

IRSL:STEXCH:2021-22:
February 24, 2022

Corporate Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051.
Thru.: **NEAPS**
Stock Code NSE: **INDORAMA**

Corporate Relations Department
BSE Limited
Floor 25, P. J. Towers,
Dalal Street,
Mumbai - 400 001.
Thru.: **BSE Listing Centre**
Stock Code BSE: **500207**

ISIN: INE156A01020

Indo Rama Synthetics (India) Limited - CIN L17124MH1986PLC166615

Sub.: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir,

This is in continuation to our earlier letter dated February 17, 2022 and pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 30 of SEBI Listing Regulations, this is to inform that the Postal Ballot Notice, copy enclosed for reference, is being sent through e-mail to the Members of the Company, today, i.e., February 24, 2022, whose e-mail ID's are registered with Depository and/or Company's Registrar and Share Transfer Agent, as on cut-off date, i.e., February 18, 2022, for seeking their approval by way of postal ballot through electronic means only.

The Company has engaged the services of National Securities Depositories Limited for the purpose of providing e-voting facility to its Members.

Further, kindly note the schedule of events for Postal Ballot/E-voting are as under:

Sl. No.	Activity	Date
01	E-voting Commencement date and time	Friday, February 25, 2022 (9:00 AM IST)
02	E-voting end date and time	Saturday, March 26, 2022 (5:00 PM IST)
03	Scrutinizer Report & Declaration of Results	On or before Monday, March 28, 2022

Soft copy of the said Postal Ballot Notice can also be accessed at the Company's website at www.indormaindia.com.

You are requested to kindly take the same on record.

Thanking you.

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

Pawan Kumar Thakur

Pawan Kumar Thakur
Company Secretary and Compliance Officer



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 • Website : www.indormaindia.com

CIN : L17124MH1986PLC166615

INDO RAMA SYNTHETICS (INDIA) LIMITED

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

POSTAL BALLOT NOTICE

[Notice pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 110 and 108 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), Secretarial Standard on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA") vide general Circulars No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by MCA (hereinafter collectively referred to as "MCA Circulars") and any other applicable laws and regulations, the following items of special business are proposed to be passed by the Members of Indo Rama Synthetics (India) Limited (the "Company") through Postal Ballot via remote electronic voting ("e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. Members are requested to cast their vote through the e-voting process not later than 5:00 PM IST on Saturday, March 26, 2022, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the member.

SPECIAL BUSINESS

ITEM NO. 01:

APPOINTMENT OF MR. DHARMPAL AGARWAL, (DIN:00084105), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit to pass the following resolution as a **Special Resolution**.

"RESOLVED THAT in accordance with, the provisions of sections 149, 150 and 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') and Rules made thereunder, read with schedule IV of the Act and Regulation 16 (1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dharmपाल Agarwal, (DIN: 00084105), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from November 25, 2021, pursuant to section 161 of the Act and Article

158 of the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of independence as provided under the Act and the Listing regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from November 25, 2021 to November 24, 2026.”

ITEM NO. 02:

RE-APPOINTMENT OF MR. VISHAL LOHIA AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR FURTHER PERIOD OF THREE (3) YEARS COMMENCING FROM APRIL 1, 2022 TO MARCH 31, 2025:

To consider and, if thought fit to pass the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, permissions and sanctions as may be required, consent of the Members of the Company, be and is hereby accorded to the re-appointment of Mr. Vishal Lohia, (DIN 00206458), as Whole-time Director of the Company, for a further period of 3 (three) years, with effect from April 1, 2022 to March 31, 2025, upon terms and conditions including the terms of remuneration as approved by the Nomination and Remuneration Committee and by the Board of Directors at their respective Meetings held on February 10, 2022, set out in the Explanatory Statement under Section 102 of the Act, annexed to the Notice convening this meeting and also contained in the Agreement entered into between the Company and Mr. Vishal Lohia, with liberty to the Board of Directors (the “Board” which terms shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary such terms and conditions of the said re-appointment and/or remuneration and/or agreement, in such manner as may be agreed between the Board and Mr. Vishal Lohia, provided that such alteration/variation/modification/amendment is in conformity with the applicable provisions of the Companies Act, 2013, as amended from time to time;

