framework of the policy on related party transactions. The omnibus approval is required to be obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and at arm's length basis. All related party transactions entered during the financial year were in ordinary course of the business and on arm's length basis.

The details of contracts/arrangement with the related parties are appearing under Note No. 39 in the Financial Statements and form part of this Board's Report. The particulars of contracts or arrangements with related parties prepared under Section 188(1) of Companies Act, 2013 read with Rule 8 (2) of Companies (Accounts) Rule, 2014 is annexed with this Report in **Form AOC-2**, as **Annexure - 1**.

All the Related Party Transactions were placed before the Audit Committee and Board of Directors for approvals.

### 28. Statutory Auditors

Pursuant to the Section 139 of the Companies Act, 2013 and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the provisions of the Companies Act, 2013. In lines with the requirements of the Companies Act, 2013, M/s Walker Chandiook & Co LLP (FRN 00/076N/N 500013) was appointed as Statutory Auditors of the Company, to hold office for five consecutive years from the conclusion of the 32nd Annual General Meeting of the Company held on 28th July 2018, till the conclusion of 37th Annual General Meeting of the Company to be held in the year 2023. The requirement for the annual rectification of Auditors appointed at the AGM has been omitted pursuant to the Companies (Amendment) Act, 2017, notified on 7th May 2018.

During the year, the Statutory Auditors have confirmed that they satisfy the independent criteria required under the Companies Act, 2013, Code of ethics issued by the Institute of Chartered Accountants of India.

### 29. Cost Auditors

Pursuant to section 148 of the Companies (Cost Records and Audits) Rules, 2014, as amended, your Company is required to maintain cost records and get the same audited in respect of its Polyester Operations every year until further notice and as per on the recommendation of the Audit Committee, the Board of Directors appointed R. Krishnan, Cost Accountants, (Membership No.7799), to carry out the audit of cost records maintained by the Company for the financial year 2018-19.

The Company has received consent from R. Krishnan, Cost Accountants, for re-appointment as Cost Auditors for the financial year 2019-20 in accordance with

the applicable provisions of the Companies Act, 2013 and Rules framed thereunder. The remuneration of Cost Auditors has been approved by the Board of Directors on the recommendation of the Audit Committee and the requisite resolution for ratification of remuneration of Cost Auditors by the members has been set out in the notice of 33rd Annual General Meeting of your Company.

### 30. Secretarial Auditor

The Board has appointed M/s Sanjay Grover and Associates, Company Secretaries, (Firm Registration Number P2001DE052900), to conduct the Secretarial Audit for the financial year 2019-20.

The Secretarial Audit report, for the financial year ended 31st March 2019 is annexed herewith and marked as **Annexure - 2** to this Board's Report.

The Secretarial Auditors of the Company have given a qualified report for the financial year 2018-19. The Management's Reply to the observations is submitted as under:

Auditor's Comment	Management's Reply
Investor complaints status for Debt Securities for the quarter ended 30th September, 2018 was filed with Stock Exchanges on 24th October, 2018 which was required to be given within twenty one days from the end of each quarter as required under Regulation 13(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	There is a delay for three days due to oversight.
One Chief Financial Officer was appointed w.e.f. 28th May, 2018, in the Board Meeting held on 28th May, 2018, however, Form MGT-14 has not filed for the same as required under Section 179(3)(k) of the Companies Act, 2013 r/w Rule 8 of Companies (Board meeting and its powers) Rules, 2014.	The Company will take suitable action, in this regard.
The Company has not filed Form IEPF-6 for the amounts due to be transferred to the Investor Education and Protection Fund during the financial year 2018-19 which was required to be filed pursuant to rule 8 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2015.	The Company will take suitable action, in this regard.

### **31. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

The information required pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are set out in the **Annexure - 3** forming part of this Board's Report.

### **32. Public Deposits**

During the Financial Year 2018-19, the Company has not accepted any deposit from the public and as such, there are no outstanding deposits in term of the Companies (Acceptance of Deposits) Rules, 2014.

### **33. Significant and Material Orders passed by the Regulators**

There were no significant and material orders passed by regulators/ courts or tribunals impacting the going concern status and Company's operations in future.

### **34. Internal Control Systems and their Adequacy**

The Company has in place Internal Control System designed to ensure proper recording of financial and operational information and compliance of various internal controls and other regulatory and statutory compliances. Self-certification exercise is also conducted by which senior management certifies effectiveness of the internal control system of the Company. Internal Audit has been conducted throughout the organization by qualified outside Internal Auditors. The findings of the internal Audit Report are reviewed by the Management and by the Audit Committee of the Board and proper follow-up actions are ensured wherever required. The Statutory Auditors have evaluated the internal financial controls framework of the Company and have reported that the same are adequate and commensurate with the size of the Company and nature of its business.

### **35. Particulars of Loans, Guarantees or Investments**

There is no Loans, Guarantees and Investments made by the Company during the financial year 2018-19.

### **36. Risk Management Policy**

The Board of Directors has constituted Risk Management Committee to identify elements of risk in different areas of operations and develop policy for actions associated to mitigate the risks. It regularly analyses and takes corrective actions for managing / mitigating the same. Your Company's Risk management framework ensures compliance with the provisions of the Listing Regulations.

Your Company has institutionalized the process for identifying, minimizing and mitigating risks which is periodically reviewed. Some of the risks identified and acted upon by your Company are securing critical resources; ensuring sustainable plant operations; ensuring cost competitiveness including logistics; completion of CAPEX; maintaining and enhancing customer service standards and resolving environmental and safety related issues.

### **37. Corporate Social Responsibility (CSR) Committee**

Your Company aims to remain essential to the society with its social responsibility, strongly connected with the principle of sustainability, an organization based not only on financial factors, but also on social and environmental consequences.

As required under Section 135 of the Companies Act, 2013, the CSR Committee comprises of Mr. Om Prakash Lohia as the Chairman, Mr. Vishal Lohia and Dr. Arvind Pandalai, Mrs. Ranjana Agarwal as Members. The CSR Committee of the Company has laid down the policy to meet the Corporate Social Responsibility. The CSR Policy includes any activity that may be prescribed as CSR activity as per the Rules of the Companies Act, 2013.

The CSR Committee met once during the year to review the Corporate Social Responsibility Policy and due to the average net profit for the last three financial years being negative, your Company did not allocated/is not required to spend any amount on the CSR activities during the year under review.

The detailed CSR policy of the Company is also available on the website of the Company, [www.indoramaindia.com](http://www.indoramaindia.com).

### **38. Listing**

The shares of your Company are listed at BSE Limited and National Stock Exchange of India Limited, Mumbai. The listing fees to the Stock Exchanges for the financial year 2019-20 have been paid.

### **39. Corporate Governance**

Your Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by Securities and Exchange Board of India. Your Company has also implemented several best corporate governance practices. The Report on Corporate Governance as stipulated under Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms integral part of this Annual Report.

The requisite certificate from the Practising Company Secretary confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Regulation is attached to the Report on Corporate Governance.

#### 40. Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated under the Listing Regulations with the Stock Exchanges, is presented in a separate chapter forming part of this Annual Report.

#### 41. Transfer of unclaimed dividend/equity shares to Investor Education and Protection Fund (IEPF) Authority

Pursuant to the provisions of Section 125 of the Companies Act, 2013, relevant amounts, which remained unpaid or unclaimed for a period of seven years have been transferred by the Company, from time to time on due dates, to the Investor Education and Protection Fund (IEPF) Authority.

Pursuant to the provisions of Investor Education and Protection Fund, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 28th July 2018 (date of last Annual General Meeting) on the Company's website, www.indoramaindia.com and also on the Ministry of Corporate Affairs' website, www.mca.gov.in

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has transferred 2,45,907 (Two Lakh Forty Five Thousand Nine Hundred and Seven) Equity Shares of ₹10/- each of the Company held by various Investors, physical as

well as dematerialized form, whose dividend amount is unclaimed/unpaid for seven years to Suspense Account of the Investor Education and Protection Fund (IEPF) Authority during the FY 2018-19 and the details uploaded on the Company's website, www.indoramaindia.com

#### 42. Industrial Relations / Human Resources

Your Company maintained healthy, cordial and harmonious industrial relations at all levels during the year under report. Your Company firmly believes that a dedicated workforce constitutes the primary source of sustainable competitive advantage. Accordingly, human resource development continues to receive focused attention. Your Directors wish to place on record their appreciation for the dedicated and commendable services rendered by the staff and workforce of your Company.

#### 43. Extract of Annual Return

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed as **Annexure - 4** to this report.

#### 44. Acknowledgements

Your Directors would like to express their appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors of  
**Indo Rama Synthetics (India) Limited**

Place: Gurugram  
Date: 15th May 2019

**Om Prakash Lohia**  
Chairman & Managing Director  
(DIN 00206807)

## Annexure - 1 to the Board's Report

### FORM NO. AOC - 2

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

#### Details of contracts or arrangements or transactions not at arm's length basis:

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of contracts/ arrangements/ transactions	Salient terms of the contracts/ arrangements/ transactions including the value, if any	Justification for entering into contracts/ arrangements/ transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting (u/s 188)
---------	---	---	---	--	---	----------------------------------	---------------------------------	--

Not Applicable

#### Details of material contracts or arrangement or transactions at arm's length basis:

							(₹ In Crore)
Sl. No.	Name(s) of the Related Party and nature of Relationship	Nature of Contracts/ Arrangements/ Transactions	Duration of the Contracts/ Arrangements/ Transactions	Main terms of the Contracts/ Arrangements/ Transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any	
1	Wearit Global Limited, Relative	Sale of PSF	General	0.74	13-Aug-19	-	
2	Wearit Global Limited, Relative	Sale of POY	General	10.87	13-Aug-19	-	
3	Wearit Global Limited, Relative	Sale of DTY	General	39.80	13-Aug-19	-	
4	Wearit Global Limited, Relative	Sale of Polyester Chips	General	8.19	13-Aug-19	-	
<b>Total</b>				<b>59.60</b>			

For and on behalf of the Board of Directors of  
Indo Rama Synthetics (India) Limited

Place: Gurugram  
Date: 15th May 2019

**Om Prakash Lohia**  
Chairman & Managing Director  
(DIN 00206807)

## Annexure - 2 to the Board's Report

### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members,  
Indo Rama Synthetics (India) Limited  
(CIN: L17124MH1986PLC166615)  
A-31, MIDC Industrial Area Butibori,  
Nagpur-441122, Maharashtra

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Indo Rama Synthetics (India) Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that-

- a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, where applicable;
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) \*The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (h) \*The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
  - (i) The Securities and Exchange Board of India (Listing obligations and Disclosures requirements) Regulations, 2015;
- (vi) The Company is engaged in the business of manufacturing of Polyester and its manufacturing plant is located at A-31, MIDC Industrial Area, Butibori, Nagpur-441122, Maharashtra and the Company has also its own thermal plant having the capacity of 40 MW commissioned in such manufacturing plant. As informed by the management, the following laws are the specific laws, specifically applicable to the Company;
    - (a) The Indian Electricity Act, 2003 and Rules/regulations made thereunder;
    - (b) Indian Boilers Act, 1923 and Rules/regulations made thereunder; and
    - (c) Indian Explosive Act, 1884 Rules/regulations made thereunder

\*No event took place under these regulations during the audit period.

We have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors and on General Meetings issued by The Institute of Company Secretaries of India, with which the company has generally complied with.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines to the extent applicable except that:

- Investor complaints status for Debt Securities for the quarter ended 30th September, 2018 was filed with Stock Exchanges on 24th October, 2018 which was required to be given within twenty one days from the end of each quarter as required under Regulation 13(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- One Chief Financial Officer was appointed w.e.f. 28th May, 2018, in the Board Meeting held on 28th May, 2018, however, Form MGT-14 has not filed for the same as required under Section 179(3)(k) of the Companies Act, 2013 r/w Rule 8 of Companies (Board meeting and its powers) Rules, 2014.
- The Company has not filed Form IEPF-6 for the amounts due to be transferred to the Investor Education and Protection Fund during the financial year 2018-19 which was required to be filed pursuant to rule 8 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2015.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

We further report that there are systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

- Pursuant to Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and other listing regulations, the members of Company in its Extraordinary General Meeting held on 7th April, 2018, has given their consent by passing of Special Resolution to issue secured, redeemable, non-convertible debentures aggregating to ₹183.33 Crore (Indian Rupees One Hundred Eighty Three Crores and Thirty Three Lakhs only), from time to time but within a period of 1 (one) year from the date of this resolution, on private placement basis, to be issued at par.
- Pursuant to Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and other listing regulations, the members has

given their consent by passing of Special Resolution by way of postal ballot dated 13th June, 2018, to issue secured, redeemable, non-convertible debentures ("NCDs") aggregating to ₹16.67 Crore (Indian Rupees Sixteen Crores and Sixty Seven Lakhs only) (this is in addition to limit of ₹183.33 Crore already approved by the Shareholders vide Resolution dated 7th April, 2018), from time to time but within a period of 1 (one) year from the date of this resolution, on private placement basis, to be issued at par.

- Pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018, as applicable, the members has given their consent by passing of Special Resolution by way of postal ballot dated 13th June, 2018, to create, offer/issue and allot to the proposed allottees, as permitted under applicable laws, regulations, policies and/or guidelines, including the SEBI (ICDR) Regulations and other Laws in India, for 90,90,909 (Ninety Lakh Ninety Thousand Nine Hundred and Nine) Equity Shares on preferential basis.
- In supersession of the earlier resolution, Pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018, as applicable, the members has given their consent by passing of Special Resolution in its Annual General Meeting held on 28th July, 2018, to create, offer/issue and allot to the proposed allottees, as permitted under applicable laws, regulations, policies and/or guidelines, including the SEBI (ICDR) Regulations and other Laws in India, for 90,90,909 (Ninety Lakh Ninety Thousand Nine Hundred and Nine) Equity Shares on preferential basis.

- Pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018, as applicable, the members has given their consent by passing of Special Resolution in their Extraordinary General Meeting held on 20th September, 2018 to create, offer/issue and allot the proposed allottee, as permitted under applicable laws, regulations, policies and/or guidelines, including the SEBI (ICDR) Regulations 2009 and other Laws in India, for 16,00,000 (Sixteen Lakh) Equity Shares on preferential basis.
- Pursuant to Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018, as applicable, the members has given their consent in two separate Special Resolutions by way of postal ballot dated 14th February, 2019, to create, offer/issue and allot from time to time, in one or more tranches to the 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 (Eight Crore Thirty Lakh) Equity Shares to the Promoter Group and 1,72,00,000 (One Crore Seventy Two Lakh) Equity Shares to Non-Promoters, by way of Preferential Issue on private placement basis.

For Sanjay Grover & Associates  
Company Secretaries  
Firm Registration No.: P2001DE052900

Place: New Delhi  
Date: 15 May 2019

**Sanjay Grover**  
Managing Partner  
CP No.: 3850

## Annexure - 3 to the Board's Report

Particulars required under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Board's Report for the financial year ended 31st March 2019.

### A. Conservation of Energy:

#### Energy Saving measures taken and proposals under implementation.

1. Installed De-Superheating station in process steam temperature control system at CPP which has led to reduction in process steam consumption and pressure variations. The steam consumption reduced from 0.95 to 0.83 kg per kg of PSF;
2. Air header modified for instrument air distribution resulting in saving of ₹86.7 Lakh per annum. One compressor has been stopped since modification.
3. New RO plant installed for increasing the recycling of water and to improve the quality of the recycled water.

#### FORM – A

#### Form for disclosure of particulars with respect to Conservation of Energy.

PARTICULARS	Current Year 31 March 2019	Previous Year 31 March 2018
<b>(A) POWER &amp; FUEL CONSUMPTION</b>		
<b>1) ELECTRICAL</b>		
<b>a) Purchases from MSEDCL &amp; Other</b>		
Units (kwh in '000)	9,811	59,593
<b>Total Amount (₹ in '000)</b>	<b>49,248</b>	<b>337,229</b>
Rate / kwh (in ₹)	5.02	5.66
<b>b) Generation for own consumption</b> (Net of power sale including auxiliary consumption)		
<b>i) Through DG (FO Based)</b>		
Units (kwh in '000)	522	13,535
Units / Ltr of FO	3.90	3.89
Cost / Unit (₹/Unit)	8.28	6.40
<b>ii) Through STG (Coal based)</b>		
Units (kwh in '000)	172,206	192,226
Units / kg of Coal	1.01	0.90
Cost / Unit (₹/Unit)	3.09	3.87
<b>2) COAL</b>		
Quantity in MT	268,118	373,618
Total Cost (₹ in '000)	<b>892,503</b>	<b>1,295,010</b>
Average Rate (₹ / MT)	3,329	3,466
<b>3) FURNACE OIL</b>		
Quantity (KL)	424	4,025
Total Cost (₹ in '000)	<b>13,704</b>	<b>100,297</b>
Average Rate (₹ / Lt)	32.32	24.92
<b>(B) CONSUMPTION PER UNIT OF PRODUCTION</b>		
<b>Production of Polymer products (Fresh) - MT</b>	218,343	325,349
<b>Electricity / Kg (in kwh)</b>	0.84	0.82



## B. Technology Absorption:

1. CP4 DCS-UPS upgraded with high efficiency Numeric UPS for improving plant reliability.

### Form for disclosure of particulars with respect to technology absorption (Form-B).

## Research & Development

### 1. Specific Areas in which R & D carried out by the Company:

(Product Development & Process Improvement Areas)

- Introduction and commercialization of new products;
  - POY products 750/96,250/144 and 168/144;
  - Development of new ATY products 230/48 and 370/72;
  - Development of DTY 300/96/2 and 300/96/4 NIM products;
  - Development of DTY 150/216/2 LIM;
  - Development of DTY 450/96/2 IM;
  - Development of DTY 210/48 and 220/48 stretch IM products;
  - Development of DTY 100/144 SIM.
- Changeover of spin finish for cost saving and better performance at customer end.

### 2. Benefit derived as a result of above Product development and process improvement:

Development of new product in POY has increased IRSL product basket, new applications also helped in increasing plant through put.

- Development of DTY 300/96/2 and 300/96/4 NIM products have been used for Marker Filler application;
- Development of DTY 150/216/2 LIM has been used in weft application in Bed Sheet;
- Development of DTY 450/96/2 IM has developed new market for the product and used in warp application in Carpet;
- Development of DTY 210/48 and 220/48 IM products have wide application in weft in Air jet for Denim products;
- Development of DTY 100/144 SIM has been used in knitting application.

