

IRSL:STEXCH:2018-19:
15th May 2018

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**

ISIN: INE156A01020

Indo Rama Synthetics (India) Limited - CIN L17124MH1986PLC166615

Sub.: Postal Ballot Notice and Postal Ballot Form

Dear Sir,

This is in continuation to our earlier letter dated 11th May 2018 and as per the requirement of Listing Regulations, please find herewith soft copies of the following documents has been dispatched to the Shareholders of the Company.

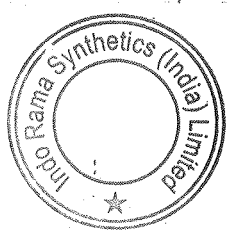
- i) Postal Ballot Notice;
- ii) Postal Ballot Form; and
- iii) Business Reply Envelope (for Physical Shareholders).

Hope you will find the same in order.

Thanking you.

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


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



Encl.: as above

INDO RAMA SYNTHETICS (INDIA) LTD.

Corporate Office : 20th Floor, DLF Square, DLF Phase-2, NH-8, Gurgaon - 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.indoramaindia.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 Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON: 15 MAY 2018

VOTING ENDS ON: 13 JUNE 2018

Dear Member(s),

NOTICE is hereby given that, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), Regulations 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations as amended from time to time that the following Resolutions are proposed to be passed as Special Resolution by the Members of Indo Rama Synthetics (India) Limited ("the Company") by way of Postal Ballot/Remote e-Voting:

1. Issuance of secured Non-convertible Debentures (NCDs) by the Company on private placement basis:

To consider and, if thought fit, to accord assent/dissent, to the following Resolution to be passed as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable laws including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents, sanctions, permissions as may be necessary from the Stock Exchanges and any other appropriate statutory and regulatory authorities, if applicable, the creditors of the Company and/or any other person in this regard, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions, if any, the consent of the shareholders be and is hereby accorded to issue of secured, redeemable, non-convertible debentures ("NCDs") aggregating to INR 16.67 Crores (Indian Rupees Sixteen Crores and Sixty Seven Lakhs only)(this is in addition to limit of INR 183.33 Crores already approved by the Shareholders vide Resolution dated 7th April 2018), from time to time but within a period of 1 (one) year from the date of this resolution, on private placement basis, to be issued at par, in one or more tranches, to the Investor(s) (whether residents and/or non-residents and/or institutions/incorporated bodies and/or individuals and/or trustees and/or banks or otherwise, in domestic and/or one or more international markets) including foreign portfolio investors, alternative investment funds, venture capital funds, private or public or other entities or such other persons as permitted under applicable law to subscribe to such NCDs, as the Board (which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution) may at its sole discretion decide, through private placement offer letter and/or information memorandum and/or such other documents/writings including manner and terms and conditions as may be determined by the Board in its absolute discretion including, without limitation, as to when the said Debentures are to be issued, mode of payment, redemption period, utilization of the issue proceeds and all that matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the coupon rate for the NCDs will be decided by the Board of Directors from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the Equity Shares to be issued and allotted as may be required by the statutory, regulatory and other appropriate authorities and such other approvals and as may be agreed by the Board, and to settle all queries or doubts that may arise in the proposed issue, pricing of the issue, allotment of the Equity Shares arising there from, and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members 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 authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

2. Issuance on preferential basis Equity Shares by way of Preferential Issue on private placement basis:

To consider and, if thought fit, to accord assent/dissent, to the following Resolution to be passed as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014, and Rule 13 of Companies (Share Capital and Debenture) Rules 2014, and any other relevant Rules made there under, including any statutory modification, amendment or re-enactment thereof ("Companies Act") and in accordance with any other applicable laws, regulations, policies, guidelines pursuant to the Securities and

Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the "SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ("Listing Regulations"), enabling provisions of Memorandum and Articles of Association of the Company subject to terms and conditions of any approval, permission, sanction of the Government of India ("GoI"), the National Company Law Tribunal("NCLT"), the Securities and Exchange Board of India ("SEBI"), the concerned Registrar of Companies ("RoC") and any other appropriate authorities, institutions or bodies, to the extent required, subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approval, permission and sanction which would be agreed by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any duly authorized Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) consent, approval and sanction of the Company be and is hereby accorded to the Board (with powers to delegate all or any of the powers hereby conferred to any Committee thereof) to create, offer/issue and allot to below-mentioned proposed allottees, as permitted under applicable laws, regulations, policies and/or guidelines, including the SEBI (ICDR) Regulations and other Laws in India, for 90,90,909 Equity Shares on preferential basis ("Issue");

S. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to allot
1	EC Special Situations Fund	31,81,818
2	Edelweiss India Special Situations Fund-II	59,09,091

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted within a period of 15 (fifteen) days from the date of passing of this Special Resolution, provided that where any application for any approval or permission by any statutory or regulatory authority is pending, the period of fifteen days shall be counted from the date of such approval or permission, as the case may be or such other extended period as may be permitted under applicable SEBI (ICDR) Regulations, as amended from time to time;

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects;

RESOLVED FURTHER THAT the said Equity Shares shall be listed on the Stock Exchanges on which the existing Equity Shares of the Company are listed;

RESOLVED FURTHER THAT the Equity Shares to be allotted shall be subject to lock-in requirement as prescribed by the SEBI (ICDR) Regulations, from time to time;

RESOLVED FURTHER THAT the "Relevant Date" in accordance with the SEBI (ICDR) Regulations shall be 14th May 2018, being the date 30 days prior to the date of the declaration of result of Postal Ballot for passing of the Resolution by the Members of the Company for the proposed issue of Equity Shares;

RESOLVED FURTHER THAT the Equity Shares be allotted at a price not less than the price to be determined in accordance with the SEBI (ICDR) Regulations;

RESOLVED FURTHER THAT the Board be entitled to vary, modify or alter any of the foregoing terms and conditions to conform to those as may be prescribed by, SEBI, ROC, Stock Exchanges or any other appropriate authority/ies or in such manner or otherwise as the Board may, in its absolute discretion, deem fit;

RESOLVED FURTHER THAT the Board be and is hereby, authorized to finalize the form of application and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to this resolution and to settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Equity Shares of the Company and to negotiate, finalize and execute any other agreement(s) or document(s) and writings relating to the Issue as it may deem necessary, proper, desirable or expedient without requiring any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board of Directors

For Indo Rama Synthetics (India) Limited

Registered Office:

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

Place: Gurugram
Date: 11th May, 2018

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

Notes:

- 1) The Explanatory Statement setting out material facts and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 is annexed hereto.
- 2) The Postal Ballot Notice along with the Postal Ballot Form is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, 11th May 2018 (Cut-off Date). A person who is not a shareholder as on Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
- 3) The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a self addressed pre-paid Business Reply Envelope.
- 4) The Board of Directors of the Company has appointed Mr. Sanjay Grover, Managing Partner, M/s Sanjay Grover & Associates, Company Secretaries, (Firm Registration No.P2001DE052900 and CP No. 3850), failing him, Mr. Neeraj Arora, Partner, M/s Sanjay Grover & Associates, Company Secretaries, (Firm Registration No.P2001DE052900 and CP No. 16186), as the Scrutinizer for conducting the Postal Ballot process (including Remote e-Voting process) in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members.
- 5) The Scrutinizer's decision on the validity or otherwise of the Postal Ballot/ e-voting will be final. After completion of scrutiny of postal ballots (including e-votes), the Scrutinizer will submit his report to the Chairman & Managing Director and in his absence, to any Director of the Company.
- 6) The Postal Ballot Form and self-addressed Business Reply Envelope are enclosed for use of the members. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours, i.e., 5:00 PM, on 13th June 2018. As mentioned above, the postage will be borne by the Company. To seek a duplicate Postal Ballot Form, please contact the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited or the Company.
- 7) Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the "Investor Relations" section on the Company's website: www.indoramaindia.com, where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer not later than close of working hours, i.e., 5:00 PM, on 13th June 2018.
- 8) Resolution passed by the members through postal ballot shall be deemed to have been passed last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
- 9) In case shares held by Corporate/ Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
- 10) The voting rights of Shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on Record date/Cut-Off date, i.e., 11th May 2018.
- 11) A copy of each of the document referred to the accompanying Explanatory Statement is open for inspection at the Corporate Office of the Company during business hours on all its working days till the closure of working hours of 13th June 2018 (last date for receiving Postal Ballot Form by the Scrutinizer).
- 12) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agent/Depository Participant(s) for sending future communication(s) in electronic form.
- 13) Mr. Jayantk Sood, CHRO & Company Secretary of the Company is the officer authorised to ensure smooth conduct of the Postal Ballot process.
- 14) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide facility to members to exercise their right to vote on resolution proposed to be passed by Postal Ballot through electronic means and have engaged the services of National Securities Depository Limited ("NSDL") as the Authorised Agency to provide Remote e-Voting facility.
- 15) **Voting through Electronic Means (e-Voting)**