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

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

ITEM NO. 03:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) BY WAY OF RATIFICATION ENTERED WITH INDORAMA PETROCHEM LIMITED, THAILAND:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rules made thereunder, including the Companies (Meetings of Board and its Powers) Rules, 2014 and any statutory modification(s) or re-enactments thereof for the time being in force and pursuant to provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and such other approvals, permissions and sanctions as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the Company (the “Board”) by way of ratification for the following material related party transaction(s), whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/arrangement/transactions including transactions to be executed till March 31, 2022 with Indorama Petrochem Limited, Thailand, a related party of the Company within the meaning of Section 2(76) of the Act and Regulations 2(1)(zb) of the Listing Regulations, which exceeded 10% of the audited annual consolidated turnover of the Company, i.e., financial year ended March 31, 2021:

Type, material terms and particulars of proposed transaction	Name of Related Party and its relationship with the listed entity or its subsidiary	Tenure of the proposed transaction	Value of proposed transaction	The percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	Justification as to why the RPT is in the interest of the listed entity	A copy of the valuation or other external party report, if any such report has been relied upon
Purchase of Purified Terephthalic Acid (“PTA”)	Indorama Petrochem Limited, Thailand, a Group Company of Indorama Ventures Public Company Limited, a Promoter Group Company	Financial Year 2021-22	INR 500 Crores	INR 204.29 Crores (10% of INR 2042.89 Crores)	To support availability of prime raw material for desired production levels supplementing non-availability of domestic PTA adequately.	Not applicable. Since transaction has been carried out at Arm’s length basis and is also in the ordinary course of business of the Company

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

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

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

Registered Office:

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

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

Pawan Kumar Thakur
Company Secretary and Compliance Officer
(FCS No. 6474)

Place: Gurugram

Date: February 10, 2022

Notes and Instructions:

- 1) The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for proposed resolutions are annexed hereto.
- 2) In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special/Ordinary Resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (e-voting).
- 3) The Board of Directors of the Company has appointed CS Jaya Yadav, Jaya Yadav & Associates, (FCS 10822, CP 12070), Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
- 4) The Scrutinizer will after conclusion of e-voting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit their report to the Chairman of the Company and/or the Company Secretary and Compliance Officer duly authorized by him and shall declare/announce the result of the Postal Ballot on or before March 28, 2022. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final and binding. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website at www.indoramaindia.com as well as on the website of NSDL at www.evoting.nsdl.com and shall also be communicated/forwarded to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- 5) All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investor-relations@indorama-ind.com.
- 6) Mr. Pawan Kumar Thakur, Company Secretary and Compliance Officer of the Company is the officer authorised to ensure smooth conduct of the e-Voting.

- 7) In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

Therefore, Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant(s) (DPs) and who wish to receive the Postal Ballot Notice and all other communications from time to time, can get their email addresses registered by the steps given under “General Guidelines for Shareholders”.

- 8) Any member who did not receive the Postal Ballot Notice may either send an email to the Company at investor-relations@indorama-ind.com or write to RTA's email address at helpdeskdelhi@mcsregistrars.com.
- 9) The instructions for remote e-voting are as under:
- i) In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its members
 - ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, February 18, 2022 (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
 - iii) The remote e-voting period commences from 9:00 AM IST on Friday, February 25, 2022, and ends at 5:00 PM IST on Saturday, March 26, 2022. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently.
 - iv) The Resolution, as set out in the Postal Ballot Notice, if passed by requisite majority of the members, will be deemed to have been passed on the last date of e-voting, i.e., Saturday, March 26, 2022 and shall be deemed to have been passed as if they have been passed at a General Meeting of the members.
 - v) The details of the process and manner for remote e-voting are explained herein below:





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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL, Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider, i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider, i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e., NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices, i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e., Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if Folio number is 001*** and EVEN is 119365 then user ID is 119365001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer by e-mail to jayayadav@whitespan.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor-relations@indorama-ind.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor-relations@indorama-ind.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

ITEM NO. 01

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Dharmपाल Agarwal (Non-Executive Independent Director) (DIN: 00084105) aged about 72 years as an Additional Director (Independent Director) of the Company, with effect from November 25, 2021, under Sections 149, 150 and 152 of the Companies Act, 2013 and Articles 158 of the Articles of Association of the Company.