On line Effluent Monitoring System with connectivity to CPCB & MPCB installed as per compliance.

### 3. Import Substitution:

Indigenous Development:

- 1) Obsolete Barmag Communication Control (BCC) system for CP1 POY developed indigenously;
- 2) CP4 PSF TSU 1, 2 & 3 pinion shaft, Intermediate shaft, bearing covers, spacer rings and helical gear developed indigenously resulted in saving of ₹58.5 Lakh;
- 3) ATM 2/3 manual inspection Bobbin label DOT matrix printer replaced with thermal label printer with in-house developed software for improving reliability & better printing quality;
- 4) Baler Profibus, old bale weighing indicator replaced with new indigenous weighing indicator having 4-20 mA output. The new system has a facility of interfacing with PLC. Programing and modification was done in-house

### 4. Future Plan of Action (2019-20):

- 1) Obsolete Inverters for CP4 draw-lines and other applications to be upgraded.
- 2) Obsolete Servers and PLC, Drives, Encoders, etc., of CP2/3 POY automation to be upgraded.
- 3) Replacement / Upgradation of CP3 DCS obsolete technology with latest technology.

- 4) Scada system for Utilities to be installed which will support centralized monitoring of parameters for power and Utilities.
- 5) New PLC system to be installed for auto start-up of air compressors in case of contingency.

**5. Expenditure on Research & Development:**

- Capital (₹ in '000) - Nil
- Recurring - Nil
- Total - Nil
- Total R & D expenditure as % of Turnover - Nil

**6. Technology Absorption, Adoption and Innovation:**

- 1) RO plant reject water is being used in cooling towers as make-up, resulting in reduction of MIDC raw water consumption at CPP. The RO plant reject water is treated and softened through de-alkalizer before using in cooling towers.
- 2) In house development of software for Monitoring CP2/3 POY Winder alarm history along with faults and break analysis.
- 3) CP3 TOV-B upgraded with new electronic for reliability.
- 4) CP5 PDP and Booster pumps Inverter control modified from Profibus to traditional I/O control for safety and reliability. Inverter changeover system was also modified to reduce failures.
- 5) Automation CP 5: Development of new HMI (Human-Machine Interface) KTP700 with existing program against the obsolete HMI OP177 for equipment wear and tear.
- 6) In house PLC panel developed for replacement of obsolete MP3 Panel of Centac-C Compressor at Utility.

**7. Benefits derived as a result of above efforts:**

- Substitution of Maintenance spares with low cost sourcing;
- Reliable process control;
- Cost saving and reliability enhancement on engineering aspects;
- New product development to increase the market share.

**C. Foreign Exchange Earnings and Outgo of the Company:**

**Earnings in Foreign Currency (accrual basis)**

Particulars	(₹ In Crore)	
	2018-19	2017-18
F.O.B. value of exports	255.95	356.20
Dividend	-	-
Sale of current investments (Gross consideration)	-	-
<b>Total</b>	<b>255.95</b>	<b>356.20</b>

**CIF value of imports**

Particulars	(₹ In Crore)	
	2018-19	2017-18
Raw materials	25.19	184.35
Stores and spares	3.41	4.22
Capital goods	0.02	0.06
<b>Total</b>	<b>28.62</b>	<b>188.63</b>

**Expenditure in Foreign Currency (accrual basis)**

Particulars	(₹ In Crore)	
	2018-19	2017-18
Travelling	0.56	0.73
Commission	1.05	2.06
Others	1.56	0.88
<b>Total</b>	<b>3.17</b>	<b>3.67</b>

For and on behalf of the Board of Directors of  
**Indo Rama Synthetics (India) Limited**

**Om Prakash Lohia**  
Chairman & Managing Director  
(DIN 00206807)

Place: Gurugram  
Date: 15th May 2019

## Annexure - 4 to the Board's Report

### FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

As on the Financial Year ended 31st March 2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management & Administration) Rules, 2014

<b>I. REGISTRATION &amp; OTHER DETAILS</b>	
i) CIN	L17124MH1986PLC166615
ii) Registration Date	28th April, 1986
iii) Name of the Company	Indo Rama Synthetics (India) Limited
iv) Category / Sub-category of the Company	Public Company / Limited by shares
v) Address of the Registered Office and contact details	A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra, India. Tel.: 07104-663000/01 Fax: 07104-663200
vi) Whether Listed Company	Yes
vii) Name, Address and contact details of the Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited F-65, First Floor, Okhla Industrial Area, Phase-1, New Delhi-110 020, India Tel.: 011-4140 6149-52 Fax No.: 011-4170 9881
<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>	
All the business activities contributing 10% or more of the total turnover of the Company shall be stated	As per Attachment - A
<b>III. PARTICULARS OF HOLDING, SUBSIDIARY INCLUDING SUBSIDIARIES OF SUBSIDIARIES AND ASSOCIATE COMPANIES</b>	
	As per Attachment - B
<b>IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)</b>	
i) Category-wise Shareholding	As per Attachment - C
ii) Shareholding of Promoters	As per Attachment - D
iii) Change in Promoters' Shareholding	As per Attachment - E
iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment - F
v) Shareholding of Directors and Key Managerial Personnel	As per Attachment - G
<b>V. INDEBTEDNESS</b>	
Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Attachment - H
<b>VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>	
A. Remuneration to Managing Director, Whole-time Directors and/ or Manager	As per Attachment - I
B. Remuneration to other Directors	As per Attachment - J
C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD	As per Attachment - K
<b>VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES</b>	
	As per Attachment - L

## Attachment - A

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company are given below:

Sl. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the Company #
1	Polyester Staple Fibre	55032000	47.79%
2	Polyester Filament Yarn	54024200	11.59%
3	Draw Texturised Yarn	54023300	35.23%

# Products contributing 10% or more of Gross Turnover.

## Attachment - B

**III. PARTICULARS OF HOLDING, SUBSIDIARY INCLUDING SUBSIDIARIES AND ASSOCIATE COMPANIES**

Sl. No.	Name and Address of the Company	CIN / GIN	Holding / Subsidiary / Associate	% of Share held	Applicable Section
NIL					

## Attachment - C

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1st April, 2018)				No. of Shares held at the end of the year (As on 31st March, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
(1) Indian									
a) Individual/ HUF	58524294	-	58524294	38.55%	59013663	-	59013663	33.13%	-5.42%
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total A(1)</b>	<b>58524294</b>	<b>-</b>	<b>58524294</b>	<b>38.55%</b>	<b>59013663</b>	<b>-</b>	<b>59013663</b>	<b>33.13%</b>	<b>-5.42%</b>
(2) Foreign									
a) NRIs - Individuals	99200	-	99200	0.07%	99200	-	99200	0.06%	-0.01%
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	53564057	-	53564057	35.28%	53564057	-	53564057	30.07%	-5.21%
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total A(2)</b>	<b>53663257</b>	<b>-</b>	<b>53663257</b>	<b>35.35%</b>	<b>53663257</b>	<b>-</b>	<b>53663257</b>	<b>30.13%</b>	<b>-5.22%</b>
<b>Total Shareholding of Promoter A = A(1) + A(2)</b>	<b>112187551</b>	<b>-</b>	<b>112187551</b>	<b>73.89%</b>	<b>112676920</b>	<b>-</b>	<b>112676920</b>	<b>63.26%</b>	<b>-10.63%</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	42478	5420	47898	0.03%	10043507	3100	10046607	5.64%	5.61%
b) Banks / FI	170000	144	170144	0.11%	17070	144	17214	0.01%	-0.10%
c) Central Govt.	-	-	-	-	245907	-	245907	0.14%	0.14%
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1st April, 2018)				No. of Shares held at the end of the year (As on 31st March, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f) Insurance Companies	4006850	-	4006850	2.64%	4006850	-	4006850	2.25%	-0.39%
g) FIs	14035074	9590	14044664	9.25%	14035074	4300	14039374	7.88%	-1.37%
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1)</b>	<b>18254402</b>	<b>15154</b>	<b>18269556</b>	<b>12.03%</b>	<b>28348408</b>	<b>7544</b>	<b>28355952</b>	<b>15.92%</b>	<b>3.89%</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	3945057	15160	3960217	2.61%	3954999	17206971	21161970	11.88%	9.27%
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individuals shareholders holding nominal share capital upto ₹2 Lakh	9655360	809708	10465068	6.89%	7923891	546645	8470536	4.76%	-2.14%
ii) Individual shareholders holding nominal share capital in excess of ₹2 Lakh	6314192	-	6314192	4.16%	6374303	-	6374303	3.58%	-0.58%
c) Others (specify) NBFC	-	-	-	-	25000	-	25000	0.01%	0.01%
Non Resident Indians	625528	130	625658	0.41%	1048470	-	1048470	0.59%	0.18%
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies-D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (2)</b>	<b>20540137</b>	<b>824998</b>	<b>21365135</b>	<b>14.07%</b>	<b>19326663</b>	<b>17753616</b>	<b>37080279</b>	<b>20.82%</b>	<b>6.75%</b>
<b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>	<b>38794539</b>	<b>840152</b>	<b>39634691</b>	<b>26.11%</b>	<b>47675071</b>	<b>17761160</b>	<b>65436231</b>	<b>36.74%</b>	<b>10.63%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>150982090</b>	<b>840152</b>	<b>151822242</b>	<b>100.00%</b>	<b>160351991</b>	<b>17761160</b>	<b>178113151</b>	<b>100.00%</b>	<b>0.00%</b>

## Attachment - D

### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 1st April, 2018)			Shareholding at the end of the year (As on 31st March, 2019)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of shares Pledged / encumbered to total shares	
1	Brookgrange Investments Ltd.	53,564,057	35.28	0.00	53,564,057	30.07	0.00	-5.21
2	Mr. Om Prakash Lohia	37,984,000	25.02	0.00	38,473,369	21.60	98.73	-3.42
3	Mrs. Urmila Lohia	18,184,518	11.98	0.00	18,184,518	10.21	68.07	-1.77
4	Mr. Alope Lohia	99,200	0.07	0.00	99,200	0.06	0.00	-0.01
6	Mrs. Ritika Kumar	414,796	0.27	0.00	0	0.00	0.00	-0.27
7	Mr. Devang Kumar	0	0.00	0.00	414,796	0.23	0.00	0.23
8	Mr. Vishal Lohia	1,137,896	0.75	0.00	1,137,896	0.64	0.00	-0.11
9	Ms. Aradhna Lohia	313,256	0.21	0.00	313,256	0.18	0.00	-0.03
10	Mrs. Rimple Lohia	239,940	0.16	0.00	239,940	0.13	0.00	-0.02
11	Mr. Yashovardhan Lohia	249,888	0.16	0.00	249,888	0.14	0.00	-0.02
	<b>Total</b>	<b>112,187,551</b>	<b>73.89</b>	<b>0.00</b>	<b>112,676,920</b>	<b>63.26</b>	<b>44.70</b>	<b>-10.63</b>

## Attachment - E

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****iii) Change in Promoters' Shareholding**

Sl. No.	Particulars	Shareholding at the beginning of the year (As on 1st April, 2018)		Cumulative Shareholding during the year (1st April, 2018 to 31st March, 2019)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	At the beginning of the year	112,187,551	73.89		
2	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.): #			#	
3	At the end of the year			112,676,920	63.26 *

# The details of equity shares purchased from the Market.

Note: \* Decrease in the percentage of total equity shares of the Promoters from 73.89% to 63.26%, due to increase in Paid-up Share Capital from 15,18,22,242 Equity Shares to 17,81,13,151 Equity Shares, i.e., allotment of 2,62,90,909 Equity Shares on preferential basis, during the year.

**# The details of equity shares purchased from the Market.**

Sl. No.	Name	Shareholding		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of shares at the beginning (01-04-18) / end of the year (31-03-19)	% of the total shares of the Company				No. of Sharex	% of total shares of the Company
1	Om Prakash Lohia	37,984,000	25.02	1-Apr-18		Market Purchase		
				24-Jul-18	99871		38,083,871	25.08
				25-Jul-18	80180		38,164,051	25.14
				27-Jul-18	124974		38,289,025	25.22
				31-Jul-18	165082		38,454,107	25.33
				2-Aug-18	18559		38,472,666	25.34
				3-Aug-18	703		38,473,369	25.34
				38,473,369	21.60		31-Mar-19	

## Attachment - F

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)**

Sl. No.	Name	Shareholding		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of shares at the beginning (01-04-18) / end of the year (31-03-19)	% of the total shares of the Company				No. of Shares	% of total shares of the Company
1	APMS Investment Fund Ltd.	12,652,175	8.33	1-Apr-18		Nil movement during the year		
		12,652,175	7.10	31-Mar-19				
2	Edelweiss India Special Situations Fund-II	0	0	1-Apr-18		Preferential Allotment		
		4,309,091	2.42	4-Aug-18	4,309,091		4,309,091	2.70
3	EC Special Situations Fund	0	0	1-Apr-18		Preferential Allotment		
		3,181,818	1.79	4-Aug-18	3,181,818		3,181,818	2.00
4	Life Insurance Corporation of India	3,005,152	1.98	1-Apr-18		Nil movement during the year		
		3,005,152	1.69	31-Mar-19				

Sl. No.	Name	Shareholding		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of shares at the beginning (01-04-18) / end of the year (31-03-19)	% of the total shares of the Company				No. of Shares	% of total shares of the Company
5	Edelweiss India Special Situations Fund - EISAF II Onshore Fund	0	0	1-Apr-18				
				3-Oct-18	1,600,000	Preferential Allotment	1,600,000	0.99
		1,600,000	0.90	31-Mar-19				
6	Asia Investment Corporation (Mauritius) Limited	1,381,861	0.91	1-Apr-18		Nil movement during the year		
		1,381,861	0.78	31-Mar-19				
7	Monica Burman	1,000,000	0.66	1-Apr-18		Nil movement during the year		
		1,000,000	0.56	31-Mar-19				
8	Rajasthan Global Securities Pvt. Ltd.	0	0	1-Apr-18				
				19-Jan-19	201,134		201,134	0.12
				1-Feb-19	104,249		305,383	0.19
				8-Feb-19	74,987		380,370	0.24
				15-Feb-19	162,876		543,246	0.34
				22-Feb-19	64,868	Market Purchase/Sale	608,114	0.34
				1-Mar-19	32,401		640,515	0.36
				8-Mar-19	159,263		799,778	0.45
				15-Mar-19	89,634		889,412	0.50
				22-Mar-19	-1,580		887,832	0.50
		29-Mar-19	17,141		904,973	0.51		
		904,973	0.51	31-Mar-19				
9	United India Insurance Company Ltd.	613,536	0.40	1-Apr-18		Nil movement during the year		
		613,536	0.34	31-Mar-19				
10	Pacific Management Pvt. Ltd.	0	0	1-Apr-18				
				18-Jan-19	97,057	Market Purchase	97,057	0.06
				25-Jan-19	462,866		559,923	0.35
		559,923	0.31	31-Mar-19				

## Attachment - G

### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	Shareholding		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of shares at the beginning (01-04-18) / end of the year (31-03-19)	% of the total shares of the Company				No. of Shares	% of total shares of the Company
A DIRECTORS:								
1	Mr. Om Prakash Lohia Chairman & Managing Director	37,984,000	25.02	1-Apr-18				
				24-Jul-18	99,871		38,083,871	25.08
				25-Jul-18	80,180		38,164,051	25.14
				27-Jul-18	124,974	Market Purchase	38,289,025	25.22
				31-Jul-18	165,082		38,454,107	25.33
				2-Aug-18	18,559		38,472,666	25.34
				3-Aug-18	703		38,473,369	25.34
		38,473,369	21.60	31-Mar-19				
2	Mr. Vishal Lohia Whole-time Director	1,137,896	0.75	1-Apr-18		Nil movement during the year		
		1,137,896	0.64	31-Mar-19				



Sl. No.	Name	Shareholding		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of shares at the beginning (01-04-18) / end of the year (31-03-19)	% of the total shares of the Company				No. of Shares	% of total shares of the Company
3	Mr. Ashok Kumar Ladha Independent Director	17,713	0.01	1-Apr-18		Nil movement during the year		
		17,713	0.01	31-Mar-19				
4	Dr. Arvind Pandalai Independent Director	0	0	1-Apr-18		Nil Holding during the year		
		0	0	31-Mar-19				
5	Mr. Suman Jyoti Khaitan Independent Director	0	0	1-Apr-18		Nil Holding during the year		
		0	0	31-Mar-19				
6	Mrs. Ranjana Agarwal Independent Director	0	0	1-Apr-18		Nil Holding during the year		
		0	0	31-Mar-19				
7	Mr. M. N. Sudhindra Rao Executive Director & CEO (Appointed on 3-Apr-19 as Additional Director and 08-Apr-19 as ED & CEO)	0	0	1-Apr-18		Nil Holding during the year		
		0	0	31-Mar-19				
8	Mr. Udey Paul Singh Gill Additional Director (Appointed on 3-Apr-19 as Additional Director)	0	0	1-Apr-18		Nil Holding during the year		
		0	0	31-Mar-19				
B	Key Managerial Personnel							
1	Mr. M. N. Sudhindra Rao Chief Executive Officer (Appointed on 8-Apr-19)	0	0	1-Apr-18		Nil Holding during the year		
		0	0	31-Mar-19				
2	Mr. Umesh Kumar Agrawal Chief Commercial and Financial Officer (Appointed on 16-Apr-19)	0	0	1-Apr-18		Nil Holding during the year		
		0	0	31-Mar-19				
3	Mr. Susheel Kumar Mehrotra Chief Financial Officer (Appointed on 17-Oct-18)	0	0	1-Apr-18		Nil Holding during the year		
		0	0	31-Mar-19				
4	Mr. Rajendra Kumar Gupta Chief Financial Officer (Appointed on 28-May-18 and resigned on 17-Oct-18)	0	0	1-Apr-18		Nil Holding during the year		
		0	0	31-Mar-19				
5	Mr. Jayantk Sood CHRO & Company Secretary	0	0	1-Apr-18		Nil Holding during the year		
		0	0	31-Mar-19				

## Attachment - H

## V. INDEBTEDNESS

## v) Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
(₹ in Crore)				
<b>Indebtedness at the beginning of the financial year (01/04/18)</b>				
i) Principal Amount	346.46	20.00	-	366.46
ii) Interest due but not paid	4.77	-	-	4.77
iii) Interest accrued but not due	0.72	-	-	0.72
<b>TOTAL (i+ii+iii)</b>	<b>351.95</b>	<b>20.00</b>	<b>-</b>	<b>371.95</b>

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	(₹ in Crore) Total Indebtedness
Change in Indebtedness during the financial year				
Addition	216.48	175.00	-	391.48
Reduction	167.02	-	-	167.02
Exchange Difference	(0.39)	-	-	(0.39)
<b>Net Change</b>	<b>49.07</b>	<b>175.00</b>	<b>-</b>	<b>224.07</b>
Indebtedness at the end of the financial year (31/03/19)				
i) Principal Amount	379.04	195.00	-	574.04
ii) Interest due but not paid	1.08	-	-	1.08
iii) Interest accrued but not due	20.90	-	-	20.90
<b>TOTAL (i+ii+iii)</b>	<b>401.02</b>	<b>195.00</b>		<b>596.02</b>

## Attachment - I

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/ or Manager

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Om Prakash Lohia *	Vishal Lohia *	
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961	1.92	1.08	3.00
	(b) Value of perquisites u/s 17 (2) Income-tax Act, 1961	0.36	0.63	0.99
	(c) Profits in lieu of salary under Section 17 (3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>2.28</b>	<b>1.71</b>	<b>3.99</b>
	Ceiling as per the Act	* As per the Central Government approval		

Note : Above payments includes perquisite value as defined under Income Tax Act 1961 for various payment made during the period.

