

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30TH SEPTEMBER 2023

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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
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
1	Mr	Om Prakash Lohia	AACPL0089N	00206807	Executive Director	Chairperson	MD	26-05-1949
2	Mr	Vishal Lohia	AABPL5213F	00206458	Executive Director	Not Applicable		28-09-1977
3	Mr	Suman Jyoti Khaitan	AERPK7259Q	00023370	Non-Executive - Independent Director	Not Applicable		09-02-1959
4	Mrs	Ranjana Agarwal	AAFPA1896D	03340032	Non-Executive - Independent Director	Not Applicable		25-11-1956
5	Mr	Dhanendra Kumar	ABBPK3874G	05019411	Non-Executive - Independent Director	Not Applicable		06-06-1946
6	Mr	Hemant Balkrishna Bal	ABNPB4556E	08818797	Executive Director	Not Applicable		07-10-1958
7	Mr	Dilip Kumar Agarwal	AJIPA7771R	03487162	Non-Executive - Non Independent Director	Not Applicable		10-02-1957
8	Mr	Dharmpal Agarwal	AAEPA8986H	00084105	Non-Executive - Independent Director	Not Applicable		24-08-1950

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

I. Composition of Board of Directors

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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	NA		28-04-1986	26-12-2022		36	2	1	1	0		
2	NA		16-04-2002	01-04-2022		36	1	0	2	0		
3	No		30-01-2013	15-05-2019		60	2	2	2	1		
4	No		18-05-2015	18-05-2020		60	4	4	4	1		
5	Yes	26-08-2020	14-02-2020	14-02-2020		60	2	2	0	2		
6	NA		30-10-2020	30-10-2022		36	1	0	2	0		
7	No		20-01-2021			36	1	0	1	0		
8	No		25-11-2021	25-11-2021		60	6	6	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	00023370	Suman Jyoti Khaitan	Non-Executive - Independent Director	Member	13-11-2013		
3	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		
4	00084105	Dharmpal Agarwal	Non-Executive - Independent Director	Member	25-11-2021		
5	00206458	Vishal Lohia	Executive Director	Member	28-01-2009		
6	08818797	Hemant Balkrishna Bal	Executive Director	Member	30-10-2020		

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	Dharpal 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	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	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		

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	16-05-2023				Yes	8	7	4
2		09-08-2023	84		Yes	8	7	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 in the Committee as on date of the meeting	Number of Directors Present (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	16-05-2023				Yes	6	6	4	12
2	Audit Committee	09-08-2023	84			Yes	6	6	4	13
3	Nomination and remuneration committee	16-05-2023				Yes	4	3	3	3
4	Corporate Social Responsibility Committee	16-05-2023				Yes	5	4	1	3
5	Corporate Social Responsibility Committee	09-08-2023	84			Yes	5	4	1	4
6	Risk Management Committee	20-07-2023				Yes	5	4	1	2

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	Manish Rai
2	Designation	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	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III

1	Name of signatory	Manish Rai
2	Designation	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	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	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	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0

KMPs or any other entity controlled by them	NA	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	13-10-2023		

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

Signatory Details	
Name of signatory	Manish Rai
Designation of person	Compliance Officer
Place	Gurugram
Date	13-10-2023