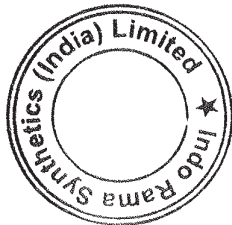


**CLAUSE 35A**  
**VOTING RESULTS**

Date of the AGM / EGM	:	Resolutions passed through Postal Ballot on 2 July 2015.
Total number of Shareholders on Record Date (i.e., 22 May 2015 - Cut-off Date for voting purpose)	:	20453

No. of Shareholders present in the meeting either in person or through Proxy	:	Not Applicable
Promoters and Promoter Group	:	
Public	:	

No. of Shareholders attended the meeting through Video Conferencing	:	Not Applicable
Promoters and Promoter Group	:	
Public	:	



A handwritten signature in black ink, consisting of a stylized cursive script.

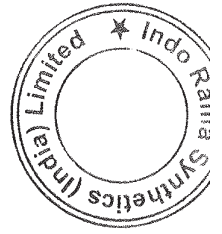
**AGENDA-WISE:**

**In case of Poll / Postal Ballot / E Voting:**

The Mode of Voting for all Resolutions was Postal Ballot (including e-Voting)

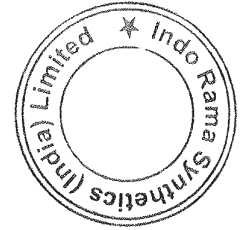
Resolution No. 1: Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing limits of the Company.

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] *100	% of Votes against on votes polled (7) = [(5)/(2)] *100
<b>Mode of Voting (E-voting)</b>							
Promoter and Promoter Group	101867553	101867553	100	101867553	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	166253	166253	100	153151	13102	92.12	7.88
Total (A)	102033806	102033806	100	102020704	13102	99.99	0.01
<b>Mode of Voting (Postal Ballot)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	32355	31235	96.54	28730	2505	91.98	8.02
Total (B)	32355	31235	96.54	28730	2505	91.98	8.02
Result (A+B)	102066161	102065041	100.00	102049434	15607	99.98	0.02



Resolution No. 2: Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charge / mortgage on assets of the Company.

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] *100	% of Votes against on votes polled (7) = [(5)/(2)] *100
<b>Mode of Voting (E-voting)</b>							
Promoter and Promoter Group	101867553	101867553	100	101867553	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	166246	166246	100.00	153043	13203	92.06	7.94
<b>Total (A)</b>	<b>102033799</b>	<b>102033799</b>	<b>100.00</b>	<b>102020596</b>	<b>13203</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting (Postal Ballot)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	32355	31235	96.54	28930	2305	92.62	7.38
<b>Total (B)</b>	<b>32355</b>	<b>31235</b>	<b>96.54</b>	<b>28930</b>	<b>2305</b>	<b>92.62</b>	<b>7.38</b>
<b>Result (A+B)</b>	<b>102066154</b>	<b>102065034</b>	<b>100.00</b>	<b>102049526</b>	<b>15508</b>	<b>99.98</b>	<b>0.02</b>

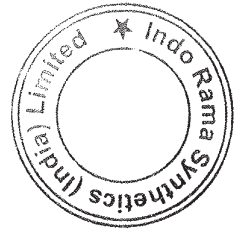


*(Handwritten signature)*

Resolution No. 3: Special Resolution under Section 186 of the Companies Act, 2013 authorizing making Investment, Loans, Guarantees and Securities.

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] *100	% of Votes against on votes polled (7) = [(5)/(2)] *100
<b>Mode of Voting (e-Voting)</b>							
Promoter and Promoter Group	101867553	101867553	100	101867553	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	166253	166153	99.94	154172	11981	92.79	7.21
Total (A)	102033806	102033706	100.00	102021725	11981	99.99	0.01
<b>Mode of Voting (Postal Ballot)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	32355	31235	96.54	28730	2505	91.98	8.02
Total (B)	32355	31235	96.54	28730	2505	91.98	8.02
Result (A+B)	102066161	102064941	100.00	102050455	14486	99.99	0.01

Note: All the aforesaid Special Resolutions were passed with requisite majority on 2 July 2015.