## Attachment - J

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration					(₹ In Crore) Total Amount
		Ashok Kumar Ladha	Arvind Pandalai	Suman Jyoti Khaitan	Ranjana Agarwal	
1	Independent Directors					
	- Fee for attending Board /Committee meetings	0.04	0.03	0.03	0.02	0.12
	- Commission	-	-	-	-	-
	- Others, please specify	-	-	-	-	-
	Total (1)	0.04	0.03	0.03	0.02	0.12
2	Other Non-Executive Directors					
	- Fee for attending Board / Committee meetings	-	-	-	-	-
	- Commission	-	-	-	-	-
	- Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1+2)	0.04	0.03	0.03	0.02	0.12
	<b>Total Managerial Remuneration (A) + (B)</b>					<b>4.11</b>
	Overall Ceiling as per the Act	No Remuneration, only Sitting Fee				

## Attachment - K

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Sr. No.	Particulars of Remuneration	CFO			Company Secretary Jayantk Sood	Total Amount (₹ In Crore)
		Rajendra Kumar Gupta (During the period 28-May-18 to 17-Oct-18)	Susheel Kumar Mehrotra (During the period 17-Oct-18 to 31-Mar-19)			
1	Gross Salary					
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	0.03274	0.17823	0.36000	0.57097	
	(b) Value of perquisites u/s 17 (2) Income-tax Act, 1961	0.00135	0.00165	0.00390	0.00690	
	(c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961	0.06844	0.06696	0.08270	0.21811	
2	Stock Option	-	-	-	-	
3	Sweat Equity	-	-	-	-	
4	Commission	-	-	-	-	
	- as % of profit	-	-	-	-	
	- others, specify	-	-	-	-	
5	Others, please specify	-	-	-	-	
	<b>Total</b>	<b>0.10253</b>	<b>0.24684</b>	<b>0.44660</b>	<b>0.79598</b>	

Note : Above payments includes perquisite value as defined under Income Tax Act 1961 for various payment made during the period.

## Attachment - L

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment / Compounding fees imposed	Authority (RD/ NCLT/ COURT)	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors of  
**Indo Rama Synthetics (India) Limited**

Place: Gurugram  
Date: 15th May 2019

**Om Prakash Lohia**  
Chairman & Managing Director  
(DIN 00206807)

# Independent Auditor's Report

To the Members of  
Indo Rama Synthetics (India) Limited

## Opinion

1. We have audited the accompanying financial statements of Indo Rama Synthetics (India) Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2019, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

## Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How the matter was addressed in the audit
<p><b>Going concern basis of accounting (Refer Note 1(iii)(b) to the accompanying financial statements)</b></p> <p>The Company has incurred loss before tax amounting to ₹421.66 crores for the year ended 31 March 2019 and its current liabilities exceeds its current assets by ₹552.33 crores as at 31 March 2019.</p> <p>While these above indicate doubts about the company's ability to continue as a going concern, as mentioned in aforesaid note, the Company has taken into consideration the following mitigating factors in its assessment for going concern basis of accounting.</p> <ul style="list-style-type: none"> <li>• Additional equity funding received before and subsequent to the year end</li> <li>• Restructuring of loans at lower interest rates subsequent to the year end</li> <li>• Increased capacity utilization of plants</li> <li>• Procurement of raw material at lower prices basis support from new investor</li> </ul> <p>Management has prepared future cash flow forecasts taking into cognizance the above developments and performed sensitivity analysis of the other key assumptions used therein to assess whether the Company would be able operate as a going concern for a period of at least 12 months from the date of financial statements, and concluded that the going concern basis of accounting used for preparation of the accompanying financial statements is appropriate with no material uncertainty.</p>	<p>Our audit procedures included, but were not limited to, the following in relation to assessment of appropriateness of going concern basis of accounting:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of the management's process for identifying all events or conditions that could impact the company's ability to continue as a going concern, and the process followed to assess the mitigating factors existing for such events or conditions.</li> <li>• Evaluated the design and tested the operating effectiveness of key controls around aforesaid identification of events or conditions and mitigating factors, and controls around cash flow projections prepared by the management.</li> <li>• Reconciled the cash flow projections to future business plans of the Company as approved by the Board of Directors.</li> <li>• In order to corroborate management's future business plans and to identify potential contradictory information we read the board minutes, supervisory board minutes and discussed the business plans with management and the Audit Committee.</li> <li>• Tested the appropriateness of the assumptions that had the most material impact including the growth rates, increased utilization of plants and cheaper procurement of raw materials. In challenging these assumptions, we considered our understanding of the business, actual historical results, other relevant existing conditions, external data and market conditions.</li> </ul>

Key audit matter	How the matter was addressed in the audit
<p>We have considered the assessment of management's evaluation of going concern basis of accounting as a key audit matter due to the pervasive impact thereof on the financial statements and the significant judgements and assumptions that are inherently subjective and dependent on future events, involved in preparation of cash flow projections and the overall conclusion.</p>	<ul style="list-style-type: none"> <li>• Tested the arithmetical accuracy of the calculations including those related to sensitivity analysis performed by the management.</li> <li>• Performed independent sensitivity analysis to test the impact of variation in the key assumptions.</li> <li>• Reviewed the historical accuracy of the cash flow projections prepared by the management in prior periods.</li> <li>• Traced the receipt of money through equity funding before and subsequent to year end to Company's bank account and other supporting documentation.</li> <li>• Evaluated the appropriateness of the disclosures made in the financial statements in respect of going concern.</li> </ul>
<p><b>Recognition of deferred tax assets (Refer note 1(iii)(s)(ii) and note 8(b) to the accompanying financial statements)</b></p> <p>As detailed in note 1(iii)(s)(ii) and note 8(b) to the financial statements, the Company has deferred tax assets aggregating to ₹246.11 crores as at 31 March 2019 including ₹85.93 crores deferred tax assets recognised for brought forward business losses.</p> <p>The Company's ability to recover the deferred tax assets is assessed by the management at the close of each financial year which depends upon the forecasts of the future results and taxable profits that Company expects to earn within the period by which such brought forward losses may be adjusted against the taxable profits as governed by the Income-tax Act, 1961.</p> <p>This matter was the subject of qualification in audit report issued for the financial year ended 31 March 2018. However, considering the positive developments and revised business plans as stated in above key audit matter relating to going concern assessment, we concur with the assessment done by the management of future taxable profits available for realization of such deferred tax asset.</p> <p>We have identified the recoverability of deferred tax assets as a key audit matter for the current year audit considering the materiality and significant judgment including the inherent uncertainty involved in forecasting future taxable profits and the probability of utilising the tax losses.</p>	<p>Our audit procedures in relation to the recognition of deferred tax assets included, but were not limited to, the following:</p> <ul style="list-style-type: none"> <li>• Evaluated the design and tested the operating effectiveness of key controls implemented by the Company over recognition of deferred tax assets based on the assessment of Company's ability to generate sufficient taxable profits in foreseeable future allowing the use of deferred tax assets within the time prescribed by income tax laws.</li> <li>• Reconciled the future taxable profit projections to future business plans of the Company as approved by the Board of Directors.</li> <li>• Tested the assumptions used in the aforesaid future projections such as growth rates, expected saving, increased utilization of plants, etc. considering our understanding of the business, actual historical results, other relevant existing conditions, external data and market conditions.</li> <li>• Tested the arithmetical accuracy of the calculations including those related to sensitivity analysis performed by the management.</li> <li>• Performed independent sensitivity analysis to test the impact of possible variations in key assumptions.</li> <li>• Reviewed the historical accuracy of the cash flow projections prepared by the management in prior periods.</li> <li>• Evaluated management's assessment of time period available for adjustment of such deferred tax assets as per provisions of the Income-tax Act, 1961 and appropriateness of the accounting treatment with respect to the recognition of deferred tax assets as per requirements of Ind AS 12, Income Taxes.</li> <li>• Evaluated the appropriateness of the disclosures made in the financial statements in respect of deferred tax assets.</li> </ul>
<p><b>Litigations (Refer note 1(iii)(r) and note 32 to the accompanying financial statements)</b></p> <p>As detailed in note 1(iii)(r) and note 32 to the financial statements, the Company is exposed to a large number of litigations including matters pertaining to income tax and prior years' matters pertaining to excise, customs, sales tax, value added tax, service tax, etc., which could have a significant impact on the financial position of the Company, if the potential exposures were to materialize.</p> <p>The Company has recognized the provision for potential exposure amounting to ₹84 crores during the year ended 31 March 2019 based on its estimate of the likelihood of such liability devolving upon the Company.</p> <p>The amounts involved are material and the application of accounting principles as given under Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets, in order to determine the amount to be recognised as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management.</p> <p>The judgements involved are with respect to the potential exposure of each litigation and the likelihood and/or timing of cash outflows from the Company, and requires interpretation of laws and past legal rulings.</p> <p>Considering the significant judgment, materiality of the amounts involved, inherent high estimation uncertainty and reliance on external legal and tax experts, this matter has been identified as a key audit matter for the current year audit.</p>	<p>Our audit procedures in relation to the assessment of litigations and provisions included, but were not limited to, the following:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of the management process for: <ul style="list-style-type: none"> <li>- identification of legal and tax matters initiated against the Company,</li> <li>- assessment of accounting treatment for each such litigation identified under Ind AS 37 accounting principles, and</li> <li>- measurement of amounts involved.</li> </ul> </li> <li>• Evaluated the design and tested the operating effectiveness of key controls around above process including for completeness and accuracy of the list of litigations outstanding against the Company.</li> <li>• Obtained understanding of the developments during the year in each existing litigation, and understanding of the new litigations initiated against the Company during the year by inquiry with the management, inspection of case related documents such as notices, orders, etc. and correspondence of the Company with their external counsels handling such matters on behalf of the Company.</li> <li>• We conducted a critical review of the assessment done by the management with the help of its legal and tax experts for the likelihood and potential impact of each litigation, examining the available supporting documents. Tested the independence, objectivity and competence of such external experts involved.</li> <li>• Exercised our professional judgment to assess the management's assessment of the potential likelihood of liability devolving upon the Company with respect to each legal case.</li> <li>• Involved auditor's experts to assess the Company's interpretation and application of relevant tax laws to evaluate the appropriateness of key assumptions used and the reasonableness of estimates made in relation to uncertain tax positions, taking into account past precedents.</li> </ul>

Key audit matter	How the matter was addressed in the audit
	<ul style="list-style-type: none"> <li>• Tested the underlying calculations of amount of liability recognized and contingent liability disclosed in the financial statements.</li> <li>• For the provisions made in the current year, evaluated the underlying conditions and developments in the legal and tax cases triggering reassessment of such potential liabilities in the current year.</li> <li>• Evaluated the disclosures made relating to provisions and contingent liability for their appropriateness.</li> </ul>

### Information other than the Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

7. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the

preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

### Auditor's Responsibilities for the Audit of the Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

10. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of

accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
  12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
  13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matter

14. The financial statements of the Company for the year ended 31 March 2018 were audited by the predecessor auditor, BSR and Associates, who have expressed a qualified opinion on those financial statements vide their audit report dated 28 May 2018.

### Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
17. Further to our comments in Annexure I, as required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the financial statements dealt with by this report are in agreement with the books of account;
  - d) in our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;
  - e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of section 164(2) of the Act;
  - f) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report dated 15 May 2019 as per Annexure II expressed unmodified opinion;
  - g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company, as detailed in note 32 to the financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2019;
    - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2019;

- iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2019;
- iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these financial

statements. Hence, reporting under this clause is not applicable.

For **Walker Chandio & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

Place: Gurugram  
Date: 15th May 2019

**Sandeep Mehta**  
Partner  
Membership No.: 099410)



# Annexure I to the Independent Auditor's Report of even date to the members of Indo Rama Synthetics (India) Limited on the financial statements for the year ended 31 March 2019

## Annexure I

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular program of physical verification of its fixed assets under which fixed assets are verified in a phased manner over a period of three, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain fixed assets were verified during the year by engaging the outside expert and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company except for the following piece of land whose title deeds are not available with the Company:

Nature of property	Total number of cases	Whether leasehold / freehold	Gross block as on 31 March 2019 (₹ in crores)	Net block on 31 March 2019 (₹ in crores)	Remarks
Land	1	Freehold	0.01	0.01	Management is in the process of applying for certified copies of title deeds.

- (ii) In our opinion, the management has conducted a physical verification of inventory at reasonable intervals, except for goods in transit which have not been verified during the year. No material discrepancies between physical inventory and book records were noticed on physical

verification of inventory so physically verified. However, in respect of inventories which were not physically verified we are unable to comment on the discrepancies which could have arisen between physical inventory and book records.

- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion, the Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues, as applicable, have not been regularly deposited to the appropriate authorities and there have been significant delays in a large number of cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

- (b) The dues outstanding in respect of income-tax, sales-tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

**Statement of disputed dues**

Name of the statute	Nature of dues	Amount (₹ in crores)	Amount paid under protest (₹ in crores)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1962*	Income tax	0.19	-	AY 2002-03	Hon'ble Supreme Court
Income Tax Act, 1962*	Income tax	0.26	0.26	AY 2006-07	Hon'ble High Court, New Delhi
Income Tax Act, 1962*	Income tax	0.23	-	AY 2007-08	Hon'ble High Court, New Delhi
Income Tax Act, 1962*	Income tax	0.06	-	AY 2010-11	Commission of Income Tax (Appeals)
Income Tax Act, 1962*	Income tax	0.33	-	AY 2017-18	Commission of Income Tax (Appeals)
The Central Excise Act, 1944	Duty of excise	25.68	-	2005-06	Customs, Excise & Service Tax Appellate Tribunal
The Central Excise Act, 1944	Duty of excise	18.99	3.00	2006-07	Customs, Excise & Service Tax Appellate Tribunal
The Central Excise Act, 1944	Duty of excise	8.31	1.00	January-2007 to October-2007	Customs, Excise & Service Tax Appellate Tribunal
The Central Excise Act, 1944	Duty of excise	1.98	-	September-2005 to April-2007	Customs, Excise & Service Tax Appellate Tribunal
The Central Excise Act, 1944	Duty of excise	1.37	-	December-2007 to September-2008	Commissioner of Central Excise, Customs & Service Tax, Nagpur
The Central Excise Act, 1944	Duty of excise	1.12	0.42	2005-2007	Customs, Excise & Service Tax Appellate Tribunal
The Central Excise Act, 1944	Duty of excise	0.07	-	1997-2001	Assistant /Deputy Commissioner, Nagpur
The Central Excise Act, 1944	Duty of excise	0.02	-	2000-2005	Customs, Excise & Service Tax Appellate Tribunal
The Central Excise Act, 1944	Duty of excise	0.43	-	2013-14	Assistant /Deputy Commissioner, Nagpur
The Central Excise Act, 1944	Duty of excise	0.31	-	January 2013 to November 2013	Assistant /Deputy Commissioner, Nagpur
The Central Excise Act, 1944	Duty of excise	0.20	-	2015-16	Assistant /Deputy Commissioner, Nagpur
The Central Excise Act, 1944	Duty of excise	10.90	-	2008-09	Joint secretary, Government of India
The Central Excise Act, 1944	Duty of excise	3.20	-	2003-04 to 2004-05	Hon'ble High Court, Mumbai
The Central Excise Act, 1944	Duty of excise	2.50	2.50	2004-05	Hon'ble High Court, Mumbai
The Central Excise Act, 1944	Duty of excise	18.93	-	2011-12 to 2015-16	Commissioner (Appeals), Nagpur
The Central Excise Act, 1944	Duty of excise	0.51	-	March 2008 to December 2010	Customs, Excise & Service Tax Appellate Tribunal
The Central Excise Act, 1944	Duty of excise	1.16	0.08	1996-2000	Commissioner (Appeals), Nagpur
The Central Excise Act, 1944	Duty of excise	0.33	-	2001-02	Commissioner (Appeals), Nagpur
The Central Excise Act, 1944	Duty of excise	0.31	-	2002-03	Commissioner (Appeals), Nagpur
The Central Excise Act, 1944	Duty of excise	0.52	-	2008-09 to 2009-10	Customs, Excise & Service Tax Appellate Tribunal
The Central Excise Act, 1944	Duty of excise	0.10	-	2000-01	Commissioner (Appeals), Nagpur
The Central Excise Act, 1944	Duty of excise	0.38	-	2005-06	Commissioner (Appeals), Nagpur
The Central Excise Act, 1944	Duty of excise	0.24	-	December 2008 to June 2010	Commissioner/Assistant Commissioner /Deputy Commissioner, Nagpur
The Central Excise Act, 1944	Duty of excise	0.30	0.02	2004-05 to 2014-15	Assistant /Deputy Commissioner, Nagpur
Customs Act, 1962	Duty of customs	0.04	-	1997-98 to 1998-99	Assistant Commissioner/ Deputy Commissioner, Nagpur
Customs Act, 1962	Duty of customs	6.02	-	2006-07	Customs, Excise and Service Tax Appellate Tribunal
Customs Act, 1962	Duty of customs	3.67	0.13	2014-15 to 2015-16	Customs, Excise and Service Tax Appellate Tribunal
Customs Act, 1962	Duty of customs	214.25	-	2006-07	Supreme Court
Bombay Sales Tax Act, 1959/ Central Sales Tax Act, 1956	Sales tax	0.43	0.13	1998-99 to 1999-00	Joint Commissioner Sales Tax (Appeals), Nagpur
Maharashtra Value Added Tax Act, 2002	Value added tax	16.86	3.90	2010-11 to 2014-15	Joint Commissioner Sales Tax (Appeals), Nagpur
Finance Act, 1994	Service tax	0.71	-	2007-08	Commissioner (Appeals), Nagpur

Name of the statute	Nature of dues	Amount (₹ in crores)	Amount paid under protest (₹ in crores)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service tax	0.08	-	1997-98 and 2000-01	Assistant/ Deputy Commissioner, Nagpur
Finance Act, 1994	Service tax	0.20	-	2002-03 to 2005-06	Commissioner, Nagpur
Finance Act, 1994	Service tax	0.22	0.08	2004-05 to 2009-10	Customs, Excise and Service Tax Appellate Tribunal

\*excluding cases where losses/unabsorbed depreciation have been adjusted by the tax authorities without raising any demands, though disputed by the Company.

