

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30TH SEPTEMBER 2022

| 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 | 01-04-2022 |
| Date of end of financial year | 31-03-2023 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2022 |
| 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 related to Promoter | | No | | | | | | | | | | | | | | | | | | | | | | | |
| | | Disqualification of Directors under section 164 of the Companies Act, 2013 | | | | | | | | | | | | | | | | | | | | | | | |
| 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 the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | 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 | 00020 6807 | Executive Director | Chairperson | MD | 26-05-1949 | No | | | | Active | NA | | 28-04-1986 | 26-12-2020 | | 36 | 2 | 1 | 1 | 0 | | |
| 2 | Mr | Vishal Lohia | AABPL 5213F | 00020 6458 | Executive Director | Not Applicable | | 28-09-1977 | No | | | | Active | NA | | 16-04-2002 | 01-04-2022 | | 36 | 1 | 0 | 2 | 0 | | |
| 3 | Mr | Suman Jyoti Khaitan | AERPK 7259Q | 00023 370 | Non-Executive - Independent Director | Not Applicable | | 09-02-1959 | No | | | | Active | NA | | 30-01-2013 | 15-05-2019 | | 60 | 3 | 3 | 2 | 3 | | |
| 4 | Mrs | Ranjana Agarwal | AAFP 1896D | 00033 40032 | Non-Executive - Independent Director | Not Applicable | | 25-11-1956 | No | | | | Active | NA | | 18-05-2015 | 18-05-2020 | | 60 | 4 | 4 | 4 | 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 the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | 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 |
|----|-----------------|-----------------------|---------------|-----------|--|-------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 5 | Mr | Dhanendra Kumar | ABBP K 3874 G | 0501 9411 | Non-Executive - Independent Director | Not Applicable | | 06-06-1946 | No | | | | Active | Yes | 26-08-2020 | 14-02-2020 | 14-02-2020 | | 60 | 2 | 2 | 0 | 2 | | |
| 6 | Mr | Hemant Balkrishna Bal | ABNP B 4556E | 0881 8797 | Executive Director | Not Applicable | | 07-10-1958 | No | | | | Active | NA | | 30-10-2020 | 30-10-2020 | | 36 | 1 | 0 | 2 | 0 | | |
| 7 | Mr | Dilip Kumar Agarwal | AJIPA 7771R | 0348 7162 | Non-Executive - Non Independent Director | Not Applicable | | 10-02-1957 | No | | | | Active | NA | | 20-01-2021 | 20-01-2021 | | | 1 | 0 | 1 | 0 | | |
| 8 | Mr | Dharpal Agarwal | AAEP A 8986 H | 0008 4105 | Non-Executive - Independent Director | Not Applicable | | 24-08-1950 | No | | | | Active | NA | | 25-11-2021 | 25-11-2021 | | 60 | 6 | 5 | 2 | 1 | | |

| 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 | 05019411 | Dhanendra Kumar | Non-Executive - Independent Director | Chairperson | 14-02-2020 | | |
| 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 | 08818797 | Hemant Balkrishna Bal | Executive Director | Member | 30-10-2020 | | |
| 6 | 00084105 | Dharpal Agarwal | Non-Executive - Independent Director | Member | 25-11-2021 | | |

| 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 | 05019411 | Dhanendra Kumar | Non-Executive - Independent Director | Member | 14-02-2020 | | |
| 4 | 03487162 | Dilip Kumar Agarwal | Non-Executive - Non Independent Director | Member | 20-01-2021 | | |

| 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 | 00084105 | Dharmpal Agarwal | Non-Executive - Independent Director | Member | 25-11-2021 | | |

| 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 | 08818797 | Hemant Balkrishna Bal | Executive Director | Member | 30-10-2020 | | |
| 5 | 03487162 | Dilip Kumar Agarwal | Non-Executive - Non Independent Director | Member | 20-01-2021 | | |

| 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) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 28-04-2022 | | | | Yes | 8 | 8 | 4 |
| 2 | | 06-08-2022 | 99 | | Yes | 8 | 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) | Total Number of Directors as on date of the meeting | Number of Directors (All directors including Independent director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Audit Committee | 28-04-2022 | | | | Yes | 6 | 6 | 4 | 0 |
| 2 | Audit Committee | 06-08-2022 | 99 | | | Yes | 6 | 6 | 4 | 0 |
| 3 | Nomination and remuneration committee | 28-04-2022 | | | | Yes | 4 | 4 | 3 | 0 |
| 4 | Risk Management Committee | 06-08-2022 | 99 | | | Yes | 5 | 5 | 1 | 0 |
| 5 | Corporate Social Responsibility Committee | 28-04-2022 | | | | Yes | 5 | 5 | 1 | 0 |
| 6 | Corporate Social Responsibility Committee | 06-08-2022 | 99 | | | Yes | 5 | 5 | 1 | 0 |

| 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 1000 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 |
| 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 |

(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 | 14-10-2022 | |

Signatory Details

| | |
|-----------------------|--|
| Name of signatory | Pawan Kumar Thakur |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Gurugram |
| Date | 14-10-2022 |