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

- Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
- Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

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

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

4. Your User ID details are given below :

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	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 101456 then user ID is 101456001***

5. Your password details 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 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., “Indo Rama e-Voting.pdf” file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is provided as below/at the bottom of the Postal Ballot Form.

EVEN (Remote e-Voting Event Number)

USER ID

PASSWORD/PIN

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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 sanjaygrover7@gmail.com 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.: 1800-222-990 or send a request at evoting@nsdl.co.in
- 16) You can also update your mobile number and e-mail ID in the user profile details of the Folio, which may be used for sending future communication(s).
 - 17) The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date of 11th May, 2018.
 - 18) The Remote e-Voting period commences on 15th May, 2018 (9:00 AM) and ends on 13th June, 2018 (5:00 PM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date of 11th May, 2018, may cast their vote by Remote e-Voting. The Remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - 19) The result of the Postal Ballot will be declared on 15th June, 2018 at 3:00 PM and shall be displayed at Notice board of the Company at the Registered Office as well as Corporate Office of the Company at 20th Floor, DLF square, DLF Phase -2, NH-8, Gurugram-122002 and will also be posted on the Company's website, www.indoramaindia.com, as well as NSDL website, www.evoting.nsdl.com. The results shall also be communicated to the BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.
 - 20) The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
 - 21) Incomplete, unsigned, improperly or incorrectly tick marked postal ballot form will be rejected. There will be only 1 (one) postal ballot form for every Registered Folio/ Client ID irrespective of the number of joint shareholders. The scrutinizers decision on the validity or other wise of the Postal Ballot will be final.

Kindly note that the members can opt for only one mode of voting, i.e., either by post or Remote e-Voting. If the members opt for Remote e-Voting, then they should not vote by post and vice versa. However, in case the members cast their votes by post and Remote e-Voting, then voting done through Remote e-Voting shall prevail and voting done by post will be treated as invalid.

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

Item No. 01

In order to raise funds, the Company proposes to issue secured, redeemable, Non-Convertible Debentures ("NCDs") aggregating to INR 16.67 Crores (Indian Rupees Sixteen Crores and Sixty Seven Lakhs only)(this is in addition to limit of INR 183.33 Crores already approved by the Shareholders vide Resolution dated 7th April 2018), and the redemption / coupon rate for the said NCDs will be decided by the Board of Directors from time to time.

As per Section 71 of the Companies Act, 2013 a Company may issue debentures with reference to Section 42 of the Companies Act, 2013 and Rule 14(2) (a) of the Companies (Prospectus & Allotment of Securities) Rules, 2014 states that a Company shall not make a private placement of its securities unless the proposed offer of securities to subscribe securities has been previously approved by the members of the Company, by a Special Resolution.

Pursuant to Section 71 and Section 42 (2) read with Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014 approval of the members is sought by way of special resolution to issue and allot secured, redeemable, non-convertible debentures aggregating up to INR 16.67 Crores, in such tranches and as per the terms to be decided by the Board of Directors.