The above amounts are exclusive of interest and penalty, if any, which may be levied on conclusion of the matters at respective forums.

(viii) There are no loans or borrowings payable to financial institutions or government. The Company has not defaulted in repayment of any dues to debenture-holders during the year. The Company has defaulted in repayment of loans/borrowings to the following banks:

Name of the bank	Amount of default as on 31 March 2019 (₹ in crores)	Period of default	Remarks
IKB Deutsche Bank	63.64	1 to 895 days	

(ix) In our opinion, the Company has applied moneys raised by way of debt instruments and the term loans for the purposes for which these were raised.

(x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) Managerial remuneration has been paid and provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

(xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.

(xiv) During the year, the Company has made private placement of shares. In respect of the same, in our opinion, the Company has complied with the requirement of Section 42 of the Act and the Rules framed thereunder. Further, in our opinion, the amounts so raised have been used for the purposes for which the funds were raised.

(xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandio & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

Place: Gurugram  
Date: 15th May 2019

**Sandeep Mehta**  
Partner  
Membership No.: 099410

# Annexure II to the Independent Auditor's Report of even date to the members of Indo Rama Synthetics (India) Limited on the financial statements for the year ended 31 March 2019

## **Annexure II**

### **Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the financial statements of Indo Rama Synthetics (India) Limited ('the Company') as at and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Company as at that date.

### **Management's Responsibility for Internal Financial Controls**

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the IFCoFR criteria established by the Company considering the essential components of internal financial controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR includes obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

### **Meaning of Internal Financial Controls over Financial Reporting**

6. A Company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's IFCoFR include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any

evaluation of the IFCoFR to future periods are subject to the risk that the IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2019, based on the IFCoFR criteria established by the Company considering the essential components

of internal financial controls stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

Place: Gurugram  
Date: 15th May 2019

**Sandeep Mehta**  
Partner  
Membership No.: 099410

# Balance Sheet

as at 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

	Notes	As at 31 March 2019	As at 31 March 2018
<b>Assets</b>			
<b>Non-current assets</b>			
a) Property, plant and equipment	2	759.25	839.72
b) Capital work-in-progress	3	2.45	2.67
c) Intangible assets	4	-	-
d) Financial assets			
i) Investments	5 (a)	-	-
ii) Loans	6	3.24	2.09
iii) Other financial assets	7	0.82	8.27
e) Income tax assets [net]	8 (a)	11.07	11.70
f) Deferred tax assets [net]	8 (b)	246.11	95.90
g) Other non-current assets	9	14.84	15.79
<b>Total non-current assets</b>		<b>1,037.78</b>	<b>976.14</b>
<b>Current assets</b>			
a) Inventories	10	183.63	116.21
b) Financial assets			
i) Investments	5 (b)	0.38	0.90
ii) Trade receivables	11	59.45	110.90
iii) Cash and cash equivalents	12	4.97	13.64
iv) Other bank balances	13	53.56	68.88
v) Loans	6	-	1.11
vi) Other financial assets	7	5.83	71.52
c) Other current assets	9	244.63	137.97
<b>Total current assets</b>		<b>552.45</b>	<b>521.13</b>
<b>Total assets</b>		<b>1,590.23</b>	<b>1,497.27</b>
<b>Equity And Liabilities</b>			
<b>Equity</b>			
a) Equity share capital	14	178.11	151.82
b) Other equity	15	63.10	267.86
<b>Total equity</b>		<b>241.21</b>	<b>419.68</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings	16	222.00	36.77
b) Provisions	17	22.24	21.14
<b>Total non-current liabilities</b>		<b>244.24</b>	<b>57.91</b>
<b>Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	18	292.34	253.39
ii) Trade payables	19	-	-
- total outstanding dues of micro enterprises and small enterprises		0.20	0.49
- total outstanding dues of creditors other than micro enterprises and small enterprises		578.65	623.32
iii) Other financial liabilities	20	135.04	100.75
b) Other current liabilities	21	11.66	38.59
c) Provisions	17	86.89	3.14
<b>Total current liabilities</b>		<b>1,104.78</b>	<b>1,019.68</b>
<b>Total equity and liabilities</b>		<b>1,590.23</b>	<b>1,497.27</b>

Notes 1 to 41 forms an integral part of these financial statements  
This is the Balance Sheet referred to in our report of even date

For **Walker Chandio & Co LLP**  
Chartered Accountants

**Sandeep Mehta**  
Partner  
Membership No.: 099410

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

**Om Prakash Lohia**  
Chairman and Managing Director  
DIN Number: 00206807

**M N Sudhindra Rao**  
Executive Director and Chief Executive Officer  
DIN Number: 01820347

**Jayantk Sood**  
Company Secretary  
ICSI Membership No.: FCS4482

Place: Gurugram  
Date: 15 May 2019

**Ashok Kumar Ladha**  
Director  
DIN Number: 00089360

**Umesh Kumar Agrawal**  
Chief Commercial and Financial Officer  
ICAI Membership No.: 055210

**Susheel Kumar Mehrotra**  
Chief Financial Officer  
ICAI Membership No.: 085483

Place: Gurugram  
Date: 15 May 2019

# Statement of Profit and Loss

for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

	Notes	Year ended 31 March 2019	Year ended 31 March 2018
<b>I. Income</b>			
Revenue from operations	22	1,694.56	2,313.70
Other income	23	4.81	3.74
<b>Total income</b>		<b>1,699.37</b>	<b>2,317.44</b>
<b>II. Expenses</b>			
Cost of materials consumed	24	1,325.17	1,572.89
Purchases of stock-in-trade	25	66.67	72.57
Changes in inventories of finished goods, work-in-progress and stock-in-trade	26	(58.88)	44.36
Excise duty		-	58.06
Employee benefits expense	27	77.97	84.93
Other expenses	28	377.02	424.41
<b>Expenses before finance costs, depreciation expense, foreign exchange fluctuation loss and exceptional items</b>		<b>1,787.95</b>	<b>2,257.22</b>
<b>(Loss)/profit before finance costs, depreciation expense, foreign exchange fluctuation loss and exceptional items</b>		<b>(88.58)</b>	<b>60.22</b>
Finance costs	29	131.32	94.37
Depreciation expense	30	83.04	83.20
Foreign exchange fluctuation loss		3.53	0.15
<b>Total expenses</b>		<b>2,005.84</b>	<b>2,434.94</b>
<b>III. Loss before exceptional items and tax [I-II]</b>		<b>(306.47)</b>	<b>(117.50)</b>
<b>IV. Exceptional items</b>			
Exceptional items	40	115.19	7.36
<b>V. Loss before tax [III-IV]</b>		<b>(421.66)</b>	<b>(124.86)</b>
<b>VI. Tax</b>			
Deferred tax credit	8 (b)	(150.60)	(42.17)
<b>Total tax credit</b>		<b>(150.60)</b>	<b>(42.17)</b>
<b>VII. Loss for the year [V-VI]</b>		<b>(271.06)</b>	<b>(82.69)</b>
<b>VIII. Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Re-measurement gains on defined benefit plan		1.12	1.02
<b>Income tax relating to items that will not be reclassified to profit or loss</b>			
Deferred tax on re-measurement gains on defined benefit plan	8 (b)	(0.39)	(0.35)
<b>IX. Other comprehensive income for the year, net of tax</b>		<b>0.73</b>	<b>0.67</b>
<b>Total comprehensive expense for the year</b>		<b>(270.33)</b>	<b>(82.02)</b>
<b>X. Earning/(loss) per equity share [nominal value ₹10]</b>			
Basic and diluted	31	(17.01)	(5.45)

Notes 1 to 41 forms an integral part of these financial statements

This is the Statement of Profit and Loss referred to in our report of even date

For **Walker Chandio & Co LLP**  
Chartered Accountants

**Sandeep Mehta**  
Partner  
Membership No.: 099410

Place: Gurugram  
Date: 15 May 2019

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

**Om Prakash Lohia**  
Chairman and Managing Director  
DIN Number: 00206807

**M N Sudhindra Rao**  
Executive Director and Chief Executive Officer  
DIN Number: 01820347

**Jayantk Sood**  
Company Secretary  
ICSI Membership No.: FCS4482

Place: Gurugram  
Date: 15 May 2019

**Ashok Kumar Ladha**  
Director  
DIN Number: 00089360

**Umesh Kumar Agrawal**  
Chief Commercial and Financial Officer  
ICAI Membership No.: 055210

**Susheel Kumar Mehrotra**  
Chief Financial Officer  
ICAI Membership No.: 085483

# Cash Flow Statement

for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>A. Cash flow from operating activities:</b>		
<b>Loss before tax</b>	(421.66)	(124.86)
Add: Adjustment for non-cash and non-operating items		
Re-measurement gains on defined benefit plan	1.12	1.02
Depreciation on property, plant and equipments	83.04	83.20
Loss on disposal/discard of property plant and equipment	0.02	0.21
Finance cost	131.32	70.74
Interest income	(9.69)	(11.05)
Provision for doubtful debts and advances	43.28	9.35
Provision for insurance claim and interest thereon	67.84	-
Provision for advance to vendors	2.40	-
Provision for non-moving inventory	3.07	-
Provision for contingencies	84.00	-
Surrender value of keyman insurance written off	7.31	-
Debts/advances written off	0.39	0.86
Dividend income	(0.01)	(0.01)
Fair valuation of investments through profit and loss	0.08	0.32
<b>Operating (loss)/profit before working capital changes</b>	<b>(7.49)</b>	<b>29.78</b>
Adjustments for movement in:		
Changes in trade receivables and other receivables	8.34	12.88
Changes in financial assets-loans	0.12	(0.77)
Changes in other financial assets	0.68	0.89
Changes in other assets	(109.44)	(5.27)
Changes in inventories	(70.49)	78.37
Changes in trade and other payables	(44.97)	(80.27)
Changes in provisions	0.85	0.66
Changes in other financial liabilities	37.56	(5.73)
Changes in other liabilities	(26.93)	(2.30)
<b>Cash (used in)/generated from operating activities</b>	<b>(211.77)</b>	<b>28.24</b>
Income tax paid	0.63	(0.17)
<b>Net cash (used in)/generated from operating activities [A]</b>	<b>(211.14)</b>	<b>28.07</b>
<b>B. Cash flow from investing activities:</b>		
Purchase of property, plant and equipment [including capital advances and creditors for capital goods]	(4.97)	(13.17)
Proceeds from sale of property plant and equipment	0.01	-
Other bank balances not considered as cash and cash equivalents [net]	14.70	(4.12)
Interest received	7.39	11.45
Dividend received	0.01	0.01
<b>Net cash generated from/(used in) investing activities [B]</b>	<b>17.14</b>	<b>(5.83)</b>



# Cash Flow Statement

for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>C. Cash flow from financing activities:</b>		
Repayment of long-term borrowings	(30.40)	(32.14)
Proceeds from long-term borrowings	199.99	-
Proceeds from short-term borrowings [net]	38.95	85.61
Proceeds from issue of share capital [including premium on allotment of equity shares]	91.86	-
Dividend paid	(0.07)	(0.03)
Finance cost paid	(115.00)	(67.94)
<b>Net cash generated from/(used in) financing activities [C]</b>	<b>185.33</b>	<b>(14.50)</b>
<b>Net (decrease)/increase in cash and cash equivalents [A+B+C]</b>	<b>(8.67)</b>	<b>7.74</b>
Cash and cash equivalents at the beginning of the year	13.64	5.90
<b>Closing cash and cash equivalents</b>	<b>4.97</b>	<b>13.64</b>
Cash and cash equivalents include:		
Cash on hand	0.79	1.30
Balance with banks in current accounts	4.18	12.34
<b>Cash and bank balances</b>	<b>4.97</b>	<b>13.64</b>

Notes:

- The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7 (Ind AS-7) on "Statements of Cash Flows".
- Negative figures have been shown in brackets.
- Additions to property, plant and equipment and intangible assets includes movement of capital work-in-progress during the year.

Notes 1 to 41 forms an integral part of these financial statements

This is the cash flow statement referred to in our report of even date

For **Walker Chandiok & Co LLP**  
Chartered Accountants

**Sandeep Mehta**  
Partner  
Membership No.: 099410

Place: Gurugram  
Date: 15 May 2019

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

**Om Prakash Lohia**  
Chairman and Managing Director  
DIN Number: 00206807

**M N Sudhindra Rao**  
Executive Director and Chief Executive Officer  
DIN Number: 01820347

**Jayantk Sood**  
Company Secretary  
ICSI Membership No.: FCS4482

Place: Gurugram  
Date: 15 May 2019

**Ashok Kumar Ladha**  
Director  
DIN Number: 00089360

**Umesh Kumar Agrawal**  
Chief Commercial and Financial Officer  
ICAI Membership No.: 055210

**Susheel Kumar Mehrotra**  
Chief Financial Officer  
ICAI Membership No.: 085483

# Statement of Changes in Equity

for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

	As at		As at				
	31 March 2019		31 March 2018				
<b>A. Equity share capital</b>							
Balance at the beginning of the year		151.82		151.82			
Issued during the year		26.29		-			
<b>Balance at the end of the year</b>		<b>178.11</b>		<b>151.82</b>			
<b>B. Other equity</b>							
<b>Attributable to the equity holders</b>							
Particulars	Other equity						Total
	Capital reserve	Securities premium reserve	General reserve	Debenture redemption reserve	Retained earnings	Other comprehensive income	
<b>Balance at 31 March 2017</b>	<b>20.38</b>	<b>166.22</b>	<b>58.13</b>	-	<b>105.35</b>	<b>(0.20)</b>	<b>349.88</b>
Loss for the year	-	-	-	-	(82.69)	-	(82.69)
Other comprehensive income for the year [net of tax]	-	-	-	-	-	0.67	0.67
<b>Balance at 31 March 2018</b>	<b>20.38</b>	<b>166.22</b>	<b>58.13</b>	-	<b>22.66</b>	<b>0.47</b>	<b>267.86</b>
Loss for the year	-	-	-	-	(271.06)	-	(271.06)
Other comprehensive income for the year [net of tax]	-	-	-	-	-	0.73	0.73
Additions during the year	-	65.57	-	-	-	-	65.57
Transfer to debenture redemption reserve	-	-	-	10.00	-	-	10.00
Transfer from general reserve	-	-	(10.00)	-	-	-	(10.00)
<b>Balance at 31 March 2019</b>	<b>20.38</b>	<b>231.79</b>	<b>48.13</b>	<b>10.00</b>	<b>(248.40)</b>	<b>1.20</b>	<b>63.10</b>

Notes 1 to 41 forms an integral part of these financial statements

This is the statement of changes in equity referred to in our report of even date

For **Walker Chandiok & Co LLP**  
Chartered Accountants

**Sandeep Mehta**  
Partner  
Membership No.: 099410

Place: Gurugram  
Date: 15 May 2019

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

**Om Prakash Lohia**  
Chairman and Managing Director  
DIN Number: 00206807

**M N Sudhindra Rao**  
Executive Director and Chief Executive Officer  
DIN Number: 01820347

**Jayantk Sood**  
Company Secretary  
ICSI Membership No.: FCS4482

Place: Gurugram  
Date: 15 May 2019

**Ashok Kumar Ladha**  
Director  
DIN Number: 00089360

**Umesh Kumar Agrawal**  
Chief Commercial and Financial Officer  
ICAI Membership No.: 055210

**Susheel Kumar Mehrotra**  
Chief Financial Officer  
ICAI Membership No.: 085483

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

## 1. (i) Corporate information

Indo Rama Synthetics (India) Limited (hereinafter referred to as 'the Company' or 'IRSL') is a Public Company domiciled in India, with its registered office situated at A-31, MIDC Industrial Area, Butibori, Nagpur. The Company has been incorporated under the provisions of Companies Act, 1956 and its equity shares are listed on the National Stock Exchange of India Limited and BSE Limited. The Company is a manufacturer of polyester filament yarn (PFY), polyester staple fibre (PSF), draw texturised yarn (DTY), specialty fiber and chips. The Company is also engaged in trading of spun yarn, and also engaged in power generation, which is used primarily for captive consumption.

## (ii) Basis of preparation and presentation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013 (the 'Act') and other relevant provisions of the Act.

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest crores and two decimals thereof, unless otherwise indicated.

Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes in these financial statements.

The financial statements have been prepared on the historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities (including derivatives instruments) at fair value.
- Defined benefit liabilities are measured at present value of defined benefit obligation.
- Property, plant and equipment and intangible assets have been carried at deemed cost on the date of transition using the optional exemption allowed under Ind AS 101.

## (iii) Significant accounting policies

### a. Use of estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and other comprehensive income (OCI) that are reported and disclosed in the financial statements

and accompanying notes. Accounting estimates could change from period to period. Actual results may differ from these estimates.

These estimates and judgment are based on the management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other estimates and judgments that are believed to be reasonable under the circumstances. Accounting estimates could change from period to period. Accounting estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the financial statements in the period in which changes are made. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect of the amounts recognized in the financial statements.

### b. Going Concern

As detailed in note 41 to the financial statements, going concern basis of accounting used for preparation of the accompanying financial statements is appropriate with no material uncertainty.