Pursuant to amendment (effective from January 1, 2022) to Regulations 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment whichever is earlier.

The aforesaid amended provisions of newly inserted regulation 17(1C) shall be applicable for the appointment on or after January 01, 2022.

Mr. Dharmपाल Agarwal is eligible to be appointed as an Independent Director for a term of five (5) consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from him signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of Independence from him.

In the opinion of the Board, Mr. Dharmपाल Agarwal fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act a Director.

Brief resume of Mr. Dharmपाल Agarwal, nature of his expertise in functional areas and names of listed companies in which he holds Directorships and Memberships/Chairmanships of the Board Committees, along with listed companies from which he has resigned in the past three years, shareholding including as beneficial owner and relationships between Directors *inter-se* and skills and capabilities required for the role and manner in which he meets such requirements as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Annexure I of the Notice.

A copy of the Letter of Appointment for Independent Director is available for inspection through electronic mode. The Board considers that his association would be of immense benefits to the Company, and it is desirable to avail services of Mr. Dharmपाल Agarwal as an Independent Director.

The Board recommends passing of the Special Resolution set out in Item No.01 of this Notice.

Except Mr. Dharmपाल Agarwal, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of their respective shareholding, if any, in the Company as set out in notice.

ITEM NO. 02

Pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the Members of the Company had approved in its Annual General Meeting held on July 26, 2019, re-appointment and Remuneration of Mr. Vishal Lohia, (DIN 00206458), whole-time Director of the Company, for a period of 3 (three) years, from April 1, 2019 to March 31, 2022.

The existing tenure of Mr. Vishal Lohia as Whole-time Director of the Company is expiring on March 31, 2022. The Board of Directors at their Meeting held on February 10, 2022 has re-appointed Mr. Vishal Lohia as Whole-time Director pursuant to provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Act, read with Rules and Schedule V of the Act and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, and subject to approval of the Members for a further period of 3 (three) years with effect from April 1, 2022 to March 31, 2025, on the terms and conditions including remuneration as recommended by Nomination and Remuneration Committee and as set out in the Agreement entered into between the Company and Mr. Vishal Lohia.

Mr. Vishal Lohia (DIN 00206458) is one of the Promoter and Whole-time Director of the Company. Mr. Vishal Lohia, aged about 44 years holds a bachelor's degree in Finance and Economics from Bryant College, Rhode Island, USA.

He was initially appointed as Whole-time Director with effect from June 28, 2002 and held office upto October 20, 2004. He was again appointed as Whole-time Director on April 1, 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 20 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.

Brief resume of Mr. Vishal Lohia, nature of his expertise in functional areas and names of listed companies in which he holds Directorships and Memberships/Chairmanships of the Board Committees, along with listed companies from which he has resigned in the past three years, shareholding and relationships between Directors *inter-se* as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Annexure I of the Notice.

As recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent of the Members be and is hereby sought to re-appoint Mr. Vishal Lohia, as Whole-time Director of the Company, together with payment of remuneration, for a further period of 3 (three) years, commencing from April 1, 2022 to March 31, 2025, by way of salary, commission and perquisites and terms of appointment, as set out hereunder:

1. Salary : ₹6,75,000/- per month;
2. Allowance and other Payments: Mr. Vishal Lohia shall be entitled to the following allowance and other payments:
 - (i) House Rent Allowance/Lease Rent Payment: ₹11,20,000/- per month;
 - (ii) Special Allowance: ₹3,00,000/- per month;
 - (iii) Expenses pertaining to Gas, Electricity, Water, furnishings and other utilities including repairs will be borne / reimbursed by the Company on actual subject to a maximum of ₹1,64,433/- per month or ₹19,73,196/- in one year;
 - (iv) Personal Accident Insurance: Premium not to exceed ₹27,000/- per annum;
 - (v) Club Fees: Fees in respect of two Clubs will be ₹27,000/- per annum;
 - (vi) Hospitalisation benefit: As per the Rules of the Company;
 - (vii) Conveyance: Use of the Company's maintained car(s) with driver(s);
 - (viii) Telephone: Telephone, Cell Phone and PC at residence;

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

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

3. In addition to the allowances and 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 as per the Payment of Gratuity Act, 1972;
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 his employment 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 provisions of sections 197, 198 and other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof read with schedule V to the Act and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, if any, or such other approvals as may be required.