This resolution authorises the Board of Directors of the Company to offer or invite subscription for NCDs as may be required by the Company, from time to time for a year from the date of passing this resolution.

The NCDs shall be issued at par so the basis or justification for the price (including premium, if any) is not applicable and does not need to be disclosed under the first proviso to Rule 14(2)(a) of the Companies (Prospectus & Allotment of Securities) Rules, 2014.

Accordingly, consent of the members is being sought for passing the Special Resolution as set out at Item No.01 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, at Item No. 01 of the Notice.

Item No. 02

The Company proposes to make a preferential basis allotment of equity shares to:

S. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to allot
1	EC Special Situations Fund	31,81,818
2	Edelweiss India Special Situations Fund-II	59,09,091

(collectively known as "Proposed Allottees"), on a private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on 11th May, 2018.

Approval of the members by way of Special Resolution is required *inter-alia* in terms of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014 and Rule 13 of Companies (Share Capital and Debenture) Rules 2014 and any other relevant Rules made there under, including any statutory modification, amendment or re-enactment thereof ("Companies Act") and in accordance with any other applicable laws, regulations, policies, guidelines pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the "SEBI (ICDR) Regulations").

Therefore, in terms of said Sections, Rules and Regulations, consent of the Members is being sought for the issue and allotment of 90,90,909 (Ninety Lakhs Ninety Thousands Nine Hundred and Nine) Equity Shares of the Company, having a face value of INR 10 (Indian Rupees Ten only) each at a price to be determined as per the SEBI (ICDR) Regulations, on Relevant Date, on a preferential basis to the Proposed Allottees, entitling the Proposed Allottees to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this special resolution by the Members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR) Regulations, the relevant disclosures / details are given below:

A) Objects of the Preferential Issue:

To meet general business requirements addressing Working Capital needs as well as expansion of business activities. Therefore, the Company has proposed the Issue of Shares on preferential basis to selected person to meet its capital requirements in due course.

B) The total number of equity shares to be issued:

90,90,909 (Ninety Lakhs Ninety Thousand Nine Hundred and Nine) Equity Shares.

C) Terms of Issue of the Equity Shares, if any:

The Equity Shares allotted in terms of this resolution shall rank *pari-passu* with existing equity shares of the Company in all respects.

D) Relevant Date:

In accordance with the provisions of SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determination of the price of the equity shares to be issued and allotted shall be the date 30 (thirty) days prior to the date of passing of this Special Resolution by the Members of the Company by way of Postal Ballot or in the case where "Relevant Date" falls on weekend/ holidays, the day preceding the weekend/holidays, will be reckoned to be the Relevant Date.

E) Pricing of Preferential Issue:

The price of equity shares to be issued and fixed in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations.

F) Basis on which the price has been arrived at:

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the SEBI (ICDR) Regulations.

In terms of SEBI (ICDR) Regulations, the equity shares shall be allotted at a price not less than higher of the following:

- Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date; or
- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, the price of Equity Shares will be determined on Relevant Date.

Since the equity shares of the Company have been listed on the recognized stock exchange for a period of more than 26 (Twenty Six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

G) Intention of Promoters/Directors/Key Managerial Personnel to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel intends to subscribe to the proposed issue.

H) The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

Sl. No.	Details of Subscriber	Category / Class of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
1	EC Special Situations Fund	Body Corporates	Nil	31,81,818	1.98	NA
2	Edelweiss India Special Situations Fund-II			59,09,091	3.67	

I) The pre-issue and post-issue shareholding pattern of the Company:

Sl. No.	Category	Pre-Issue *		Post-Issue	
		No of shares Held	% of share holding	No of shares held	% of share holding
A.	Promoters' holding:				
1.	Indian:				
	Individual	5,85,24,294	38.55	5,85,24,294	36.37
2.	Foreign/NRI Promoters:				
	Individual	99,200	0.06	99,200	0.06
	Overseas Corporate Body	5,35,64,057	35.28	5,35,64,057	33.29
	Sub-Total (A)	11,21,87,551	73.89	11,21,87,551	69.72
B.	Non-Promoters' holding:				
1.	Institutional Investors	1,82,69,556	12.03	1,82,69,556	11.35
2.	Non-Institution Investors:				
	Corporate Bodies	39,60,217	2.62	1,30,51,126	8.11
	Indian Public	1,67,79,260	11.05	1,67,79,260	10.43
	Others (including NRIs)	6,25,658	0.41	6,25,658	0.39
	Sub-Total (B)	3,96,34,691	26.11	4,87,25,600	30.28
	GRAND TOTAL	15,18,22,242	100.00	16,09,13,151	100.00

* As on 31st March 2018.