### c. Current/non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

### Assets

An asset is classified as current when it satisfies any of the following criteria:

- 1) It is expected to be realised in, or is intended to be sold or consumed in, the Company's normal operating cycle;
- 2) It is held primarily for the purpose of being traded;
- 3) It is expected to be realised within twelve months after the reporting date; or
- 4) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

## Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- 1) It is expected to be settled in the Company's normal operating cycle;
- 2) It is held primarily for the purpose of being traded;
- 3) It is due to be settled within twelve months after the reporting date; or
- 4) The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

## d. Property, plant and equipment

### Recognition and measurement

Under the previous GAAP, property, plant and equipment ('PPE') were carried in the balance sheet at their cost of purchase less accumulated depreciation and impairment losses (if any). Using the deemed cost exemption available as per Ind AS 101, the Company has elected to carry forward these net block of PPE under previous GAAP as on 31 March 2015 as book value of such assets under Ind AS as at the transition date i.e. 1 April 2015.

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use. The Company identifies and determines separate useful lives for each major component of the property, plant and equipment, if they have a useful life that is materially different from that of the asset as a whole.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

Property, plant and equipment under construction and cost of assets not ready for use at the year-end are disclosed as capital work-in-progress.

Foreign currency exchange differences are capitalized as per the policy stated in note 1(h) below.

## Subsequent expenditure

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard or period of performance. All other expenses on existing property, plant and equipment, including day-to-day repairs, maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

## Depreciation

Depreciation on property, plant and equipment is provided on the straight-line method over their estimated useful lives, as determined by the management. Depreciation is charged on a pro-rata basis for assets purchased/sold during the year.

Based on technical assessment made by technical expert and management estimate, the Company have assessed the estimated useful lives of certain property, plant and equipment that are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The estimated useful lives of items of property, plant and equipment are as follows:

Particulars	Management estimate of useful life	Useful life as per Schedule II
Building (factory buildings/ non factory buildings) other than RCC frame structure	28 years	30 years
Building (factory buildings/ non factory buildings) RCC frame structure	58 years	60 years
Plant and equipment (continuous process plant)	18 years/ 6 years	25 years/ 3 years
Furniture and fixtures	15 years	10 years
Vehicles	10 years	8 years
Office equipment	20 years	5 years

Leasehold improvements are amortised over the period of lease or their useful lives, whichever is shorter.

Assets costing less than ₹ 5,000 are fully depreciated over the period of one year from the date of purchase/ acquisition and such treatment did not have any material impact on financial statements of the Company for the current year.

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if required.

## e. Intangible assets

### Recognition and measurement

Intangible assets include software, that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss, if any.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

### Subsequent expenditure

Subsequent expenditure related to an item of intangible asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard or period of performance. All other expenses are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

### Amortisation

Intangible assets include software that are amortised over the useful economic life of 3 years. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

## f. Impairment

### (i) Impairment of financial assets

The Company recognises loss allowance for expected credit losses on financial assets measured at amortised cost. At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract such as a default in payment within the due date;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.
- the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

The Company measures loss allowances at an amount equal to lifetime expected credit losses. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information. The Company considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any) is held.

### Measurement of expected credit losses

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

### Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

### Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts. However, financial assets that are written off could still be subject to enforcement activities in

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

order to comply with the Company's procedures for recovery of amounts due.

## (ii) Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated to reduce the carrying amounts of the assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## g. Inventories

Inventories are measured at the lower of cost and net realisable value.

**Raw materials, traded finished goods, packing material and stores and spares:** The cost of inventories is calculated on weighted average basis, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

## Work-in-progress and manufactured finished goods:

Cost includes raw material costs and an appropriate share of fixed production overheads based on normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

**Waste:** The valuation is done at net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

## h. Foreign exchange transactions

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition.

All monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities if any that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

All exchange differences except those relating to long-term monetary foreign currency items are dealt with in the Statement of Profit and Loss. Exchange differences in respect of long-term monetary foreign currency items prior to 1 April 2016, are added to or deducted from the cost of asset and are depreciated over the balance life of the asset.

## i. Employee benefits

### i. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

### ii. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company operates a defined benefit gratuity plan in India. The cost of providing benefits under the

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

defined benefit plan is determined using the projected unit credit method. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Statement of Profit and Loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

### iii. Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability or the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

### iv. Other long-term employee benefits

Entitlements to annual leave are recognised when they accrue to employees. Leave entitlements may be availed while in service or encashed at the time of retirement/termination of employment, subject to a restriction on the maximum number of accumulation. The Company determines the liability for such accumulated leave entitlements on the basis of actuarial valuation carried out by an independent actuary at the year end.

## j. Revenue

### i. Sale of goods

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue is recognised upon transfer of control of promised products to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over or managerial involvement with, the goods, and the amount of revenue can be measured reliably. Where the payment extends beyond normal credit period interest is recovered separately.

### ii. Interest income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

## k. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Statement of Profit and Loss as other gains/(losses).

Borrowings are classified as current financial liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

## **l. Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

## **m. Leases**

A lease is classified at the inception date as a finance lease or an operating lease. Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower.

Lease payments under operating leases are recognised as an expense on a straight line basis in the Statement of Profit and Loss over the lease term unless such payments are structured to increase in line with expected general inflation to compensate for lessor's expected inflationary cost increases.

## **n. Financial instruments**

### **i. Recognition and initial measurement**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability of another entity. Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. A financial instrument is measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss (FVTPL) which are measured initially at fair value.

### **ii. Classification and subsequent measurement**

#### **Financial assets**

On initial recognition, a financial asset is classified as measured at amortised cost or at FVTPL. Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL.

For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

#### **Financial assets: Business model assessment**

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.



# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

## Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, ‘principal’ is defined as the fair value of the financial asset on initial recognition. ‘Interest’ is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company’s claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition. Financial assets at amortised cost are measured at amortised cost using the effective interest method. Interest income recognised in Statement of Profit and Loss.

### Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of Profit and Loss
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is recognised in Statement of Profit and Loss.

## Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Statement of Profit and Loss.

### iii. Derecognition

#### Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

#### Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in Statement of Profit and Loss.

### iv. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

### o. Measurement of fair values

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised.

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable –inputs)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## **p. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand, which are not subject to risk of changes in value. Also for the purpose of the statement of cash flows, cash and cash equivalents consist of cash at banks and on hand.

## **q. Earnings per share**

Basic earning per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

## **r. Provisions, contingent liabilities and contingent assets**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that

can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future obligation at pre-tax rate that reflects current market assessments of the time value of money risks specific to liability. They are not discounted where they are assessed as current in nature. Provisions are not made for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made. Therefore, in order to determine the amount to be recognised as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. In case of provision for litigations, the judgements involved are with respect to the potential exposure of each litigation and the likelihood and/or timing of cash outflows from the Company, and requires interpretation of laws and past legal rulings.

## **s. Taxation**

Income tax comprises current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

### **i. Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

### **ii. Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

The Company's ability to recover the deferred tax assets is assessed by the management at the close of each financial year which depends upon the forecasts of the future results and taxable profits that Company expects to earn within the period by which such brought forward losses may be adjusted against the taxable profits as governed by the Income-tax Act, 1961. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset deferred tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle deferred tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

## t. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company's Board of Directors assesses the financial performance and position of the Company, and makes strategic decision. The Board has been identified as

the chief operating decision maker. The Company's business activity is organised and managed separately according to the nature of the products, with each segment representing a strategic business unit that offers different products and serves different market. The Company's primary business segment is reflected based on principal business activities carried on by the Company. As per Indian Accounting Standard 108, Operating Segments, as notified under the Companies (Indian Accounting Standards) Rules, 2015, the Company operates in one reportable business segment i.e., manufacturing of Polyester goods. The geographical information analyses the Company's revenue and trade receivables from such revenue in India and other countries. In presenting the geographical information, segment revenue and receivables has been based on the geographic location of customers. Refer note 37 for segment information presented.

## u. Recent accounting pronouncements

### Ind AS 116, Leases

Ministry of Corporate Affairs ('MCA') has notified new standard for leases which overhauls the existing standards Ind AS-17. Essentially, lessee accounting undergoes major change, while lessor accounting largely remains unchanged. As for lessee, the existing distinction between financial and operating leases goes away, and in case of every lease (other than some exceptions), the lease comes on the balance sheet as a right-to-use (RTU) asset and a corresponding lease liability representing its obligation to make lease payments.

A lessee shall apply this Standard to its leases either:

- a. Retrospectively to each prior reporting period presented applying Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors, or
- b. Retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application in accordance with the requirements of Ind AS-17.

The effective date of the new standard is 1 April 2019. The management is yet to assess the impact of this new standard on the Company's financial statements.

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

## 2. Property, plant and equipment

	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Total
<b>Gross carrying value</b>									
<b>Balance as at 31 March 2017</b>	<b>0.16</b>	<b>2.89</b>	<b>106.85</b>	<b>1.27</b>	<b>927.48</b>	<b>2.14</b>	<b>4.85</b>	<b>5.12</b>	<b>1,050.76</b>
Additions during the year [refer note 1 below]	-	-	0.09	-	20.77	0.79	-	3.47	25.12
Disposals during the year	-	-	-	-	-	0.04	0.09	0.14	0.27
<b>Balance as at 31 March 2018</b>	<b>0.16</b>	<b>2.89</b>	<b>106.94</b>	<b>1.27</b>	<b>948.25</b>	<b>2.89</b>	<b>4.76</b>	<b>8.45</b>	<b>1,075.61</b>
Additions during the year	-	-	-	-	1.27	1.29	-	0.43	2.99
Disposals during the year [refer note 2 below]	-	-	-	-	0.39	-	-	0.04	0.43
<b>Balance as at 31 March 2019</b>	<b>0.16</b>	<b>2.89</b>	<b>106.94</b>	<b>1.27</b>	<b>949.13</b>	<b>4.18</b>	<b>4.76</b>	<b>8.84</b>	<b>1,078.17</b>
<b>Accumulated depreciation</b>									
<b>Balance as at 31 March 2017</b>	<b>-</b>	<b>0.08</b>	<b>7.55</b>	<b>0.73</b>	<b>142.26</b>	<b>0.32</b>	<b>0.76</b>	<b>1.04</b>	<b>152.74</b>
Additions during the year	-	0.04	3.78	0.36	76.84	0.18	0.52	1.48	83.20
Disposals during the year	-	-	-	-	-	0.01	0.02	0.02	0.05
<b>Balance as at 31 March 2018</b>	<b>-</b>	<b>0.12</b>	<b>11.33</b>	<b>1.09</b>	<b>219.10</b>	<b>0.49</b>	<b>1.26</b>	<b>2.50</b>	<b>235.89</b>
Additions during the year	-	0.04	3.73	0.18	76.48	0.41	0.52	1.68	83.04
Disposals during the year	-	-	-	-	-	-	-	0.01	0.01
<b>Balance as at 31 March 2019</b>	<b>-</b>	<b>0.16</b>	<b>15.06</b>	<b>1.27</b>	<b>295.58</b>	<b>0.90</b>	<b>1.78</b>	<b>4.17</b>	<b>318.92</b>
<b>Net carrying value</b>									
<b>Balance as at 31 March 2018</b>	<b>0.16</b>	<b>2.77</b>	<b>95.61</b>	<b>0.18</b>	<b>729.15</b>	<b>2.40</b>	<b>3.50</b>	<b>5.95</b>	<b>839.72</b>
<b>Balance as at 31 March 2019</b>	<b>0.16</b>	<b>2.73</b>	<b>91.88</b>	<b>-</b>	<b>653.55</b>	<b>3.28</b>	<b>2.98</b>	<b>4.67</b>	<b>759.25</b>

Notes:

- Additions to plant and equipment include loss on foreign exchange fluctuation on long-term monetary items for purchase of property, plant and equipment amounting to nil [previous year: ₹6.23 crores].
- Disposal to plant and equipment include gain on foreign exchange fluctuation on long-term monetary items for purchase of property, plant and equipment amounting to ₹0.39 crores [previous year: nil].
- Refer note 33 for disclosure of capital commitments for the acquisition of property, plant and equipment.
- Refer note 34 for information on assets pledged as security by the Company.

## 3. Capital work-in-progress

	As at 31 March 2019	As at 31 March 2018
<b>Balance at the beginning of the year</b>	<b>2.67</b>	<b>10.88</b>
Add: Additions during the year	2.36	12.19
Less: Capitalisation during the year	2.58	20.40
<b>Balance as at end of the year</b>	<b>2.45</b>	<b>2.67</b>

Note:

- Capital work-in-progress includes property, plant and equipment under construction, installation and cost of asset not ready for use as at year end.

## 4. Intangible assets

	As at 31 March 2019	As at 31 March 2018
<b>Gross carrying value</b>		
Balance at the beginning and end of the year	<b>0.05</b>	<b>0.05</b>
<b>Accumulated depreciation</b>		
Balance at the beginning and end of the year	<b>0.05</b>	<b>0.05</b>
<b>Net carrying value</b>		
Balance at the beginning and end of the year	<b>-</b>	<b>-</b>

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

## 5. Investments

	As at 31 March 2019	As at 31 March 2018
<b>5 (a) Non-current investments</b>		
<b>Unquoted equity shares</b>		
<b>Equity shares carried at fair value through profit or loss ['FVTPL']</b>		
15,00,000 [31 March 2018: 15,00,000] equity shares of Ritspin Synthetics Limited [₹10 each, fully paid up]	1.50	1.50
Less: Provision for impairment in the value of investment	(1.50)	(1.50)
	-	-
<b>Aggregate amount of unquoted investments</b>	1.50	1.50
<b>Aggregate market value of unquoted investments</b>	-	-
<b>5 (b) Current investments</b>		
<b>Quoted equity shares</b>		
<b>Equity shares carried at fair value through profit or loss ['FVTPL']</b>		
52,501 [31 March 2018: 52,501] equity shares of Optel Telecommunications Limited [₹10 each, fully paid up]*	-	-
708,400 [31 March 2018: 708,400] equity shares of Sanghi Polyesters Limited [₹10 each, fully paid up]*	-	-
20 [31 March 2018: 10] equity shares of Reliance Industries Limited [₹10 each, fully paid up]**	-	-
72,601 [31 March 2018: 72,601] equity shares of Balasore Alloys Limited [₹5 each, fully paid up]	0.17	0.34
	<b>0.17</b>	<b>0.34</b>
<b>Quoted preference shares</b>		
446,000 [31 March 2018: 892,000] 0.01% cumulative redeemable preference of JSW Steel Limited [₹10 each, fully paid up]	0.21	0.56
	<b>0.21</b>	<b>0.56</b>
	<b>0.38</b>	<b>0.90</b>
<b>Aggregate amount of quoted investments</b>	1.69	1.69
<b>Aggregate market value of quoted investments</b>	<b>0.38</b>	<b>0.90</b>

Note:

1. Refer note 38 for disclosure of fair values in respect of financial assets measured at amortised cost.

\* Fair value of the investments as at 31 March 2019 are nil [31 March 2018: nil]

\*\* ₹27,265 [31 March 2018: ₹8,816], amount in absolute rupees

## 6. Loans

	Non-current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
[Unsecured considered good, unless otherwise stated]				
Security deposits	3.24	2.09	-	1.11
	<b>3.24</b>	<b>2.09</b>	<b>-</b>	<b>1.11</b>

Note:

1. Refer note 38 for disclosure of fair values in respect of financial assets measured at amortised cost.

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

## 7. Other financial assets

	Non-current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Surrender value of keyman insurance	-	7.31	-	-
Interest accrued on deposits	-	-	1.38	1.43
Non-current bank balances*	0.82	0.27	-	-
Advance to employees	-	-	1.17	1.20
Claims and other receivables	-	-	71.12	68.89
Less: provision for claims and other receivables [refer note 40]	-	-	(67.84)	-
Other advances	-	0.69	-	-
	<b>0.82</b>	<b>8.27</b>	<b>5.83</b>	<b>71.52</b>

Note:

1. Refer note 38 for disclosure of fair values in respect of financial assets measured at amortised cost.

\* Pledged with banks for credit limits.

## 8 (a) Income tax assets

	As at 31 March 2019	As at 31 March 2018
Advance tax [net of provisions of ₹106.42 crores (31 March 2018: ₹106.42 crores)]	11.07	11.70
	<b>11.07</b>	<b>11.70</b>

## 8 (b) Deferred tax assets

### A. Recognition of deferred tax assets and liabilities

	Deferred tax assets		Deferred tax (liabilities)		Net deferred tax assets/(liabilities)	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Property, plant and equipment	-	-	(164.51)	(175.09)	(164.51)	(175.09)
Investment at FVTPL	1.03	0.99	-	-	1.03	0.99
Provision for employee benefits	5.46	5.21	-	-	5.46	5.21
Provision for doubtful debts and advances	45.00	5.28	-	-	45.00	5.28
Brought forward business losses and unabsorbed depreciation	327.71	255.98	-	-	327.71	255.98
Provision for contingencies	29.35	-	-	-	29.35	-
Other items	2.15	3.67	(0.08)	(0.14)	2.07	3.53
	<b>410.70</b>	<b>271.13</b>	<b>(164.59)</b>	<b>(175.23)</b>	<b>246.11</b>	<b>95.90</b>
Offsetting of deferred tax assets and deferred tax liabilities	(164.59)	(175.23)	164.59	175.23	-	-
<b>Net deferred tax assets</b>	<b>246.11</b>	<b>95.90</b>	<b>-</b>	<b>-</b>	<b>246.11</b>	<b>95.90</b>

Note: Based on the current developments as stated in note 41 and business plan, the Company is confident that the deferred tax assets carried at the end of the year is fully recoverable and there will be sufficient future taxable profits to adjust unabsorbed depreciation and carried forward business losses.

### B. Movement in temporary differences

	As at 31 March 2019	As at 31 March 2018
Opening balance of deferred tax asset	95.90	54.08
Tax income during the year recognised in the statement of profit or loss	150.60	42.17
Tax expense during the year recognised in other comprehensive income	(0.39)	(0.35)
Closing balance of deferred tax asset	<b>246.11</b>	<b>95.90</b>

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

## C. Unrecognised deferred tax assets

	As at 31 March 2019		As at 31 March 2018	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Brought forward business losses and unabsorbed depreciation	491.85	171.87	491.85	170.23

Deferred tax assets have not been recognised in respect of above items, because it is not probable that future taxable profits will be available against which the Company use the benefits therefrom.

