

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31<sup>ST</sup> MARCH 2020**

<b>General information about company</b>	
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	Yearly
Date of Report	31-03-2020
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																				
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

#### Weather 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	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		
6	Mrs	Ranjana Agarwal	AAFPA 1896D	03340032	Non-Executive - Independent Director	Not Applicable		25-11-1956	NA		18-05-2015			60	5	5	5	1		
7	Mr	Arvind Pandalai	AAAPP 2986Q	00352809	Non-Executive - Independent Director	Not Applicable		10-05-1949	NA		31-08-2016			60	1	1	0	1		
8	Mr	Dhanendra Kumar	ABBP 3874G	05019411	Non-Executive - Independent Director	Not Applicable		06-06-1946	NA		14-02-2020			60	2	2	1	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	00352809	Arvind Pandalai	Non-Executive - Independent Director	Chairperson	31-08-2016		
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	05019411	Dhanendra Kumar	Non-Executive - Independent Director	Member	14-02-2020		

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	00004340	Udey Paul Singh Gill	Non-Executive - Non Independent Director	Member	06-08-2019		
3	03340032	Ranjana Agarwal	Non-Executive - Independent Director	Member	31-08-2016		
4	00352809	Arvind Pandalai	Non-Executive - Independent Director	Member	31-08-2016		
5	05019411	Dhanendra Kumar	Non-Executive - Independent Director	Member	14-02-2020		

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	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		

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	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	05-11-2019				Yes	8	4
2		14-02-2020	100		Yes	6	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	05-11-2019				Yes	6	4
2	Audit Committee	14-02-2020	100			Yes	6	4
3	Nomination and remuneration committee	14-02-2020				Yes	3	3

**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

**Annexure 1**

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

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.indoramaindia.com">www.indoramaindia.com</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.indoramaindia.com">www.indoramaindia.com</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.indoramaindia.com">www.indoramaindia.com</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.indoramaindia.com">www.indoramaindia.com</a>

5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.indoramaindia.com">www.indoramaindia.com</a>
6	Criteria of making payments to non- executive directors	Yes		<a href="http://www.indoramaindia.com">www.indoramaindia.com</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.indoramaindia.com">www.indoramaindia.com</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.indoramaindia.com">www.indoramaindia.com</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.indoramaindia.com">www.indoramaindia.com</a>

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.indoramaindia.com
11	email address for grievance redressal and other relevant details	Yes		www.indoramaindia.com
12	Financial results	Yes		www.indoramaindia.com
13	Shareholding pattern	Yes		www.indoramaindia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		

16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.indoramaindia.com
18	Credit rating or revision in credit rating obtained	Yes		www.indoramaindia.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.indoramaindia.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.indoramaindia.com
21	Materiality Policy as per Regulation 30	Yes		www.indoramaindia.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.indoramaindia.com
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	Disseminated all the information on the website of company.

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	

40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

### Annexure II

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

### Annexure II

#### III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

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

**Signatory Details**

Name of signatory	Pawan Kumar Thakur
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	08-05-2020