

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST DECEMBER 2019

General Information about Company	
Scrip code	500207
NSE Symbol	INDORAMA
MSEI Symbol	
ISIN	INE156A01020
Name of the entity	INDO RAMA SYNTHETICS (INDIA) LTD.
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	31-12-2019
Risk management committee	Not 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														Textual Information(1)						
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	00206807	Executive Director	Chairperson	MD	26-05-1949	NA		28-04-1986	26-12-2017			3	2	1	0		
2	Mr	Vishal Lohia	AABPL 5213F	00206458	Executive Director	Not Applicable		28-09-1977	NA		16-04-2002	01-04-2019			1	0	2	0		
3	Mr	Maganti Narayanarao Sudhindra	AEPPR 6444C	01820347	Executive Director	Not Applicable	CEO	22-05-1957	NA		03-04-2019				2	1	2	0		
4	Mr	Udey Paul Singh Gill	AAEPG 3145J	00004340	Non-Executive - Non Independent Director	Not Applicable		16-10-1953	NA		03-04-2019				1	0	1	0		

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 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	Ashok Kumar Ladha	ABAPL 7754K	00089360	Non-Executive - Independent Director	Not Applicable		15-04-1949	NA		14-06-1995	15-05-2019	25-11-2019	60	1	1	1	0		
6	Mr	Suman Jyoti Khaitan	AERPK 7259Q	00023370	Non-Executive - Independent Director	Not Applicable		09-02-1959	NA		30-01-2013	15-05-2019		60	3	3	3	2		
7	Mrs	Ranjana Agarwal	AAFPA 1896D	03340032	Non-Executive - Independent Director	Not Applicable		25-11-1956	NA		18-05-2015			60	5	5	4	1		
8	Mr	Arvind Pandalai	AAAPP 2986Q	00352809	Non-Executive - Independent Director	Not Applicable		10-05-1949	NA		31-08-2016			60	1	1	1	0		

Text Block

Textual Information(1)	Mr. Ashok Kumar Ladha has been resigned from the Directorship of the Company with effect from 25th November 2019. As per Regulation 25(6) of the SEBI (LODR) Regulations, 2015, an Independent Director who resigns or is removed from the Board of Directors of the Listed Entity shall be replaced by a New Independent Director at the earliest, but not later than the immediate next meeting of the Board of Directors or three months from the date of such vacancy, whichever is later. We will appoint the new Independent Director at the next Board Meeting of the Company scheduled to be held in the month of February, 2020 for the quarter ended 31.12.2019.
------------------------	--

Annexure 1

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block

Textual Information(1)	Mr Ashok Kumar Ladha, Non-executive Independent Director, Chairman of the Audit Committee resigned w.e.f 25.11.2019. As per Regulation 25(6) of the SEBI (LODR) Regulations, 2015, an Independent Director who resigns or is removed from the Board of Directors of the Listed Entity shall be replaced by a New Independent Director at the earliest, but not later than the immediate next meeting of the Board of Directors or three months from the date of such vacancy, whichever is later. We will appoint the new Independent Director at the next Board Meeting of the Company scheduled to be held in the month of February, 2020 for the quarter ended 31.12.2019 and accordingly, Board will reconstitute the Audit Committee.
------------------------	--

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	00089360	Ashok Kumar Ladha	Non-Executive - Independent Director	Chairperson	21-05-2001	25-11-2019	Textual Information(1)
2	00206458	Vishal Lohia	Executive Director	Member	28-01-2009		
3	01820347	Maganti Narayanarao Sudhindra	Executive Director	Member	06-08-2019		
4	00023370	Suman Jyoti Khaitan	Non-Executive - Independent Director	Member	13-11-2013		
5	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		
6	00352809	Arvind Pandalai	Non-Executive - Independent Director	Member	31-08-2016		

Sr Text Block	
Textual Information(1)	Mr Ashok Kumar Ladha, Non-executive Independent Director, Chairman of the Audit Committee resigned w.e.f 25.11.2019. As per Regulation 25(6) of the SEBI (LODR) Regulations, 2015, an Independent Director who resigns or is removed from the Board of Directors of the Listed Entity shall be replaced by a New Independent Director at the earliest, but not later than the immediate next meeting of the Board of Directors or three months from the date of such vacancy, whichever is later. We will appoint the new Independent Director at the next Board Meeting of the Company scheduled to be held in the month of February, 2020 for the quarter ended 31.12.2019 and accordingly, Board will reconstitute the Audit Committee.