## D. Effective tax rate

	As at 31 March 2019	As at 31 March 2018
Accounting profit before income tax		(123.84)
Enacted tax rate		34.61%
Current tax expenses on profit before tax at the enacted income tax rate in India		(42.86)
Deferred tax rate adjustments		-
Other adjustments		(1.04)
<b>Tax income reported in the statement of profit and loss</b>	<b>(150.21)</b>	<b>(41.82)</b>
Tax income		42.17
Tax expense		0.35
	<b>(150.21)</b>	<b>(41.82)</b>

## 9. Other assets

	Non-current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Capital advances	-	1.33	-	-
Claims and other receivables	14.04	13.97	150.71	88.88
GST receivable	-	-	55.79	9.48
Prepaid expenses	-	-	3.85	4.83
National savings certificates V[ith issue* [pledged with sales tax authorities]	-	-	-	-
Advance rent	0.80	0.49	0.21	0.11
Advances to vendors	5.40	2.84	34.07	34.67
Less: provision for doubtful advances to vendors [refer note 40]	(5.40)	(2.84)	-	-
	<b>14.84</b>	<b>15.79</b>	<b>244.63</b>	<b>137.97</b>

\* Includes ₹4,000 [31 March 2018: ₹4,000], amount in absolute rupees

## 10. Inventories

[valued at lower of cost or net realisable value, unless otherwise stated]

	As at 31 March 2019	As at 31 March 2018
Raw materials [include in transit ₹8.66 crores (31 March 2018: ₹5.40 crores)]*	30.77	27.40
Work-in-progress	10.29	6.82
Finished goods [include in transit ₹21.35 crores (31 March 2018: ₹17.60 crores)]**	111.36	53.50
Stores and spares [include in transit ₹0.56 crores (31 March 2018: ₹0.14 crores)]	26.83	20.97
Packing material	2.44	2.77
Waste***	1.25	3.70
Stock-in-trade	0.69	1.05
	<b>183.63</b>	<b>116.21</b>

Note:

1. Refer note 34 for information on inventories pledged as security by the Company.

\* The inventories were reduced by ₹3.07 crores (31 March 2018: nil) on account of net realisable value being lower than the cost [refer note 40].

\*\* The inventories were reduced by ₹3.38 crores (31 March 2018: ₹1.17 crores) on account of net realisable value being lower than the cost.

\*\*\* valued at net realisable value.

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

## 11. Trade receivables

	As at 31 March 2019	As at 31 March 2018
Secured, considered good	-	-
Unsecured, considered good	59.45	110.90
Credit impaired	55.54	12.43
	<b>114.99</b>	<b>123.33</b>
Less: Provision for expected credit loss [refer note 40 and 28]	(55.54)	(12.43)
	<b>59.45</b>	<b>110.90</b>

Notes:

- The Company limits its exposure to credit risk from trade receivables by establishing a maximum payment period of 10 days for all customer categories. In case of delay beyond 10 days, the interest is generally recovered at the rate of 18% upto 30 days from the date of invoice and if the delay is beyond 30 days, it is recovered at the rate of 24% from the date of invoice. Average recovery rate of interest from overdue trade receivables in past years was 12-14%
- The Company's exposure to credit and currency risks and loss allowances related to trade receivables are disclosed in note 38.
- Refer note 34 for information on trade receivables pledged as security by the Company.

## 12. Cash and cash equivalents

	As at 31 March 2019	As at 31 March 2018
Balance with banks in current accounts	4.18	12.34
Cash on hand	0.79	1.30
	<b>4.97</b>	<b>13.64</b>

## 13. Other bank balances

	As at 31 March 2019	As at 31 March 2018
Deposits with original maturity more than three months but remaining maturity of less than twelve months	53.20	57.80
Unpaid dividend	0.36	0.43
Margin money accounts*	-	10.65
	<b>53.56</b>	<b>68.88</b>

\* Pledged with banks for credit limits.

## 14. Equity share capital

	As at 31 March 2019	As at 31 March 2018
<b>Authorised</b>		
27,50,00,000 equity shares of ₹10 each [31 March 2018 : 23,51,00,000]	275.00	235.10
	<b>275.00</b>	<b>235.10</b>
<b>Issued, subscribed and fully paid up</b>		
17,81,13,151 equity shares of ₹10 each fully paid-up [31 March 2018: 15,18,22,242]	178.11	151.82
	<b>178.11</b>	<b>151.82</b>

Notes:

- Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at 31 March 2019		As at 31 March 2018	
	Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the year	15,18,22,242	151.82	15,18,22,242	151.82
Add: Issued during the year	2,62,90,909	26.29	-	-
Balance at the end of the year	<b>17,81,13,151</b>	<b>178.11</b>	<b>15,18,22,242</b>	<b>151.82</b>

- The Company has only one class of equity shares having a par value of ₹10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.



# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

iii) Shares in the Company held by each shareholder holding more than 5% are as under:

Names of shareholders	As at 31 March 2019		As at 31 March 2018	
	Number of shares	% of shareholding	Number of shares	% of shareholding
Brookgrange Investments Limited	5,35,64,057	30.07	53,564,057	35.28
Mr. Om Prakash Lohia [Chairman and Managing Director]	3,84,73,369	21.60	37,984,000	25.02
Mrs. Urmila Lohia	1,81,84,518	10.21	1,81,84,518	11.98
Siam Stock Holding Limited	1,7,200,000	9.66	-	-
APMS Investment Fund Limited	1,26,52,175	7.10	1,26,52,175	8.33
	<b>14,00,74,119</b>	<b>78.64</b>	<b>12,23,84,750</b>	<b>80.61</b>

iv) The Company does not have any holding or subsidiary Company.

v) The Company has not issued any share pursuant to a contract without payment being received in cash in the current year and preceding five years. The Company has not issued any bonus shares nor has there been any buy-back of shares in the current year and preceding five years.

vi) Subsequent to the year ended 31 March 2019 and pursuant to the decision of the Board of Directors and Shareholders to raise additional equity by way of preferential allotment, the Company has issued 8.30 crores shares representing 31.79% of the total paid up share capital to Indorama Netherlands BV ("INBV") at an issue price of ₹36 per share [including premium of ₹26 per share] and has received ₹298.80 crores on 3 April 2019. Pursuant to equity infusion, INBV controls the Company through management control and also appointed additional Key Management Personnel in the Company.

## 15. Other equity

	As at 31 March 2019	As at 31 March 2018
<b>a. Capital reserve</b>		
Balance at the beginning of the year	20.38	20.38
Add: Additions during the year	-	-
Balance at the end of the year	<b>20.38</b>	<b>20.38</b>
<b>b. Securities premium reserve</b>		
Balance at the beginning of the year	166.22	166.22
Add: Additions during the year	65.57	-
Balance at the end of the year	<b>231.79</b>	<b>166.22</b>
<b>c. General reserve</b>		
Balance at the beginning of the year	58.13	58.13
Less: Transfer to debenture redemption reserve	(10.00)	-
Balance at the end of the year	<b>48.13</b>	<b>58.13</b>
<b>d. Debenture redemption reserve</b>		
Balance at the beginning of the year	-	-
Add: Transfer from general reserve	10.00	-
Balance at the end of the year	<b>10.00</b>	-
<b>e. Retained earnings</b>		
Balance at the beginning of the year	23.13	105.15
Add: Loss for the year	(271.06)	(82.69)
Add: Re-measurement gains on defined benefit plan [net of tax]	0.73	0.67
<b>Balance at the end of the year</b>	<b>(247.20)</b>	<b>23.13</b>
<b>Total other equity [a+b+c+d+e]</b>	<b>63.10</b>	<b>267.86</b>

## Nature of reserves

### Capital reserve

Capital reserve comprises of money received against forfeiture of equity shares and preference share warrants. The reserve is not available for distribution as dividend. The reserve is utilised in accordance with the specific provisions of Companies Act, 2013.

### Securities premium reserve

Securities premium reserve comprises of the premium on issue of shares. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

## General reserve

General reserve is a free reserve and is utilised from time to time for appropriate purposes.

## Debenture redemption reserve

Debenture redemption reserve is a reserve created at the time of issue debentures. The reserve is utilised in accordance with the provisions of the Companies Act, 2013

## Retained earnings

Retained earnings refer to the net profit/(loss) retained by the Company for its core business activities.

## 16. Borrowings

	Non-current		Current maturities	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
<b>Secured loan</b>				
<b>Debentures</b>				
Redeemable non-convertible debentures	179.99	-	20.00	-
<b>Term loans - from banks</b>				
Rupee loans	7.17	16.90	9.74	30.58
Foreign currency loans	34.09	18.71	29.55	45.32
	<b>221.25</b>	<b>35.61</b>	<b>59.29</b>	<b>75.90</b>
Less: Current maturities on borrowings [refer note 20]	-	-	(59.29)	(75.90)
	<b>221.25</b>	<b>35.61</b>	<b>-</b>	<b>-</b>
<b>Deferred payment liabilities</b>				
Deferred payment liabilities towards acquisition of property, plant and equipment	0.75	1.16	0.41	0.39
Less: Current maturities on borrowings [refer note 20]	-	-	(0.41)	(0.39)
	<b>222.00</b>	<b>36.77</b>	<b>-</b>	<b>-</b>

Notes:

- Refer note 38 for disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles.
- Terms of repayment and security details:

### Nature of security

#### a) Redeemable non-convertible debentures

i) ₹199.99 crores (31 March 2018: nil) are secured by first pari-passu charge on Maharashtra property and other moveable fixed assets of the Company, except assets under exclusive charge of loan from IKB Deutsche Industriebank AG on which there is a subservient charge. Further, the same is secured by the personal guarantee of Mr. Om Prakash Lohia and Mr. Vishal Lohia, jointly and severally further, shares of Mr. Om Prakash Lohia and Mrs. Urmila Lohia has been pledge aggregating to 28.28% of total shareholding.

### Terms of repayment

Repayable in 8 equal quarterly installments amounting to ₹10 crores each commencing from 12 October 2019 onwards. Balance repayable in 8 equal quarterly installments amounting to ₹15 cores each.

#### Rate of interest:

Period	Rate of interest
0-3 Months	0%
4-6 Months	8%
7-12 Months	12%
13-15 months	15%
16-18 months	18%
Beyond 18 months	20%

#### b) Rupee term loans from banks

i) ₹16.73 crores (31 March 2018: ₹26.28 crores) are secured primarily by first pari-passu charge on entire movable and immovable fixed assets of the Company except for the fixed assets under exclusive charge with loan from IKB Deutsche Industriebank AG, both present and future and collaterally by second pari-passu charge on entire current assets including raw materials, finished goods, stock-in-process, consumables, stores and spares at the Company's factory premises or at such places as may be approved by the bank from time to time including stocks-in-transit, book debts, receivables, on pari-passu basis with other banks. Further, the same is secured by the personal guarantee of Mr. Om Prakash Lohia and Mr. Vishal Lohia, jointly and severally with the maximum cap of ₹200 crores (including personal gaurantees for working capital loans).

Repayable in 8 equal monthly installments amounting to ₹0.74 crore each repayment of which commenced from 1 July 2017 onwards. Balance repayable in 11 equal monthly installments amounting to ₹0.93 crore each. Remaining balance repayable in 1 bullet payment amounting to ₹0.58 crore.

Rate of interest at 8.50% over one year MCLR rate.

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

Nature of security	Terms of repayment
ii) ₹0.18 crores (31 March 2018 ₹0.85 crores) are secured by hypothecation of specific vehicles.	(a) Repayments commenced from July 2016 and ₹0.56 crores has been paid during the current year. Balance ₹0.11 crores is repayable within one year. (b) Repayments commenced from August 2016 and ₹0.14 crores has been paid during the current year. Balance ₹0.04 crores is repayable within one year. (c) Repayments commenced from July 2016 and ₹0.14 crores has been paid during the current year. Balance ₹0.03 crores is repayable within one year. (d) Repayments commenced from November 2015 and ₹0.01 crores has been repaid during the current year. Rate of interest on vehicle loans at 8% p.a. to 10% p.a.
iii) Nil (31 March 2018: ₹5.41 crores) are secured by exclusive charge on the captive power plant at Butibori, Maharashtra.	Repayments commenced from 30 September 2014 and ₹5.41 crores has been repaid during the current year. Rate of interest at 3.25% over the base rate.
iv) Nil (31 March 2018: ₹14.94 crores) are secured primarily by first pari-passu charge on the current assets and collaterally by first pari-passu charge on the fixed assets of the Company. Further, the same is secured by the personal guarantee of Mr. Om Prakash Lohia and Mr. Vishal Lohia, jointly and severally with the maximum cap of ₹200 crores (including personal guarantee for working capital loans)	Repayments commenced from 30 September 2014 and ₹14.94 crores has been repaid during the current year. Rate of interest at 3% over the base rate.
<b>c) Foreign currency term loans from banks</b>	
i) ₹41.22 crores (31 March 2018 ₹42.90 crores), are secured by specific charge on the equipment purchased under the loan agreement for the Company's Polyester Expansion Project and a first charge on the land situated at Mehsana, Gujarat.	Repayable in 13 monthly installments as per the repayment schedule commencing from April 2019. Rate of interest at six months EURIBOR plus 0.95%.
ii) ₹22.42 crores (31 March 2018 ₹21.13 crores) are secured by specific charge on the equipment purchased under the loan agreement for the Company's Polyester Expansion Project and a first charge on the land situated at Mehsana, Gujarat.	Repayable in 10 monthly installments as per the repayment schedule commencing from April 2019. Rate of interest at six months LIBOR plus 0.95%.

d) Maturity profile and rate of interest of non convertible debentures are as below:

Year	Rate of interest	Non-current	Current
2023-24	20%	29.99	-
2022-23	20%	60.00	-
2021-22	20%	50.00	-
2020-21	20%	40.00	-
2019-20	20%	-	20.00
<b>Total</b>		<b>179.99</b>	<b>20.00</b>

e) Details of delays in the repayment of dues to banks and amount in default outstanding as at 31 March 2019 are as below:

Name of the bank	Nature of default	Total amount delayed	Number of days	Amount outstanding as at 31 March 2019
IKB Deutsche Industriebank AG	Overdue	63.64	1 to 895 days	63.64

Subsequent to the year ended 31 March 2019, repayment with the Bank has been rescheduled and defaults during the year made good.

Details of delays in the repayment of dues to banks and amount in default outstanding as at 31 March 2018 are as below:

Name of the bank	Nature of default	Total amount delayed	Number of days	Amount outstanding as at 31 March 2019
IKB Deutsche Industriebank AG	Overdue	26.62	1 to 530 days	26.62
Bank of India	Overdue	10.00	1 to 37 days	-
State Bank of India	Overdue	5.62	1 to 58 days	-

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

## Reconciliation of movements of liabilities to cash flows arising from financing activities:

	As at 31 March 2019		As at 31 March 2018	
	Non-current borrowings*	Current borrowings**	Non-current borrowings*	Current borrowings**
Balance at beginning of the year	111.51	253.39	137.62	167.78
Proceeds from non-current borrowings	199.99	-	-	-
Repayment of non-current borrowings	(30.40)	-	(32.14)	-
Proceeds from short term borrowings (net)	-	38.95	-	85.61
Foreign exchange movement	(0.39)	-	6.23	-
Interest on fixed loans using effective interest rate method	(0.17)	-	(0.20)	-
<b>Balance as at the end of the year</b>	<b>280.54</b>	<b>292.34</b>	<b>111.51</b>	<b>253.39</b>

\* Non-current borrowings includes current maturity, but excludes deferred payment liabilities towards acquisition of property, plant and equipment.

\*\* Refer note 18

## 17. Provisions

	Non-current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Provision for gratuity [refer note 35]	14.45	13.75	1.16	1.30
Provision for compensated absences [refer note 35]	7.79	7.39	1.73	1.84
Provision for contingencies [refer note 28]*	-	-	84.00	-
	<b>22.24</b>	<b>21.14</b>	<b>86.89</b>	<b>3.14</b>

\*Movement in provisions

	Provision for contingent liability
<b>Balance as at 1 April 2018</b>	-
Add: Provision recognised during the year	84.00
<b>Balance as at 31 March 2019</b>	<b>84.00</b>

## 18. Borrowings

	As at 31 March 2019	As at 31 March 2018
<b>Secured loan</b>		
Working capital from banks	97.34	233.39
	<b>97.34</b>	<b>233.39</b>
<b>Unsecured loan</b>		
Rupee loans from banks	175.00	-
Optionally convertible debentures*	20.00	20.00
	<b>195.00</b>	<b>20.00</b>
	<b>292.34</b>	<b>253.39</b>
	<b>20.00</b>	<b>20.00</b>

\* Includes amounts due to Key Managerial Personnel [refer note 39]

Notes:

i) Details of rate of interest, terms of repayment and security for working capital from banks:

Working capital loans from banks are secured by first pari-passu charge on current assets of the Company and second pari-passu charge on the Company's entire present and future block of assets of the Company, except for the fixed assets under exclusive charge with loan from IKB Deutsche Industriebank AG. Further, the working capital loans are secured with the personal guarantees of Mr. Om Prakash Lohia and Mr. Vishal Lohia, jointly and severally with the maximum cap of ₹200 crores (including personal guarantee for rupee term loan). These are repayable on demand and carry an interest rate in the range from 5% p.a. to 8.50% p.a. over marginal credit lending rate of one year.

ii) Details of rate of interest and terms of repayment for rupee loans from banks:

Rupee loans from banks are repayable within six months from the date of sanction and carry an interest rate at prevailing marginal cost of fund based lending rates.

iii) Details of rate of interest and terms of repayment for optionally convertible debentures:

Optionally convertible debentures are repayable within twelve months subject to maximum of eighteen months from the date of allotment and carry an interest rate at 20% p.a.

iv) No overdrawn in dues to banks for the amounts outstanding as at 31 March 2019. Details of delays in the repayment of dues to banks and amount in default outstanding as at 31 March 2018 are as below:

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

Bank name	Total amount delayed	Number of days	Amount outstanding as at 31 March 2018
Bank of India	549.15	1 to 56 days	141.00
HDFC Bank	155.46	1 to 77 days	-
Punjab National Bank	154.68	1 to 65 days	26.58
State Bank of India	385.52	1 to 66 days	0.72
Oriental Bank of Commerce	271.67	1 to 84 days	17.76
Axis Bank	148.41	1 to 72 days	5.07

## 19. Trade payables

	As at 31 March 2019	As at 31 March 2018
Total outstanding dues of micro enterprises and small enterprises [refer note 36]	0.20	0.49
Total outstanding dues of creditors other than micro enterprises and small enterprises*	578.65	623.32
	<b>578.85</b>	<b>623.81</b>
* Includes amounts due to related entities [refer note 39]	32.14	30.28

Notes:

1. Refer note 38 for disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles.

## 20. Other financial liabilities

	As at 31 March 2019	As at 31 March 2018
Current maturities of long-term borrowings [refer note 16]	59.29	75.90
Current maturities of deferred payment liabilities [refer note 16]	0.41	0.39
Interest accrued and due on borrowings*	1.08	4.77
Interest accrued and not due on borrowings	20.90	0.72
Book overdraft	0.04	-
Unpaid dividends [refer note 1 below]	0.36	0.43
Lease equalization reserve	-	0.10
Employee related payables	13.02	12.40
Creditors towards property, plant and equipment	2.94	6.04
Security deposits from customers [refer note 3 below]	37.00	-
	<b>135.04</b>	<b>100.75</b>
*Includes amounts due to Key Managerial Personnel [refer note 39]	1.07	0.43

Notes:

1. There are no amounts due for payment to the Investor Education and Protection Fund under section 125 of the Companies Act, 2013 as at the year end.