# RACHNA AGGARWAL

## (COMPANY SECRETARY)

The Chairman & Managing Director  
**Indo Rama Synthetics (India) Limited**  
20<sup>th</sup> Floor DLF Square, DLF City Phase-II, NH-8,  
Gurgaon-122002, Haryana

Dear Sir,

### Sub: Scrutinizer's Report – Postal Ballot Notice dated 18<sup>th</sup> May, 2015

1. The Board of Directors of the Indo Rama Synthetics (India) Limited (“Company”) at its meeting held on 18<sup>th</sup> May, 2015 appointed me as a Scrutinizer for conducting the Postal Ballot voting process in a fair & transparent manner.
2. The Company has completed on 30<sup>th</sup> May, 2015 the dispatch of Postal Ballot Notice to its members whose name appear on Register of Members/ list of beneficiaries as on 22<sup>nd</sup> May, 2015.
3. The Company published an advertisement regarding completion of dispatch of Postal Ballot in The Financial Express (English) and Loksatta (Marathi) on 1<sup>st</sup> June, 2015.
4. Particulars of all the Postal Ballot forms received from the shareholders have been entered in the Register maintained separately for the purpose.
5. The Postal Ballot forms were kept under my safe custody.
6. The Postal Ballot box was opened on 30<sup>th</sup> June, 2015 at 5:00 PM in presence of two (2) witnesses not in the employment of the Company.
7. All Postal Ballot forms and e-Voting received up to the close of working hours on 30<sup>th</sup> June 2015,(5:00 P.M.) the last date and time fixed by the Company for receipt of the forms and e-voting were considered for my scrutiny.
8. The Shareholders exercised their voting either by electronic or physical mode. Shareholders opting for e-Voting facility, casted their votes, via NSDL on the designated web site [www.evoting.nsdl.com](http://www.evoting.nsdl.com). There was no shareholder who opted for both the facilities.
9. Envelopes containing postal ballot forms received after the close of working hours on 30<sup>th</sup> June, 2015, if any, were not considered for my scrutiny.
10. I have downloaded the data of e-Voting after the e-voting module was disabled by the National Security Depository Services India Limited (NSDL) on 30<sup>th</sup> June, 2014 at 5:00 PM.
11. Envelopes containing Postal Ballot Forms which were returned undelivered where not open and they were separately kept from postal authorities for various reasons undelivered aggregated to 1,631.

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# RACHNA AGGARWAL

## (COMPANY SECRETARY)

12. The Postal Ballot Forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of beneficiaries as on 22<sup>nd</sup> May, 2015.
13. I did not find any defaced or mutilated ballot paper.

### Summary and Results of the Postal Ballot

#### Item No 1.

#### Borrowing Limit of the Company

“RESOLVED THAT, in supersession to the Ordinary Resolution passed by the members of the Company at the Annual General Meeting held on 24th September 1996, 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 Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of money from time to time which together with the monies already borrowed by the Company apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business, may exceed at any time, the aggregate of the paid-up share capital of the Company and its Free Reserves, by a sum not exceeding Rs. 1,500 Crores (Rupees One Thousand Five Hundred 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”.

Particulars	No. of Members	No. of shares		Total No. of Shares	Percentage
		Postal Ballot Form	e-Voting		
<b>Total Postal Ballot Form &amp; e-Voting</b>	165	32355	102033806	102066161	-
<b>Less: No. of invalid Postal Ballot</b>	6	1120	0	1120	-
<b>Net valid Postal Ballot Form and e-votes</b>	159	31235	102033806	102065041	-
<b>Votes cast in favour of the Resolution</b>	138	28730	102020704	102049434	99.98
<b>Votes cast against the Resolution</b>	21	2505	13102	15607	0.02



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# RACHNA AGGARWAL

## (COMPANY SECRETARY)

### RESULTS:-

As the number of votes casted in favour of the Resolutions i.e. 99.98% is more than three times the number of votes cast against i.e. 0.02%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated 18<sup>th</sup> May, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.

