

IRSL:STEXCH:2018-19:  
15<sup>th</sup> February 2019

National Stock Exchange of India Limited  
Exchange Plaza, 5th 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**

## Indo Rama Synthetics (India) Limited

**Sub.: Disclosure of Voting Results of Postal Ballot pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sirs,

In continuation to our earlier letter dated 17<sup>th</sup> January 2019 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosing therewith Postal Ballot Notice along with the explanatory statement seeking the consent of the members by way of Ordinary/Special Resolutions, through Postal Ballot / e-Voting with respect to the following items of businesses:

- Approval to increase in the Authorised Share Capital of the Company from existing Rs.235,10,00,000/- to Rs.275,00,00,000/-, as Ordinary Resolution;
- Approval for issuance of Equity Shares of the Company to the Promoter Group by way of preferential basis, as Special Resolution; and
- Approval for issuance of Equity Shares of the Company to Non-Promoter by way of preferential basis, as Special Resolution.

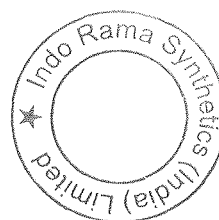
In this connection, we would like to inform you that Ordinary/Special Resolutions mentioned in the aforesaid Postal Ballot Notice have been duly passed by the members of the Company by requisite majority and the Voting Results in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizer's Report on the voting process conducted for the Postal Ballot is attached herewith.

The above is for your kind information and record.

Thanking you.

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

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



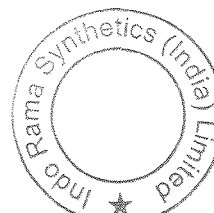
Encl.: As above.

INDO RAMA SYNTHETICS (INDIA) LTD.

## Results of Postal Ballot

Details of Postal Ballot and e-voting Results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:

Date of declaration of result of Postal Ballot		15.02.2019						
Total number of shareholders on Cut-off Date (i.e., 11.01.2019)		19,069						
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:		NA						
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:		NA						
Resolution No. 01	Ordinary Resolution: Increase in the Authorised Share Capital of the Company from existing Rs. 235,10,00,000/- to Rs. 275,00,00,000/-.							
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	11,26,76,920	11,26,76,920	100.0000	11,26,76,920	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0	0
	<b>Total</b>		<b>11,26,76,920</b>	<b>100.0000</b>	<b>11,26,76,920</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	1,80,88,740	0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-voting	3,01,47,491	92,18,518	30.5781	92,17,806	712	99.9923	0.0077
	Postal Ballot		84	0.0003	84	0	100.0000	0.0000
	<b>Total</b>		<b>92,18,602</b>	<b>30.5783</b>	<b>92,17,890</b>	<b>712</b>	<b>99.9923</b>	<b>0.0077</b>
<b>Total</b>		<b>16,09,13,151</b>	<b>12,18,95,522</b>	<b>75.7524</b>	<b>12,18,94,810</b>	<b>712</b>	<b>99.9994</b>	<b>0.0006</b>

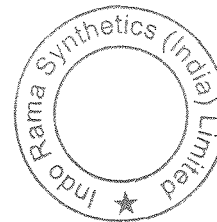


For Indo Rama Synthetics (I) Ltd.

Chairman & Managing Director

Resolution No. 02		Special Resolution: Issuance of Equity Shares of the Company to the Promoter Group by way of preferential basis.						
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution							YES	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	11,26,76,920	7,29,66,455	64.7572	7,29,66,455	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0	0
	<b>Total</b>		<b>7,29,66,455</b>	<b>64.7572</b>	<b>7,29,66,455</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	1,80,88,740	0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-voting	3,01,47,491	92,18,518	30.5781	92,14,001	4,517	99.9510	0.0490
	Postal Ballot		84	0.0003	84	0	100.0000	0.0000
	<b>Total</b>		<b>92,18,602</b>	<b>30.5783</b>	<b>92,14,085</b>	<b>4,517</b>	<b>99.9510</b>	<b>0.0490</b>
<b>Total</b>		<b>16,09,13,151</b>	<b>8,21,85,057</b>	<b>51.0742</b>	<b>8,21,80,540</b>	<b>4,517</b>	<b>99.9945</b>	<b>0.0055</b>

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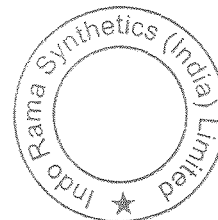


For Indo Rama Synthetics (I) Ltd.

Chairman & Managing Director

Resolution No. 03		Special Resolution: Issuance of Equity Shares of the Company to Non-Promoter by way of preferential basis.						
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	11,26,76,920	11,26,76,920	100.0000	11,26,76,920	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0	0
	<b>Total</b>		<b>11,26,76,920</b>	<b>100.0000</b>	<b>11,26,76,920</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	1,80,88,740	0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-voting	3,01,47,491	92,18,518	30.5781	92,14,391	4,127	99.9552	0.0448
	Postal Ballot		84	0.0003	0	84	0.0000	100.0000
	<b>Total</b>		<b>92,18,602</b>	<b>30.5783</b>	<b>92,14,391</b>	<b>4,211</b>	<b>99.9543</b>	<b>0.0457</b>
<b>Total</b>		<b>16,09,13,151</b>	<b>12,18,95,522</b>	<b>75.7524</b>	<b>12,18,91,311</b>	<b>4,211</b>	<b>99.9965</b>	<b>0.0035</b>

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For Indo Rama Synthetics (I) Ltd.