2. Refer note 38 for disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles.

3. Security deposits from customers carries interest rate from 14% to 35%.

## 21. Other current liabilities

	As at 31 March 2019	As at 31 March 2018
Advances from customers	7.89	34.42
Statutory dues	3.29	3.68
Others	0.48	0.49
	<b>11.66</b>	<b>38.59</b>

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

## 22. Revenue from operations

	For the year ended 31 March 2019	For the year ended 31 March 2018
Sale of products		
Finished goods*		
Domestic	1,309.35	1,837.67
Export	262.05	369.17
Traded goods	64.05	68.34
	<b>1,635.45</b>	<b>2,275.18</b>
Less: Rebates and discounts to customers	45.50	27.04
	<b>1,589.95</b>	<b>2,248.14</b>
Other operating income		
Scrap sales	10.13	10.56
GST refund	86.97	37.19
Interest from customers	3.72	4.51
Interest on insurance claims	2.19	2.92
Others	1.60	10.38
	<b>104.61</b>	<b>65.56</b>
	<b>1,694.56</b>	<b>2,313.70</b>

\* Revenue from operations for the year ended 31 March 2019 is net of Goods and Service Tax (GST) which was applicable from 1 July 2017. However, revenue for the period upto 30 June 2017 (included in figures for the year ended 31 March 2018) was net of Value Added Tax (VAT) but inclusive of excise duty. Accordingly, the revenue from operations for the year ended 31 March 2019 is not strictly comparable with the figures for the year ended 31 March 2018. Similarly, excise duty expense is also not comparable.

## 23. Other income

	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest income		
from banks	3.20	3.52
from others	0.42	0.10
Unwinding of discount on security deposits	0.16	0.11
Dividend income	0.01	0.01
Others	1.02	-
	<b>4.81</b>	<b>3.74</b>

## 24. Cost of materials consumed

	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Category of materials consumed</b>		
Purified terephthalic acid	949.38	1,036.54
Mono ethylene glycol	332.83	484.45
Others	42.96	51.90
	<b>1,325.17</b>	<b>1,572.89</b>

## 25. Purchase of stock in trade

	For the year ended 31 March 2019	For the year ended 31 March 2018
Purchase of stock-in-trade	66.67	72.57
	<b>66.67</b>	<b>72.57</b>

## 26. Changes in inventories of finished goods, work-in-progress and stock-in-trade

	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Closing stock</b>		
Finished goods	111.36	53.50
Work-in-progress	10.29	6.82
Waste	1.25	3.70
	<b>122.90</b>	<b>64.02</b>
<b>Opening stock</b>		
Finished goods	53.50	87.48
Work-in-progress	6.82	15.73
Waste	3.70	5.17
	<b>64.02</b>	<b>108.38</b>
	<b>(58.88)</b>	<b>44.36</b>

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

## 27. Employee benefits expense

	For the year ended 31 March 2019	For the year ended 31 March 2018
Salary, wages and bonus	69.26	75.11
Contribution to provident and other funds [refer note 35]	4.77	5.13
Staff welfare expenses	3.94	4.69
	<b>77.97</b>	<b>84.93</b>

## 28. Other expenses

	For the year ended 31 March 2019	For the year ended 31 March 2018
Power and fuel	103.11	176.87
Consumption of stores and spares parts	24.97	30.33
Repairs and maintenance	23.69	26.65
Consumption of packing material	33.80	47.77
Increase in excise duty on stocks of finished goods and waste	-	(9.12)
Freight and forwarding charges	27.82	84.49
Less: recovery from customers	2.56	30.67
Brokerage and commission	7.58	10.42
Discounts and claims	3.04	8.43
Rent and hire charges [refer note 33]	7.89	7.49
Insurance	3.92	1.33
Less: recovery from customers	0.07	0.46
Rates and taxes	3.94	3.78
Provision for contingencies [refer note 32]	84.00	-
Directors' sitting fees	0.12	0.12
Legal and professional expenses*	8.50	10.21
Donations	0.04	0.11
Corporate social responsibility expenses	-	0.29
Provision for doubtful debts/advances	1.39	9.35
Debts/advances/other financial assets written off [refer note 39]	7.70	0.86
Loss on disposal/discard of property/plant and equipment	0.02	0.21
Fair valuation of investments through profit and loss	0.08	0.32
Miscellaneous	38.04	45.63
	<b>377.02</b>	<b>424.41</b>
* Includes payment to auditors		
As auditor:		
Audit fee	0.40	0.37
Other services	0.05	0.34
Out of pocket expenses	0.06	0.05
	<b>0.51</b>	<b>0.76</b>

## 29. Finance costs

	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest		
fixed loans using effective interest rate method	0.17	0.20
term loans	9.36	9.39
debentures	27.83	-
working capital	30.93	26.00
others	36.36	35.35
Other borrowings cost	24.82	21.61
Re-measurement of actuarial interest cost [refer note 35]	1.85	1.82
	<b>131.32</b>	<b>94.37</b>

## 30. Depreciation expense

	For the year ended 31 March 2019	For the year ended 31 March 2018
Depreciation on property, plant and equipment [refer note 2]	83.04	83.20
	<b>83.04</b>	<b>83.20</b>

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

## 31. Earning per share

The Company's earning/(loss) per share is determined based on the net profit/(loss) attributable to the shareholders' of the Company. Basic earning/(loss) per share is computed using the weighted average number of shares outstanding during the year. Diluted earning/(loss) per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year including share options, except where the result would be anti-dilutive.

	As at 31 March 2019	As at 31 March 2018
Loss attributable to the equity shareholders (A)	(271.06)	(82.69)
Number of equity shares at the beginning of the year	15,18,22,242	15,18,22,242
Total number of shares outstanding at the end of the year	17,81,13,151	15,18,22,242
Weighted-average number of equity shares (B)	<b>15,93,27,497</b>	<b>15,18,22,242</b>
Earning/(Loss) per share (₹) (A/B) - Basic and Diluted	(17.01)	(5.45)
Face value per equity share (₹)	10.00	10.00

## 32. Contingent Liabilities

	As at 31 March 2019	As at 31 March 2018
There are contingent liabilities in respect of:		
<b>a) Claims against the Company not acknowledged as debt#</b> [refer note 1 below]		
Income tax matters under dispute [gross of amount paid under protest amounting to ₹0.26 crores (previous year ₹0.26 crores)]	2.37	23.51
Excise/customs/service tax matters in dispute/under appeal [gross of amount paid under protest amounting to ₹7.23 crores (previous year: ₹8.68 crores)]	102.79	100.99
Sales tax/value added tax matters in dispute/under appeal [gross of amount paid under protest amounting to ₹4.03 crores (previous year: ₹4.03 crores)]	13.84	10.27
	<b>119.00</b>	<b>134.77</b>
<b>b) Other money for which the Company is contingently liable#</b> [refer note 1 below]		
Claims by ex-employees, vendors, customers and civil cases	1.88	1.07
	<b>1.88</b>	<b>1.07</b>

# It is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of the above pending resolution of respective proceedings.

### Notes

- Out of the above litigations, the company has provided ₹84.00 crores against various litigations and remaining contingent liabilities is ₹36.88 crores.
- Hon'ble Supreme Court of India has pronounced a ruling dated 28 February 2019 in which it is held that 'allowance' paid to employees, will be included in the scope of 'basic wages' and thus, will be subject to provident fund contributions. Petition have been filed with Hon'ble Supreme Court of India seeking additional clarification with respect to the application of this ruling. As this ruling has not prescribed any clarification w.r.t. to its application, the Company is in the process of evaluating its impact. Management believes that this will not result in any material liability on the Company.
- Customs duty claims (including penalties) against the Company aggregating to ₹220.26 crores (previous year ₹220.26 crores) have not been considered contingent as favourable orders have been received, in some of the cases, by the Company from the Custom Excise and Service Tax Appellate Tribunal. The Company believes that its position is strong in this regard. The matter is pending with the Hon'ble Supreme Court.

Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.

The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company also believes that the above issues, when finally settled, are not likely to have any significant impact on the financial position of the Company. The Company does not expect any reimbursements in respect of the above contingent liabilities.



# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

### 33. Capital commitments and other commitments

	As at 31 March 2019	As at 31 March 2018
a) Capital commitments - Estimated amount of contracts remaining to be executed on capital account and not provided for [net of capital advances]	0.49	1.19
b) The Company has commitments to export 50,235 MT [previous year 68,710 MT] of finished goods as per foreign trade policy pursuant to import of duty free material under advance license scheme.		
c) Operating lease commitments - Company as lessee		
The Company has taken office space, Director's accommodation and storage tanks under operating lease. The lease rent expenses recognized during the year amounts to ₹7.89 crores [31 March 2018: ₹7.49 crores]. The lease rentals charged during the year in respect of cancellable and non-cancellable operating leases and maximum obligations on long-term non-cancellable operating lease payable as per the rentals stated in the agreement are as follows:		
Not more than 1 year	6.23	4.14
Later than 1 year and not later than 5 years	25.05	13.44
Later than 5 years	5.25	6.72

### 34. Assets pledged as security

	As at 31 March 2019	As at 31 March 2018
The carrying amounts of assets pledged as security for current and non-current borrowings are:		
<b>Current assets</b>		
<b>Financial assets</b>		
Floating charge		
Investments	0.38	0.90
Trade receivables	59.45	110.90
Cash and cash equivalents	4.97	13.64
Other bank balances	53.56	68.88
Loans	-	1.11
Other financial assets	5.83	71.52
<b>Non financial assets</b>		
Floating charge		
Inventories	183.63	116.21
Other current assets	244.63	137.97
<b>Total current assets pledged as security</b>	<b>552.44</b>	<b>521.13</b>
<b>Non-current assets</b>		
Property, plant and equipment	759.25	839.72
Capital work-in-progress	2.45	2.67
Fixed deposits lien by banks	0.82	0.27
<b>Total non-current assets pledged as security</b>	<b>762.52</b>	<b>842.66</b>

### 35. Employee Benefits

#### a) Defined contribution plan

An amount of ₹4.02 crores (31 March 2018: ₹4.34 crores) for the year has been recognised as an expense in respect of the Company's contributions towards Provident Fund and an amount of ₹0.75 crores (31 March 2018: ₹0.79 crores) for the year has been recognised as an expense in respect of Company's contributions towards Employee State Insurance, which are deposited with the government authorities and have been included under employee benefit expenses in the Statement of Profit and Loss.

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

## b) Defined benefit plan

- 1) Gratuity
- 2) Compensated absences

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

	As at 31 March 2019	As at 31 March 2018
<b>(i) Changes in present value obligation</b>		
Present value obligation as at the start of the year	15.05	14.43
Interest cost	1.14	1.11
Past service cost	-	0.35
Current service cost	0.90	0.91
Actuarial gain on obligation	(0.46)	(0.46)
Benefits paid	(1.02)	(1.29)
<b>Present value obligation as at the end of the year</b>	<b>15.61</b>	<b>15.05</b>
<b>(ii) Net liability recognised in the Balance Sheet</b>		
Present value obligation at the beginning and end of the year	(15.61)	(15.05)
<b>Net liability in the Balance Sheet</b>	<b>15.61</b>	<b>15.05</b>
<b>(iii) Amount recognized in the statement of profit and loss</b>		
Current service cost	0.90	0.91
Past service cost	-	0.35
Interest cost	1.14	1.11
<b>Expense recognised in the statement of profit and loss</b>	<b>2.04</b>	<b>2.37</b>
<b>(iv) Re-measurements recognised in the statement of other comprehensive income (OCI)</b>		
Changes in financial assumptions	0.46	0.46
<b>Amount recognised in other comprehensive income</b>	<b>0.46</b>	<b>0.46</b>

## (v) Actuarial assumptions

	As at 31 March 2019		As at 31 March 2018	
	Compensated absences	Gratuity	Compensated absences	Gratuity
Discount rate (p.a.)	7.68%	7.68%	7.60%	7.60%
Salary escalation rate (p.a.)	3.00%	3.00%	3.00%	3.00%
Withdrawal rates				
Upto 30 years	3.00%	3.00%	4.00%	4.00%
From 31 to 44 years	2.00%	2.00%	3.00%	3.00%
Above 44 years	1.00%	1.00%	1.00%	1.00%
Retirement age	58 years	58 years	58 years	58 years
Mortality rate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

## (vi) Sensitivity analysis for gratuity liability

The sensitivity of the overall plan obligations to changes in the weighted key assumptions are:

	As at 31 March 2019	As at 31 March 2018
<b>Present value of obligation at the end of the year</b>		
<b>Impact of the change in discount rate (p.a.)</b>		
Impact due to decrease of 0.50%	0.66	0.66
Impact due to increase of 0.50%	(0.62)	(0.62)
<b>Impact of change in salary escalation rate (p.a.)</b>		
Impact due to increase of 0.50%	0.68	0.68
Impact due to decrease of 0.50%	(0.65)	(0.65)

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

	As at 31 March 2019	As at 31 March 2018
<b>(vii) Expected future cash flows</b>		
The expected future cash flows in respect of gratuity as at 31 March 2019 were as follows:		
31 March 2019	1.15	1.30
31 March 2020	0.24	0.43
31 March 2021	0.46	0.47
31 March 2022	0.46	0.47
31 March 2023	0.68	0.57
31 March 2024	0.75	0.66
Beyond 31 March 2024	11.87	11.15

### (viii) Expected contribution

The expected future employer contributions for defined benefit plan ₹2.18 crores as at 31 March 2019 [31 March 2018: ₹2.10 crores].

### c) Other long-term employee benefit

An amount of ₹0.96 crores [31 March 2018: ₹1.04 crores] pertains to expense towards compensated absences and included in "employee benefit expense".

## 36. Dues to micro, small and medium enterprises

On the basis of confirmations obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Company, the following are the details:

Particulars	As at 31 March 2019	As at 31 March 2018
Principal amount remaining unpaid	1.11	0.49
Interest due thereon	0.04	0.14
Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	0.90	1.73
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid as at end of the year	0.31	0.27
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

## 37. Segment information

### Basis of segmentation:

The Company's primary business segment is reflected based on principal business activities carried on by the Company. Chairman and Managing Director has been identified as being the Chief Operating Decision Maker ('CODM') and evaluates the Company's performance and allocates resources based on analysis of the various performance indicators of the Company as a single unit. Therefore, there are no separate reportable business segments as per Ind AS 108-Operating Segments. The Company operates in one reportable business segment i.e., manufacturing of Polyester goods.

### Geographical information:

The geographical information analysis the Company's revenue and trade receivables from such revenue in India and other countries. In presenting the geographical information, segment revenue and receivables has been based on the geographic location of customers.

	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>a) Revenue:</b>		
Domestic	1,432.51	1,944.53
Overseas*	262.05	369.17
	<b>1,694.56</b>	<b>2,313.70</b>
<b>*Revenue from overseas countries:</b>		
Turkey	79.83	103.33
Nepal	31.85	21.00
Other overseas countries	150.37	244.84

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

	As at 31 March 2019	As at 31 March 2018
<b>b) Trade receivables:</b>		
Domestic	48.74	93.59
Overseas*	10.71	17.31
	<b>59.45</b>	<b>110.90</b>
<b>*Trade receivables from overseas countries:</b>		
Turkey	2.54	3.58
Nepal	2.64	0.16
Other overseas countries	5.53	13.57
	<b>10.71</b>	<b>17.31</b>
<b>c) Non-current assets:</b>		
Domestic*	780.60	868.54
Overseas	-	-
	<b>780.60</b>	<b>868.54</b>

\*excluding deferred tax and income tax assets

## 38. Financial instruments - accounting classifications and fair value measurements

The fair values of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sales.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and cash equivalents, bank balances, trade and other short-term receivables, investments, loans and advances and other current liabilities approximated their carrying amounts largely due to the short-term maturities of these instruments.
2. The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique.

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

### A. Accounting classifications and fair values

The following tables shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

Financial instruments by category	As at 31 March 2019			
	Level 1	Level 2	Level 3	Total
<b>Financial assets at amortised costs</b>				
Loans [non-current]	-	3.24	-	3.24
Fixed deposits [non-current]	-	0.82	-	0.82
<b>Financial assets at FVTPL</b>				
Non-current investments	-	-	-	-
Current investments	0.38	-	-	0.38
<b>Total</b>	<b>0.38</b>	<b>4.06</b>	<b>-</b>	<b>4.44</b>
<b>Financial liabilities at amortised cost</b>				
Long-term borrowings [including current maturities]	-	80.55	-	80.55
Redeemable non-convertible debentures [including current maturities]	-	199.99	-	199.99
Deferred payment liabilities [including current maturities]	-	1.16	-	1.16
<b>Total</b>	<b>-</b>	<b>281.70</b>	<b>-</b>	<b>281.70</b>

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

Financial instruments by category	As at 31 March 2018			Total
	Level 1	Level 2	Level 3	
<b>Financial assets at amortised costs</b>				
Loans [non-current]	-	-	2.09	2.09
Loans [current]	-	-	1.11	1.11
Fixed deposits [non-current]	-	0.27	-	0.27
<b>Financial assets at FVTPL</b>				
Non-current investments	-	-	-	-
Current investments	0.90	-	-	0.90
Surrender value of keyman insurance	-	7.31	-	7.31
<b>Total</b>	<b>0.90</b>	<b>7.58</b>	<b>3.20</b>	<b>11.68</b>
<b>Financial Liabilities at amortised cost</b>				
Long-term borrowings [including current maturities]	-	111.51	-	111.51
Deferred payment liabilities [including current maturities]	-	1.55	-	1.55
<b>Total</b>	<b>-</b>	<b>113.06</b>	<b>-</b>	<b>113.06</b>

## B. Measurement of fair values

Assets and liabilities are to be measured based on the following valuation techniques:

Market approach – Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

Income approach – Converting the future amounts based on market expectations to its present value using the discounting methodology.