Approval of the Members are being sought by way of Special Resolution for approving the re-appointment of Mr. Vishal Lohia, aged about 44 years, for further 3 (three) years, with effect from April 1, 2022 to March 31, 2025.

A copy of an Agreement entered into by the Company with Mr. Vishal Lohia, Whole-time Director of the Company, is available for inspection through electronic mode, basis the request being sent on investor-relations@indorama-ind.com.

This may also be treated as an abstract of the terms and conditions of the Agreement between the Company and Mr. Vishal Lohia and Memorandum of interest pursuant to Section 190 of the Act.

Mr. Vishal Lohia being Whole-time Director of the Company, liable to retire by rotation, in terms of the Articles of Association of the Company.

None of the Directors except Mr. Vishal Lohia himself and Mr. Om Prakash Lohia, who is father of Mr. Vishal Lohia and their relatives (to the extent of their shareholding in the Company, if any) and Key Managerial personnel of the Company or their respective relative is concerned or interested financially or otherwise, in the Resolution.

The Board of Directors of the Company recommend passing of the Special Resolution as set out at Item No. 02 of the Notice.

The other information as required under Section II of Part II of Schedule II of the Act are given below:

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

I. General Information:

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

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

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

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

Not Applicable

4. **Financial performance based on given indicators: As per the Audited Financial Results (Standalone) for the year ended March 31, 2021:**

(INR in Crores)

Net Sales, Operating and Other Income	2,043.59
Profit before Interest, Depreciation and amortisation and Tax (EBIDTA)	113.30
Interest (Finance Cost)	65.92
Profit before Depreciation and amortisation, Foreign Exchange fluctuation, Exceptional item and Tax (PBDT)	47.38
Depreciation and amortisation	33.78
Profit after Tax (PAT)	112.78

5. **Export performance and net foreign exchange earned for the year ended March 31, 2021:**

FOB value of Exports	411.01
Other	-
Total	411.01

6. **Foreign Investment or Collaboration, if any:**

Nil

II. Information about appointee:

1. Background details:

Mr. Vishal Lohia (DIN 00206458) is one of the Promoter and Whole-time Director of the Company. Mr. Vishal Lohia, aged about 44 years holds a bachelor's degree in Finance and Economics from Bryant College, Rhode Island, USA.

He was appointed as Whole-time Director with effect from June 28, 2002 and held office unto October 20, 2004. He was again appointed as Whole-time Director on April 1, 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 20 years of experience in the various Industry forums taking up the cause and concerns of Polyester Industry on economic and trade issues. He is a young and dynamic visionary and has been instrumental in the recent foray of Indo Rama into the textiles sector

2. Past Remuneration:

Financial Year	Amount including Retiral Benefits (INR in Crores)
2017-18	2.48
2018-19	2.48
2019-20	2.48

3. Recognition or Award:

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

4. Job Profile and his Suitability:

The Company has polyester capacity of 610,050 tons per annum and further expansion Capex Plan under pipeline in the Company and its wholly owned subsidiary(s) to diversify the product portfolio of the Company at a single location at Butibori, Nagpur. Thus, increased responsibilities of the Managerial personnel made it necessary to require foresightedness and expertise of Mr. Vishal Lohia to provide greater assistance to the Management Team.

In consideration of the performance of his duties as the Whole-time Director, the Nomination and Remuneration Committee of the Company approved the re-appointment and remuneration payable to Mr. Vishal Lohia as Whole-time Director, for a further period of 3 (three) years, commencing from April 1, 2022 to March 31, 2025, under the provisions of Section 197 and Schedule V of the Companies Act, 2013, which has also been approved by the Board of Directors of the Company in their meeting held on February 10, 2022.