Chairman & Managing Director

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : contact@cssanjaygrover.in

website : www.cssanjaygrover.in

### Scrutinizer Report

To,

The Chairman

**INDO RAMA SYNTHETICS (INDIA) LIMITED**

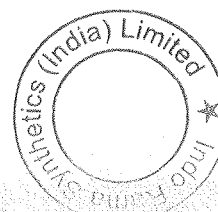
CIN: L17124MH1986PLC166615

31-A, MIDC Industrial Area,

Butibori, Nagpur- 441122, Maharashtra

Dear Sir,

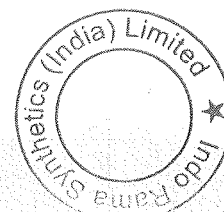
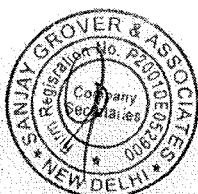
I, Sanjay Grover, Managing Partner of M/s. Sanjay Grover & Associates, Practicing Company Secretaries firm having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of **INDO RAMA SYNTHETICS (INDIA) LIMITED** ('the Company') in their meeting held on January 15, 2019 for the purpose of scrutinizing the e-voting process and postal ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in respect of the following resolution as mentioned in the Notice of Postal Ballot dated January 15, 2019:



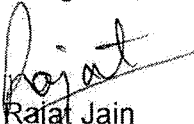

S. No.	Type of Resolution	Particulars
1.	Ordinary Resolution	To increase in the Authorised Share Capital of the Company from existing Rs. 235,10,00,000/- to Rs. 275,00,00,000/-
2.	Special Resolution	Issuance of Equity Shares of the Company to the Promoter Group by way of preferential basis
3.	Special Resolution	Issuance of Equity Shares of the Company to Non-Promoter by way of preferential basis

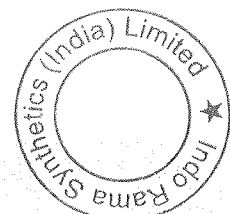
I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notice(s) and form(s) along with all requisite documents on January 15, 2019 to its Members, whose names appeared in the Register of Members as on Friday, January 11, 2019 ("cut-off date") in the following manner:
  - a) through e-mail to the members whose e-mail addresses were registered with the Company/ Registrar and Transfer Agent; and
  - b) through physical mode, along with a self-addressed postage prepaid business reply envelope to the other members (whose e-mail addresses were not registered with the Company/ the Registrar and Transfer Agent).
2. The Company published an advertisement regarding dispatch of Postal Ballot forms, notice etc., in English language "The Indian Express" and in Marathi language "Loksatta" on Friday, January 18, 2019.
3. The Members of the Company holding shares as on Friday, January 11, 2019 were entitled to vote on the resolution as contained in the Notice and had an option to vote either through the postal ballot form(s) or through the e-voting facility. Members who opted for e-voting facility have cast their votes on the designated website of



National Security Depository Limited ("NSDL") e-voting platform viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

4. The postal ballot form(s) received by post/ courier/ by hand were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot form(s). The e-voting was maintained by NSDL in electronic registry.
5. The electronic voting process was monitored by me through the scrutinizer's secured link provided by NSDL on its designated website i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
6. The e-voting was unblocked on Thursday, February 14, 2019 after 05:00 P.M. in the presence of two witnesses, Mr. Rajat Jain and Ms. Daljeet Kaur who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:  
  
Rajat Jain  
  
Daljeet Kaur
7. The particulars of all postal ballot form(s) received from the members as well as e-voting report generated from electronic registry of NSDL have been entered in a separate Register maintained for that purpose.
8. All postal ballot form(s) received and e-votes cast up to 05:00 P.M. on Thursday, February 14, 2019, i.e., the last date and time fixed by the Company for voting through postal ballot form(s) or e-voting, were considered and none of the envelopes received after that were considered for the purpose of this report.
9. The postal ballot form(s) and e-voting were matched with the Register of members of the Company as on Friday, January 11, 2019 as provided by the Registrar and Share Transfer Agent ('RTA') of the Company.