Cost approach – Replacement cost method.

Quoted market prices in active markets are available for investments in securities and, as such, these investments are classified within Level 1.

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments which are traded in stock exchanges and valued using closing price at the reporting date.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgement to select a variety of methods and make assumptions that are mainly based on the conditions existing at the end of each reporting period.

The following table shows the valuation techniques used in measuring Level 2 and Level 3 fair values for financial instruments measured at fair value in the balance sheet, as well as the significant unobservable inputs used.

Financial instruments measured at fair value			
Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Security deposit*	The valuation model considers the present value of receivables, discounted using a risk adjusted discount rate.	Risk adjusted discount rate	Not applicable
Unquoted investments**	Based on the net worth of the investee Company and proportionate investment by the Company	Not applicable	Not applicable
Financial liabilities***	The valuation model considers the present value of payables, discounted using a risk adjusted discount rate.	Not applicable	Not applicable

\* The fair value of the security deposits is computed using the discounted cash flows based on the current lending rates which is unchanged and therefore fair value of deposits is same as its carrying amount. They are classified as level 2 fair values in the fair value hierarchy due to use of observable inputs.

\*\* For some of the unquoted investments, the Company have determined the fair value as nil which is based on the net worth of the investee Company which is either nil or negative.

\*\*\* Financial liabilities include secured and unsecured bank loans, optionally convertible debentures liability component and other financial liabilities.

The following table shows a reconciliation from the opening balances to the closing balances for level 3 fair values:

	As at 31 March 2019	As at 31 March 2018
Balance at the beginning of the year	3.20	2.43
Reclassified to level 2	(3.20)	-
Fair value adjusted during the year included in other income	-	0.11
Additions/(realisation) during the year	-	0.66
Balance at the end of the year	-	3.20

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

## C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk

### (i) Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's risk committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

### (ii) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The carrying amounts of financial assets represent the maximum credit risk exposure.

#### Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company review includes external information, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed periodically. Any sales exceeding those limits require approval from the risk management committee.

The Company limits its exposure to credit risk from trade receivables by establishing a maximum payment period of 10 days for all customer categories. In case of delay beyond 10 days, the interest is generally recovered at the rate of 18% upto 30 days from the date of invoice and if the delay in beyond 30 days, it is recovered at the rate of 24% from the date of invoice. Average recovery rate of interest from overdue trade receivables in past years was 12-14%. Most of the Company's customers have been transacting with the Company from past few years, and most of these customers' balances are not credit-impaired at the reporting date except in few cases reported. Identifying concentrations of credit risk requires judgement in the light of specific circumstances. The Company monitors ageing of its trade receivables regularly and based on the same takes corrective action. Trade receivables having ageing more than 180 days is monitor individually and loss allowance is created based on such assessment.

A summary of the Company's exposure to credit risk for trade receivables based on the ageing is as follows:

Ageing of receivables	As at 31 March 2019		As at 31 March 2018	
	Gross carrying amount	Expected credit loss	Gross carrying amount	Expected credit loss
Less than 180 days	54.80	-	63.81	-
More than 180 days	60.19	55.54	59.52	12.43
	<b>114.99</b>	<b>55.54</b>	<b>123.33</b>	<b>12.43</b>

The movement in the allowance for impairment in respect of trade receivables and loans is as follows:

	As at 31 March 2019	As at 31 March 2018
Balance at the beginning of the year	12.43	3.08
Expected credit loss during the year [net of reversal]	43.11	9.35
<b>Balance at the end of the year</b>	<b>55.54</b>	<b>12.43</b>

### (iii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company uses activity-based costing to cost its products, which assists it in monitoring cash flow requirements and optimising its cash return on investments.

# Notes

## Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments :

As at 31 March 2019	Less than 1 year	1 to 5 years	Total
Long-term borrowings	39.29	41.26	80.55
Redeemable non-convertible debentures	20.00	179.99	199.99
Deferred payment liabilities	0.41	0.75	1.16
Trade payables	578.85	-	578.85
Short-term borrowings	292.34	-	292.34
Other financial liabilities	75.34	-	75.34
<b>Total</b>	<b>1,006.23</b>	<b>222.00</b>	<b>1,228.23</b>
As at 31 March 2018	Less than 1 year	1 to 5 years	Total
Long-term borrowings	75.90	35.61	111.51
Deferred payment liabilities	0.39	1.16	1.55
Trade payables	623.81	-	623.81
Short-term borrowings	253.39	-	253.39
Other financial liabilities	24.46	-	24.46
<b>Total</b>	<b>977.95</b>	<b>36.77</b>	<b>1,014.72</b>

The Company has a secured bank loan that contains a loan covenant. A future breach of covenant may require the Company to repay the loan earlier than indicated in the above table. Under the agreement, the covenant is monitored on a regular basis by the treasury department and regularly reported to management to ensure compliance with the agreement.

As at 31 March 2019 the Company has not complied with certain financial covenants mentioned under the terms of borrowings mainly due to paucity of working capital funds. Therefore, based on the past experience and the facts of the case the management believes that no financial obligation on part of the Company, is likely to arise in respect of the above matter and thus, no adjustments are required in these financial statements in this regard.

The interest payments on variable interest rate loans in the table above reflect spot interest rates at the reporting date and these amounts may change as market interest rates change. However, the Company doesn't expect significant different amount on account of change in market interest rate changes.

### (iv) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and commodity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

### Commodity price risk

Commodity Price Risk arises due to fluctuation in prices of crude oil. The Company has a risk management framework aimed at prudently managing the risk arising from the volatility in commodity prices and freight costs. The Company's commodity risk is managed centrally through well-established control processes. In accordance with the risk management policy, the Company enters into various transactions using derivatives to hedge its exposure, as and when required.

### Currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated. The currencies in which these transactions are primarily denominated are US dollars, Japanese Yen and Euro. The Company uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date, as and when required.

### Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk (based on notional amounts) as reported to the management is as follows.

Particulars	As at 31 March 2019			
	Currency	Amount in foreign currency (in million)	Exchange rate (in ₹)	Unhedged amount (in ₹ crores)
Trade payables	USD	9.48	69.17	65.57
	Euro	0.14	77.70	1.09
	JPY	55.43	0.63	3.47
Loans [including interest payable]	USD	3.67	69.17	25.39
	Euro	5.83	77.70	45.30
Trade receivables	USD	(1.55)	69.17	(10.72)
<b>Net exposure in respect of recognised assets and liabilities</b>				<b>130.10</b>

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

Particulars	As at 31 March 2018			
	Currency	Amount in foreign currency (in million)	Exchange rate (in ₹)	Unhedged amount (in ₹ crores)
Trade payables	USD	14.12	65.18	92.03
	Euro	0.27	80.85	2.18
	JPY	54.52	0.62	3.38
Advances from customers	USD	0.98	65.18	6.39
Loans (including interest payable)	USD	3.46	65.18	22.55
	Euro	5.64	80.85	45.60
Trade receivables	USD	(2.65)	65.17	(17.27)
<b>Net exposure in respect of recognised assets and liabilities</b>				<b>154.86</b>

## Sensitivity analysis

A reasonably possible strengthening (weakening) of the INR, USD, JPY, Euro against all other currencies at year end would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Currency		As at 31 March 2019		As at 31 March 2018	
		Increase in profit	Decrease in profit	Increase in profit	Decrease in profit
USD	5% movement	4.01	(4.01)	6.91	(6.91)
Euro	5% movement	2.32	(2.32)	2.39	(2.39)
JPY	5% movement	0.17	(0.17)	0.17	(0.17)

## Exposure to interest rate risk

The following table demonstrates the sensitivity on the Company's profit before tax, to a reasonably possible change in interest rates on that portion of loans and borrowings affected, with all other variables held constant:

Changes in interest by 5%	As at 31 March 2019		As at 31 March 2018	
	Increase	Decrease	Increase	Decrease
On term loans	0.47	(0.47)	0.47	(0.47)
On cash credit limits	1.55	(1.55)	1.30	(1.30)

## D. Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The primary objective of the Company's Capital Management is to maximise the shareholder's value. Management also monitors the return on capital. The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowing and the advantages and security afforded by a sound capital position.

	As at 31 March 2019	As at 31 March 2018
Total liabilities	1,349.02	1,077.59
Less: cash and cash equivalents	4.97	13.64
<b>Adjusted net debt</b>	<b>1,344.05</b>	<b>1,063.95</b>
Total equity	241.21	419.68
<b>Adjusted net debt to equity ratio</b>	<b>5.57</b>	<b>2.54</b>

## 39. Related party disclosure

### a) Disclosure of related parties and relationship between the parties

Nature of relationship	Name of related party
i) Key Managerial Personnel	Mr. Om Prakash Lohia [Chairman and Managing Director ('CMD')]
	Mr. Vishal Lohia [Whole Time Director ('WTD')]
	Mrs. Urmila Lohia [Relative of CMD]
	Mr. Alope Lohia [Relative of CMD]
	Mrs. Ritika Kumar [Relative of CMD]
	Ms. Aruna Goenka [Relative of CMD]
	Mrs. Rimple Lohia [Relative of WTD]
	Mr. Ashok Kumar Ladha [Non-Executive Independent Director]
	Ms. Ranjana Agarwal [Non-Executive Independent Director]
	Mr. Suman Jyoti Khaitan [Non-Executive Independent Director]
	Mr. Arvind Pandalai [Non-Executive Independent Director]



# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

ii) Other group entities over which Key Management Personnel and their relatives are able to exercise significant influence (with whom transaction have taken place)	Indorama Petrochem Limited
iii) Enterprises having significant influence on the Company	Brookgrange Investments Limited Indorama Netherlands BV*

\* Subsequent to the year ended 31 March 2019 and pursuant to equity infusion, INBV controls the Company through management control and also appointed additional Key Management Personnel in the Company, refer note 14.

## b) Disclosure of transactions between the Company and its related parties

	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>a) Other group entities over which Key Management Personnel and their relatives are able to exercise significant influence</b>		
<b>Foreign currency fluctuations</b>		
Indorama Petrochem Limited	1.86	-
<b>b) Key Managerial Personnel</b>		
<b>Remuneration</b>		
Short-term employee benefits	5.82	4.95
Other long-term benefits	(0.27)	(0.23)
Post-employment defined benefit	(0.01)	0.03
	<b>5.54</b>	<b>4.75</b>
<b>Other transactions [Non-Executive Independent Director]</b>		
Rent income	0.14	0.14
	0.14	0.14
Director sitting fees	0.12	0.12
	<b>0.12</b>	<b>0.12</b>
<b>Interest accrued on optionally convertible debentures</b>		
Mr. Om Prakash Lohia	2.40	0.43
	<b>2.40</b>	<b>0.43</b>
<b>Endorsement of Keyman Insurance policy</b>		
Mr. Om Prakash Lohia*	7.31	-
	<b>7.31</b>	<b>-</b>

\*Pursuant to board resolution dated 14 February 2019, Company has accorded approval to assign the key man insurance policy in the favour of Mr. Om Prakash Lohia on 1 April 2019 and accordingly other financial assets pertaining to surrender value of such policy amounting to ₹7.31 crores has been derecognised during the year. The insurance company acknowledged the letter for assignment of policy on 1 April 2019.

<b>Personal guarantee given</b>		
Mr. Vishal Lohia and Mr. Om Prakash Lohia, jointly and severally	399.99	41.59

## c) Disclosure of related parties year end balances

	As at 31 March 2019	As at 31 March 2018
<b>a) Other group entities over which Key Management Personnel and their relatives are able to exercise significant influence</b>		
<b>Trade payables</b>		
Indorama Petrochem Limited	32.14	30.28
<b>b) Key managerial personnel</b>		
<b>Other financial liabilities (current)</b>		
<b>Interest payable on optionally convertible debentures</b>		
Mr. Om Prakash Lohia	1.07	0.43
<b>Employee related payables</b>		
Mr. Vishal Lohia	0.07	0.08
Mr. Om Prakash Lohia*	0.55	-
* ₹5,500,000 [31 March 2018: ₹18,381], amount in absolute rupees		
<b>Borrowings (current)</b>		
<b>Optionally convertible debentures</b>		
Mr. Om Prakash Lohia	20.00	20.00
<b>Provision for gratuity and leave encashment (based on actuarial valuation)</b>		
Employee Benefits	1.23	1.51

# Notes

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amounts in ₹ crores, unless stated otherwise)

## 40. Exceptional items

	For the year ended 31 March 2019	For the year ended 31 March 2018
Provisions of foreign trade policy	-	7.36
Provision for claims and other receivables*	67.84	-
Provision for expected credit loss	41.88	-
Provision for doubtful advances to vendors	2.40	-
Provision for non-moving inventory	3.07	-
	<b>115.19</b>	<b>7.36</b>

\*Provision for claims and other receivables includes provision for insurance claim and interest thereon. The Company had lodged claims with its insurance companies for loss of certain assets and loss suffered due to business interruptions under the loss of profit policy relating to a fire incident in the plant in 2007-08. The matter was under dispute with the Insurance Company over the claim amount with the Hon'ble Division Bench of the Delhi High Court. During the current year, Company has received an unfavourable order from the Hon'ble Division Bench of the Delhi High Court. The insurance claim recoverable and interest thereon has been written off in the financial statements and shown as exceptional item.

41. The Company was facing working capital issues and was not able to operate the plant at full capacity. Due to financial issues, funds were being raised at a very high interest rate. Pursuant to the decision of the Board of Directors and Shareholders to raise additional equity to the extent ₹360.72 crores by way of preferential allotment, the Company has received ₹61.92 crores from Siam Stock Holdings Limited in February 2019 and ₹298.80 crores from Indorama Netherlands BV ('INBV') in April 2019 at an issue price of ₹36 per share (including premium of ₹26 per share). With the infusion of additional capital, Company has prepared a detailed business plan which indicates that profitability and cash flows will improve significantly in coming years. Management has improved the plant utilization, started getting working capital facilities from banks and others at lower cost. With improved position, the Company is also able to procure material at lower prices. Management believes that additional equity infusion along with various other steps taken by the Company including debt financing, focused reduction/control of inventory and receivables and overall cost control will facilitate turnaround of the Company's financial position.

This is the summary of significant accounting policies and other explanatory information referred to in our report of even date

For **Walker Chandio & Co LLP**  
Chartered Accountants

**Sandeep Mehta**  
Partner  
Membership No.: 099410

Place: Gurugram  
Date: 15 May 2019

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

**Om Prakash Lohia**  
Chairman and Managing Director  
DIN Number: 00206807

**M N Sudhindra Rao**  
Executive Director and Chief Executive Officer  
DIN Number: 01820347

**Jayantk Sood**  
Company Secretary  
ICSI Membership No.: FCS4482

Place: Gurugram  
Date: 15 May 2019

**Ashok Kumar Ladha**  
Director  
DIN Number: 00089360

**Umesh Kumar Agrawal**  
Chief Commercial and Financial Officer  
ICAI Membership No.: 055210

**Susheel Kumar Mehrotra**  
Chief Financial Officer  
ICAI Membership No.: 085483





# MARKETING OFFICES

## **Bhilwara**

Shop No. G1  
Nakoda Textile Tower,  
Trilok Marg - Gandhinagar,  
Bhilwara-311001,  
Rajasthan, India  
Tel: 01482-248576  
Telefax: 01482-248733

## **Coimbatore**

T5A, 3rd Floor,  
Manchester Square,  
Puliya Kulam  
Coimbatore-641037,  
Tamil Nadu, India  
Tel:0422-2220456  
Fax:0422-2220658

## **Erode**

37/3, 'G Tower',  
Perundurai Road,  
Erode-638011,  
Tamil Nadu, India  
Telefax: 0424-2240847

## **Gurgaon**

20th Floor, DLF Square,  
DLF Phase-II,  
NH-8, Gurgaon-122 002,  
Haryana, India  
Tel: 0124-499 7000  
Fax: 0124-499 7070

## **Kolkata**

33/1, Mahaymaya Apartment  
Naskarpara Lane, 1st Floor,  
Flat no. – 1C, Post – Botanic Garden  
Dist. Howrah, Pincode – 711103  
Tel: 8420062011

## **Ludhiana**

B-XIX-122/2, 4th Floor, Golden Plaza,  
The Mall Road,  
Ludhiana-141 001,  
Punjab, India  
Tel: 0161-2442752 / 5045068

## **Madurai**

No. 102/4G/ Kameshwara  
Apartment-C, Sathya Sai Nagar,  
Main Road, Madurai-625003,  
Tamil Nadu

## **Mumbai**

The Metropolitan, 6th Floor,  
Bandra Kurla Complex, Bandra (East),  
Mumbai-400 051,  
Maharashtra, India  
Tel: 022-26571234  
Fax: 022-26571222

## **Silvassa**

H. No. – 11/9, Sapphire (2&3) 1st Floor,  
Gururupa Business Centre, Opp.  
Kotak Mahindra Bank, Vapi Main Road,  
Amli,  
Silvassa-396230,  
UT of Dadra & Nagar Haveli, India Tel:  
0260-2643416/17, 2644519

## **Surat**

205, Trividh Chambers,  
Opp. Fire Brigade Station,  
Ring Road,  
Surat-395 002,  
Gujarat, India  
Tel: 0261-2340448 / 2350701

# MANUFACTURING COMPLEX

A-31, MIDC Industrial Area, Butibori,  
Nagpur – 441122, Maharashtra, India.  
Tel: 07104 - 663 000/01,  
Fax: 07104 - 663 200

**INDO RAMA**  
**Synthetics (India) Limited**

**Corporate Office**

20th Floor, DLF Square, DLF Phase II, NH 8, Gurgaon - 122002,  
Haryana, India. Tel.: 91 124 4997000, Fax: 91 124 4997070  
E-mail: corp@indorama-ind.com

**Registered Office**

A-31, MIDC Industrial Area, Butibori, Nagpur - 441122,  
Maharashtra, India. Tel: 91 7104 663 000/01, Fax: 91 7104 663200

CIN: L17124MH1986PLC166615

[www.indoramaindia.com](http://www.indoramaindia.com)