5. Remuneration Proposed: As stated in the Explanatory Statement (Item No. 02 of the Notice).

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

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

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

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

III. Other Information:

1. Reasons of loss or inadequate profits:

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

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

With Strong technical, financial and operational support with management control by Indorama Ventures Public Company Limited (IVL), a world leader in Fibre segment, the performance 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 statements, the Company has recorded total Income of INR 2,043.59 Crores against INR 2,127.94 Crores in the previous year. The operational Earnings before Depreciation, Interest and Taxation (EBIDTA) is at INR 113.30 Crores as against INR 0.66 Crores last year. The Company has reported a Net Profit of INR 112.78 Crores as against Net Loss of INR 316.10 Crores in the previous year. With higher capacity utilization, market penetration and product quality betterment, the Company is on the growth path to have a regular sustainable Net Profit.

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

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

IV. Disclosures:

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

ITEM NO. 03

Your Company is engaged in the business of manufacture of polyester staple fibre, polyester filament yarns, Draw Texturized Yarn, Fully Drawn Yarn and Polyester Chips. Indorama Petrochem Limited, Thailand, is a related party, engaged in the manufacture of PTA. Your Company purchases PTA from Indorama Petrochem Limited, Thailand, to supplement its prime raw material requirement of PTA that is not available in adequate quantity domestically.

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

The Board of Directors at its meeting held on May 19, 2021, on the recommendation of Audit Committee had approved purchase of PTA from related party, i.e., Indorama Petrochem Limited, Thailand, for INR 500 Crores, for the financial year 2021-22.

It was observed that till December 2021, transaction value of the Contracts/arrangements in relation to purchase of PTA from Indorama Petrochem Limited, Thailand, was to the tune of INR 234.46 Crores, which is more than 10% of the audited annual consolidated turnover of the Company, for the previous financial year 2020-21. We envisage further purchase of PTA considering the present business volumes in Q4 2022 in line with the Board approval for the financial year 2021-22 as above. Therefore, it is proposed that the approval of the Members be obtained by way of ratification for related party transactions for purchase of PTA up to INR 500 Crores for the Financial Year 2021-22,

As per the provisions of Section 188(3) of the Companies Act, 2013, related party transactions need to be ratified by the Members within three months from the date it exceeds 10% of the audited annual consolidated turnover of the previous financial year of the Company. The contract/arrangement exceeded the limit of 10% of the audited annual consolidated turnover of the Company, for the previous financial year 2020-21 on December 29, 2021 are thus it is well within the limit of three (3) months.

Pursuant to Rule 15 of the Companies (Meetings of Board and its powers) Rules 2014 as amended till date, particulars of the transaction, etc., are as under:

Sl. No.	Description	Details
(a)	The Name of the Related Party and Nature of Relationship	Indorama Petrochem Limited, Thailand, a Group Company of Indorama Ventures Public Company Limited, a Promoter Group Company.
(b)	The nature, duration of the contract and particulars of the contract or arrangement	The transaction involves purchase of PTA, during the financial year 2021-22.
(c)	The material terms of the contract or arrangement including the value, if any	Purchase of PTA for INR 500 Crores from Indorama Petrochem Limited, Thailand.
(d)	Any advance paid or received for the contract or arrangement, if any	Nil
(e)	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	At arms' length basis and it is also in the ordinary course of business.

(f)	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
(g)	Any other information relevant or important for the Board to take a decision on the proposed transaction	All the relevant information forms part of the statement setting out materials facts pursuant to section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

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

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

None of the Directors except Mr. Vishal Lohia himself and Mr. Om Prakash Lohia, and their relatives (to the extent of their shareholding in the Company, if any) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested financially or otherwise, in the Resolution.

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

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

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

Pawan Kumar Thakur
Company Secretary and Compliance Officer
(FCS No. 6474)

Place: Gurugram
Date: February 10, 2022

ANNEXURE - I TO THE NOTICE OF POSTAL BALLOT

Detail of Directors seeking appointment/re-appointment:

In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2).