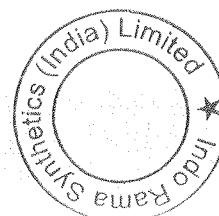
10. The postal ballot form(s), which were incomplete or which were otherwise found defective or where signature of any shareholder did not match with records or where signature of any member was not found in the records maintained by Registrar & Share Transfer Agent of the Company, have been treated as invalid and were kept separately.
11. There were 98 (Ninety Eight) envelopes containing Postal Ballot form(s)/ Notice(s) which were returned undelivered.
12. The total issued and paid-up Equity Share Capital of the Company as on Friday, January 11, 2019 was Rs. 160,91,31,510/- (Rupees One Hundred Sixty Crores Ninety One Lakhs Thirty One Thousand Five Hundred Ten only) divided into 16,09,13,151 (Sixteen Crores Nine Lakhs Thirteen Thousand One Hundred Fifty One ) equity Shares of Rs. 10/- (Rupees Ten only) each.
13. A consolidated summary of the postal ballots/ e-voting are as under:

**Resolution No. 1- To increase in the Authorised Share Capital of the Company  
from existing Rs. 235,10,00,000/- to Rs. 275,00,00,000/- :**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	12,18,94,726	84	12,18,94,810	100
Dissent	712	0	712	0
Total	12,18,95,438	84	12,18,95,522	100

Therefore, the above-mentioned Ordinary Resolution has been passed with requisite majority.

The detailed break up of voting through e-voting and postal ballot form(s) in respect of the above Resolution is attached to this report and marked as 'Annexure A'





**Resolution No. 2- Issuance of Equity Shares of the Company to the Promoter Group by way of preferential basis:**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	8,21,80,456	84	8,21,80,540	99.99
Dissent	4,517	0	4,517	0.01
Total	8,21,84,973	84	82,18,50,57	100

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

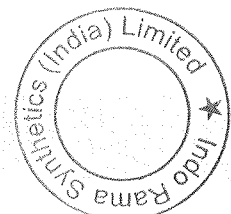
The detailed break up of voting through e-voting and postal ballot form(s) in respect of the above Resolution is attached to this report and marked as 'Annexure B'

**Resolution No. 3- Issuance of Equity Shares of the Company to Non-Promoter by way of preferential basis:**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	12,18,91,311	0	12,18,91,311	100
Dissent	4,127	84	4,211	0
Total	12,18,95,438	84	12,18,95,522	100

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

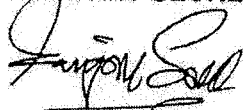
The detailed break up of voting through e-voting and postal ballot form(s) in respect of the above Resolution is attached to this report and marked as 'Annexure C'



14. The resolution shall be deemed to have been passed on Thursday, February 14, 2019, being the last date of receipt of Postal Ballot forms from the shareholders of the Company.
15. I will hand over the postal ballot forms and other related papers/ registers and records to the Company after signing of minutes by the Chairman of the Company.
16. You may accordingly declare the result of the voting by Postal Ballot/ e-voting.

Thanking You,

FOR SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES



Sanjay Grover  
Scrutinizer  
C.P. No.:3850

Date : February 15, 2019  
Place : Hyderabad

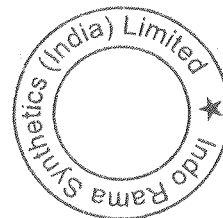


COUNTERSIGNED BY

For Indo Rama Synthetics (I) Ltd.



Chairman & Managing Director

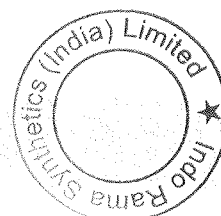


## Annexure-A

A detailed summary of the voting through e-voting and postal ballot result is given herein below:

<b>A1. VOTING THROUGH E-VOTING:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	68	12,18,95,438	1,21,89,54,380
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	68	12,18,95,438	1,21,89,54,380
d) Votes with assent for the resolution	64	12,18,94,726	1,21,89,47,260
e) Votes with dissent for the resolution	4	712	7,120

<b>A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	1	84	840
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	1	84	840
d) Votes with assent for the resolution	1	84	840
e) Votes with dissent for the resolution	0	0	0

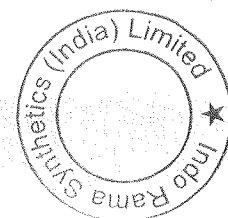


**Annexure-B**

A detailed summary of the voting through e-voting and postal ballot result is given herein below:

<b>B1. VOTING THROUGH E-VOTING:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	64	8,21,84,973	82,18,49,730
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	64	8,21,84,973	82,18,49,730
d) Votes with assent for the resolution	57	8,21,80,456	82,18,04,560
e) Votes with dissent for the resolution	7	4,517	45,170

<b>B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	1	84	840
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	1	84	840
d) Votes with assent for the resolution	1	84	840
e) Votes with dissent for the resolution	0	0	0



### Annexure-C

A detailed summary of the voting through e-voting and postal ballot result is given herein below:

<b>C1. VOTING THROUGH E-VOTING:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	68	12,18,95,438	1,21,89,54,380
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	68	12,18,95,438	1,21,89,54,380
d) Votes with assent for the resolution	60	12,18,91,311	1,21,89,13,110
e) Votes with dissent for the resolution	8	4,127	41,270

<b>C2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	1	84	840
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	1	84	840
d) Votes with assent for the resolution	0	0	0
e) Votes with dissent for the resolution	1	84	840