### Item No 2.

#### Creating of Charge/Mortgage on the Asset of the Company.

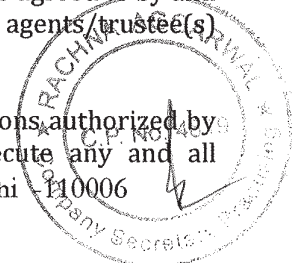
**"RESOLVED THAT**, in supersession to the Ordinary Resolution passed by the members of the Company at the Annual General Meeting held on 11th September 2009, pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the 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, 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 comprised 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 here by authorized to finalise, settle and execute any and all

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# RACHNA AGGARWAL

## (COMPANY SECRETARY)

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."

Particulars	No. of Members	No. of shares		Total No. of Shares	Percentage
		Postal Ballot Form	e-Voting		
<b>Total Postal Ballot Form &amp; e-Voting</b>	164	32355	102033799	102066154	-
<b>Less: No. of invalid Postal Ballot</b>	6	1120	0	1120	-
<b>Net valid Postal Ballot Form and e-votes</b>	158	31235	102033799	102065034	-
<b>Votes cast in favour of the Resolution</b>	137	28930	102020596	102049526	99.98
<b>Votes cast against the Resolution</b>	21	2305	13203	15508	0.02

### RESULTS:-

As the number of votes casted in favour of the Resolutions i.e. 99.98% is more than three times the number of votes cast against i.e. 0.02%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated 18<sup>th</sup> May, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.



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# RACHNA AGGARWAL

## (COMPANY SECRETARY)

### Item No 3.

#### Authorisation for making Investment, Loans, Guarantees and Securities.

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) thereof for the time being in force and as may be enacted from time to time) and the Articles of Association of the Company and all other provisions of applicable laws and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any person or any other body corporate including subsidiary company(ies), joint venture(s)(including overseas subsidiaries, joint venture(s)), whether existing or to be formed and / or give any guarantee or provide security in connection with a loan to any person or any other body corporate, any subsidiary company(ies), joint venture (including overseas subsidiaries, joint venture(s)), whether existing or to be formed and/ or acquire by way of subscription, purchase or otherwise, the securities of any other body corporates upto an aggregate amount not exceeding Rs.1,000 Crores (Rupees One Thousand Crores only) over and above the limits specified in Section 186(2) of the Companies Act, 2013 notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements, etc., for investments to be made, loans/guarantees to be given and securities to be provided to any person and/or any other body corporate, to do all such acts, deeds, matters and things, and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or Officer of the Company or any other person.”



**RACHNA AGGARWAL**  
(COMPANY SECRETARY)

Particulars	No. of Members	No. of shares		Total No. of Shares	Percentage
		Postal Ballot Form	e-Voting		
<b>Total Postal Ballot Form &amp; e-Voting</b>	165	32355	102033706	102066061	-
<b>Less: No. of invalid Postal Ballot</b>	6	1120	0	1120	-
<b>Net valid Postal Ballot Form and e-votes</b>	159	31235	102033706	102064941	-
<b>Votes cast in favour of the Resolution</b>	140	28730	102021725	102050455	99.99
<b>Votes cast against the Resolution</b>	19	2505	11981	14486	0.01

**RESULTS:-**

As the number of votes casted in favour of the Resolutions i.e. 99.99% is more than three times the number of votes cast against i.e. 0.01%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated 18<sup>th</sup> May, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.

**Thanking You**

Place: Gurgaon  
Date: 2<sup>nd</sup> July, 2015



*Rachna Aggarwal*  
**Rachna Aggarwal**  
Practicing Company Secretary &  
Scrutinizer for the Postal Ballot  
& E-Voting Process

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