1. Mr. Dharpal Agarwal, Non-Executive Independent Director:

Name of Director	Mr. Dharpal Agarwal
Father's Name	Shri Prabhu Dayal Agarwal
Directors Identification Number (DIN)	00084105
Age and Date of Birth	72, August 24, 1950
Date of First Appointment	November 25, 2021
Experience/expertise in specific functional area	Mr. Dharpal Agarwal is the Chairman and Managing Director of Transport Corporation of India Limited. He has been associated with the transport industry for more than 52 years. He has been contributing towards developing the unorganized logistics sector into an organized one. He is also associated with various Chambers of Commerce including CII, FICCI, ASSOCHAM & PHDCCI. He also takes active participation in many social and philanthropic activities for common good.
Qualification	Graduate
Directorship/Chairman/CEO held in other Companies	Transport Corporation of India Ltd. - Chairman & Managing Director TCI Express Limited - Director TCI Developers Limited - Director TCI Industries Limited - Director TCI Institute of logistic - Director Jay Bharat Maruti Limited - Director Bhoruka Power Corporation Limited - Director
Chairman/Member of the Committee of the Board of Directors of the Company	Audit Committee - Member Risk Management Committee - Member Banking and Finance Committee - Member
Chairman/Member of the Committee of the Board of Directors of other Company in which he is Director	<u>Transport Corporation of India Limited:</u> CSR Committee - Member Share Transfer Committee - Chairman <u>TCI Express Limited:</u> CSR Committee - Chairman Nomination and Remuneration Committee - Member <u>TCI Developers Limited:</u> CSR Committee - Chairman

	<p><u>Jay Bharat Maruti Limited:</u> Audit Committee - Member CSR Committee - Chairman Stakeholders Relationship Committee - Chairman Nomination and Remuneration Committee - Member</p>
No. of Equity Shares held in the Company including shareholding as a beneficial owner	Nil
No. of Board Meeting attended during the financial year 2021-22	One (1)
Listed entities from which the Director has resigned in the past three years	Nil
Disclosure of relationship between Directors <i>inter-se</i>	He is not inter-se related with any other Director or Key Managerial Personnel of the Company. He does not hold any shares in the Company.
Skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company	Leadership experience of running large enterprise – Experience in leading well-governed large organizations, with an understanding of organisational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.

2. Mr. Vishal Lohia, Whole-time Director:

Name of Director	Mr. Vishal Lohia
Father's Name	Shri Om Prakash Lohia
Directors Identification Number (DIN)	00206458
Age and Date of Birth	44, September 28, 1977
Date of First Appointment	June 28, 2002
Experience/expertise in specific functional area	<p>Mr. Vishal Lohia (DIN 00206458) is one of the Promoters and Whole-time Director of the Company. Mr. Vishal Lohia, aged about 44 years holds a bachelor's degree in Finance and Economics from Bryant College, Rhode Island, USA.</p> <p>He was appointed as Whole-time Director with effect from June 28, 2002 and held office unto October 20, 2004. He was again appointed as Whole-time Director on April 1, 2007 and has been continuing as such since then.</p> <p>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.</p>

	Mr. Vishal Lohia has around 20 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.
Qualification	Bachelor's degree in Finance and Economics from Bryant College, Rhode Island, USA.
Directorship/Chairman/CEO held in other Companies	i) Indo Rama Retail Holdings Private Limited; ii) Grace Ventures Private Limited
Chairman/Member of the Committee of the Board of Directors of the Company	Audit Committee- Member Stakeholders Relationship Committee - Member Share Allotment and Transfer Committee - Member Banking and Finance Committee - Member Corporate Social Responsibility Committee-Member Risk Management Committee - Member Business Responsibility Reporting Committee-Member
Chairman/Member of the Committee of the Board of Directors of other Company in which he is Director	NIL
No. of Equity Shares held in the Company	11,37,896
No. of Board Meeting attended during the financial year 2021-22	Four (4)
Listed entities from which the Director has resigned in the past three years	Nil
Disclosure of relationship between Directors <i>inter-se</i>	He is son of Mr. Om Prakash Lohia, Chairman and Managing Director of the Company