

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED SEPTEMBER 30, 2021

General information about Company	
Scrip code	500207
NSE Symbol	INDORAMA
MSEI Symbol	NOTLISTED
ISIN	INE156A01020
Name of the entity	INDO RAMA SYNTHETICS (INDIA) LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of Board of Directors explanatory	
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Om Prakash Lohia	AACPL 0089N	0020 6807	Executive Director	Chairperson	MD	26-05-1949	NA		28-04-1986	26-12-2020		36	3	2	1	0		
2	Mr	Vishal Lohia	AABPL 5213F	0020 6458	Executive Director	Not Applicable		28-09-1977	NA		16-04-2002	01-04-2019		36	1	0	2	0		
3	Mr	Suman Jyoti Khaitan	AERPK 7259Q	0002 3370	Non-Executive - Independent Director	Not Applicable		09-02-1959	NA		30-01-2013	15-05-2019		60	3	3	2	3		
4	Mrs	Ranjana Agarwal	AAFPA 1896D	0334 0032	Non-Executive - Independent Director	Not Applicable		25-11-1956	NA		18-05-2015	18-05-2020		60	5	5	6	1		

I. Composition of Board of Directors

Disclosure of notes on composition of Board of Directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directors hip in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Arvind Pandalai	AAAPP 2986Q	0035 2809	Non-Executive - Independent Director	Not Applicable		10-05-1949	NA		31-08-2016		30-08-2021	60	1	1	0	1		
6	Mr	Dhanendra Kumar	ABBP 3874G	0501 9411	Non-Executive - Independent Director	Not Applicable		06-06-1946	Yes	26-08-2020	14-02-2020			60	2	2	2	1		
7	Mr	Hemant Balkrishna Bal	ABNPB 4556E	0881 8797	Executive Director	Not Applicable		07-10-1958	NA		30-10-2020			36	1	0	2	0		
8	Mr	Dilip Kumar Agarwal	AJIPA 7771R	0348 7162	Non-Executive - Non Independent Director	Not Applicable		10-02-1957	NA		20-01-2021				1	0	1	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00352809	Arvind Pandalai	Non-Executive - Independent Director	Chairperson	31-08-2016	30-08-2021	Textual Information(1)
2	00206458	Vishal Lohia	Executive Director	Member	28-01-2009		
3	00023370	Suman Jyoti Khaitan	Non-Executive - Independent Director	Member	13-11-2013		
4	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		
5	05019411	Dhanendra Kumar	Non-Executive - Independent Director	Member	14-02-2020		
6	08818797	Hemant Balkrishna Bal	Executive Director	Member	30-10-2020		

Sr Text Block	
Textual Information(1)	Second term of Dr. Arvind Pandalai, Non-Executive Independent Director of the Company expired on August 30, 2021. Accordingly, Dr. Arvind Pandalai ceased to be Independent Director of the Company with end of August 30, 2021. New Independent Director will be appointed in the forthcoming board meeting to be held for the quarter ended September 30, 2021.

Nomination and Remuneration Committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00023370	Suman Jyoti Khaitan	Non-Executive - Independent Director	Chairperson	13-11-2013		
2	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		
3	00352809	Arvind Pandalai	Non-Executive - Independent Director	Member	31-08-2016	30-08-2021	Textual Information(1)
4	05019411	Dhanendra Kumar	Non-Executive - Independent Director	Member	14-02-2020		
5	03487162	Dilip Kumar Agarwal	Non-Executive - Non Independent Director	Member	20-01-2021		

Sr Text Block	
Textual Information(1)	Second term of Dr. Arvind Pandalai, Non-Executive Independent Director of the Company expired on August 30, 2021. Accordingly, Dr. Arvind Pandalai ceased to be Independent Director of the Company with end of August 30, 2021. New Independent Director will be appointed in the forthcoming board meeting to be held for the quarter ended September 30, 2021.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05019411	Dhanendra Kumar	Non-Executive - Independent Director	Chairperson	14-02-2020		
2	00206807	Om Prakash Lohia	Executive Director	Member	24-10-2001		
3	00206458	Vishal Lohia	Executive Director	Member	28-01-2009		
4	08818797	Hemant Balkrishna Bal	Executive Director	Member	30-10-2020		
5	03487162	Dilip Kumar Agarwal	Non-Executive - Non Independent Director	Member	20-01-2021		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00206807	Om Prakash Lohia	Executive Director	Chairperson	13-11-2014		
2	00206458	Vishal Lohia	Executive Director	Member	13-11-2014		
3	08818797	Hemant Balkrishna Bal	Executive Director	Member	30-10-2020		
4	03487162	Dilip Kumar Agarwal	Non-Executive - Non Independent Director	Member	20-01-2021		
5	00352809	Arvind Pandalai	Non-Executive - Independent Director	Member	31-08-2016	30-08-2021	Textual Information(1)

Sr Text Block	
Textual Information(1)	Second term of Dr. Arvind Pandalai, Non-Executive Independent Director of the Company expired on August 30, 2021. Accordingly, Dr. Arvind Pandalai ceased to be Independent Director of the Company with end of August 30, 2021. New Independent Director will be appointed in the forthcoming board meeting to be held for the quarter ended September 30, 2021.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00206807	Om Prakash Lohia	Executive Director	Chairperson	20-05-2014		
2	00206458	Vishal Lohia	Executive Director	Member	20-05-2014		
3	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		
4	00352809	Arvind Pandalai	Non-Executive - Independent Director	Member	31-08-2016	30-08-2021	Textual Information(1)
5	08818797	Hemant Balkrishna Bal	Executive Director	Member	30-10-2020		
6	03487162	Dilip Kumar Agarwal	Non-Executive - Non Independent Director	Member	20-01-2021		

Sr Text Block	
Textual Information(1)	Second term of Dr. Arvind Pandalai, Non-Executive Independent Director of the Company expired on August 30, 2021. Accordingly, Dr. Arvind Pandalai ceased to be Independent Director of the Company with end of August 30, 2021. New Independent Director will be appointed in the forthcoming board meeting to be held for the quarter ended September 30, 2021.

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	19-05-2021				Yes	8	4
2		21-07-2021	62		Yes	8	4

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	19-05-2021				Yes	6	4
2	Audit Committee	21-07-2021	62			Yes	6	4

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Pawan Kumar Thakur
2	Designation	Company Secretary and Compliance Officer

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III		
1	Name of signatory	Pawan Kumar Thakur
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(D) Additional Information Textual Information(2)

II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(3)
Name	Umesh Kumar Agrawal	
Designation	CFO	
Place	Gurugram	
Date	16-10-2021	

Signatory Details

Name of signatory	Pawan Kumar Thakur
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	16-10-2021