J) Proposed time within which the allotment shall be completed:

As required under the Regulation 74(1) of SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s), as the case may be.

K) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

L) Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

M) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

N) Lock in period:

The proposed allotment of the equity shares shall be subject to a lock-in as per the requirements of SEBI (ICDR) Regulations.

O) Auditors certificate:

A certificate from Chartered Accountants / Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of SEBI (ICDR) Regulations and will be made available for inspection at the Corporate Office at the company.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members.

Accordingly, consent of the members is being sought for passing the Special Resolution as set out at Item No. 02 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, at Item No. 02 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
Place: Gurugram
Date: 11th May, 2018

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

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

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 FORM

(To be returned to the Scrutinizer of the Company)

Sl. No. _____

1. Name and Registered Address of the Sole/First named Member :
2. Name(s) of the Joint Holder(s), if any :
3. Registered Folio No. / DP ID and Client ID No. :
4. Number of Share(s) held :
5. I/We hereby exercise my / our vote(s) in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of Resolutions	Number of Shares	I/We Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
1.	Special Resolution under Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, for issuance of secured Non-convertible Debentures by the Company on Private placement basis.			
2.	Special Resolution under Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, for issuance on preferential basis Equity Shares by way of Preferential Issue on private placement basis.			

Place:

Date :

Signature of the Sole/First/Joint Member(s)
(must be as per specimen signature registered with the Company)

Particulars for Remote e-Voting through Electronic means

EVEN (Remote e-Voting Event Number)	USER ID	PASSWORD / PIN
108368		

Note: Please read the instructions given overleaf carefully before exercising your vote.

Last date for receipt of Postal Ballot Forms by the Scrutinizer is 13th June 2018.

Facility to exercise vote by postal ballot including Remote e-Voting through electronic means will be available during the following period:

Commencement of Remote e-Voting	:	From 9:00 AM on 15 th May 2018
End of voting	:	Up to 5:00 PM on 13 th June 2018

The facility for Remote e-Voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid Remote e-Voting period.

Instructions for voting through Postal Ballot Form:

1. A member desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic means as per "Instructions for process to be followed by members opting to vote through electronic means" in the Postal Ballot Notice sent herewith.
3. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company) by the member. In case of joint holding, this form must be completed and signed by the first-named member and in his / her absence, by the next-named member.
4. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
5. The votes of a member will be considered invalid on any of the following grounds:
 - a) if the member's signature does not tally;
 - b) if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
 - c) if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Postal Ballot shall not be exercised by a proxy.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on 13th June 2018. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such member has not been received.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member on the date of dispatch of the Notice.
10. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / authorization together with the specimen signature(s) of the duly authorized signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / Registrar and Transfer Agent, viz: MCS Share Transfer Agent Limited).
11. Members are requested NOT to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed postage-prepaid business reply envelope as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot form for every Folio / DP ID and Client ID, irrespective of the number of joint holders.
13. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified at Item 8 above.
14. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
15. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.

POSTAGE
WILL BE
PAID BY
ADDRESSEE

BUSINESS REPLY ENVELOPE

BR PERMIT NO. L-2/BRP/130/2018-19

NO
POSTAGE
STAMP
NECESSARY
IF POSTED
IN INDIA

To,

**The Scrutinizer
INDO RAMA SYNTHETICS (INDIA) LTD.
20th Floor, DLF Square,
DLF Phase-2, NH-8,
Gurugram-122002, Haryana, India.**