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	00089360	Ashok Kumar Ladha	Non-Executive - Independent Director	Chairperson	16-04-2002	25-11-2019	Textual Information(1)
2	00004340	Udey Paul Singh Gill	Non-Executive - Non Independent Director	Member	06-08-2019		
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	00352809	Arvind Pandalai	Non-Executive - Independent Director	Member	31-08-2016		

Sr Text Block	
Textual Information(1)	<p>Mr Ashok Kumar Ladha, Non-executive Independent Director, Chairman of the Audit Committee resigned w.e.f 25.11.2019. As per Regulation 25(6) of the SEBI (LODR) Regulations, 2015, an Independent Director who resigns or is removed from the Board of Directors of the Listed Entity shall be replaced by a New Independent Director at the earliest, but not later than the immediate next meeting of the Board of Directors or three months from the date of such vacancy, whichever is later. We will appoint the new Independent Director at the next Board Meeting of the Company scheduled to be held in the month of February, 2020 for the quarter ended 31.12.2019 and accordingly, Board will reconstitute the Nomination and Remuneration Committee.</p>

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	00089360	Ashok Kumar Ladha	Non-Executive - Independent Director	Chairperson	24-10-2001	25-11-2019	Textual Information(1)
2	00206807	Om Prakash Lohia	Executive Director	Member	24-10-2001		
3	00206458	Vishal Lohia	Executive Director	Member	28-01-2009		
4	01820347	Maganti Narayanarao Sudhindra	Executive Director	Member	06-08-2019		
5	00004340	Udey Paul Singh Gill	Non-Executive - Non Independent Director	Member	06-08-2019		

Sr Text Block	
Textual Information(1)	<p>Mr Ashok Kumar Ladha, Non-executive Independent Director, Chairman of the Audit Committee resigned w.e.f 25.11.2019. As per Regulation 25(6) of the SEBI (LODR) Regulations, 2015, an Independent Director who resigns or is removed from the Board of Directors of the Listed Entity shall be replaced by a New Independent Director at the earliest, but not later than the immediate next meeting of the Board of Directors or three months from the date of such vacancy, whichever is later. We will appoint the new Independent Director at the next Board Meeting of the Company scheduled to be held in the month of February, 2020 for the quarter ended 31.12.2019 and accordingly, Board will reconstitute the Stakeholders Relationship Committee.</p>

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
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	01820347	Maganti Narayanarao Sudhindra	Executive Director	Member	06-08-2019		
4	00004340	Udey Paul Singh Gill	Non-Executive - Non Independent Director	Member	06-08-2019		
5	00352809	Arvind Pandalai	Non-Executive - Independent Director	Member	31-08-2016		

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	01820347	Maganti Narayanarao Sudhindra	Executive Director	Member	06-08-2019		
4	00004340	Udey Paul Singh Gill	Non-Executive - Non Independent Director	Member	06-08-2019		
5	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		
6	00352809	Arvind Pandalai	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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	06-08-2019				Yes		
2		05-11-2019	90		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*	No. of Independent Directors attending the meeting*
1	Audit Committee	06-08-2019				Yes		
2	Audit Committee	05-11-2019	90			Yes	6	4
3	Nomination and remuneration committee	05-11-2019				Yes	4	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)	NA
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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

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

Text Block

Textual Information(1)	The Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committees has been resigned on 25 November 2019 and as per Regulation 25(6) of the SEBI (LODR) Regulations, 2015, an Independent Director who resigns or is removed from the Board of Directors of the Listed Entity shall be replaced by a New Independent Director at the earliest, but not later than the immediate next meeting of the Board of Directors or three months from the date of such vacancy, whichever is later. We will appoint the new Independent Director at the next Board Meeting of the Company scheduled to be held in the month of February, 2020 for the quarter ended 31.12.2019 and accordingly, reconstitute the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.
------------------------	---

Signatory Details

Name of signatory	Pawan Kumar Thakur
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	07-01-2020