

IRSL:STEXCH:2017-18:
11th April 2017

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Bandra - Kurla Complex,
Bandra (E)
Mumbai - 400 051.

Thru.: **NEAPS**
Stock Code NSE: **INDORAMA**

BSE Limited

Floor 25,
P. J. Towers,
Dalal Street,
Mumbai - 400 001.

Thru.: **BSE Listing Centre**
Stock Code BSE: **500207**

ISIN: INE156A01020

Indo Rama Synthetics (India) Limited - CIN L17124MH1986PLC166615

Sub: Corporate Governance Report for the quarter ended 31st March 2017

Dear Sir,

Please find enclosed Corporate Governance Report for the quarter ended 31st March 2017, as per the Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per **Annexure - I** and **Annexure - II**.

Hope you will find the same in order.

Thanking you,

Yours faithfully,
for **Indo Rama Synthetics (India) Limited**


Jayantk Sood
CHRO & Company Secretary
(ICSI Membership No.: FCS 4482)



Encl.: as above.

1. Name of Listd Entity : INDO RAMA SYNTHETICS (INDIA) LIMITED (CIN: L17124MH1986PLC166615)
 2. Quarter ending : 31ST MARCH 2017

I. Composition of Board of Directors

Title (Mr/ Ms)	Name of the Director	PAN [§] & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) [§]	Date of Appointment in the Current Term / Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Mohan Lal Lohia	PAN: AHWPL9486C DIN: 00918397	Non-Executive	-	-	1	0	0
Mr.	Om Prakash Lohia	PAN: AACPL0089N DIN: 00206807	Chairperson-Executive	-	-	2	1	0
Mr.	Vishal Lohia	PAN: AABPL5213F DIN: 00206458	Executive	-	-	1	2	0
Mr.	Ashok Kumar Ladha	PAN: ABAPL7754K DIN: 00089360	Independent	A: 20/05/2014 C: 20/05/2019	5 Years	1	2	2
Mr.	Suman Jyoti Khaitan	PAN: AERPK7259Q DIN: 00023370	Independent	A: 20/05/2014 C: 20/05/2019	5 Years	4	4	3
Ms.	Ranjana Agarwal	PAN: AAFFA1896D DIN: 03340032	Independent	A: 18/05/2015 C: 18/05/2020	5 Years	3	3	1
Dr.	Arvind Pandalai	PAN: AAAPP2986Q DIN: 00352809	Independent	A: 31/08/2016 C: 31/08/2021	5 Years	1	1	0

[§]PAN Number of any Director would not be displayed on the website of Stock Exchange.

[§]Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&}
1. Audit Committee	i) Mr. Ashok Kumar Ladha ii) Mr. Suman Jyoti Khaitan iii) Ms. Ranjana Agarwal iv) Dr. Arvind Pandalai v) Mr. Vishal Lohia	Chairperson-Independent Independent Independent Independent Executive
2. Nomination & Remuneration Committee	i) Mr. Ashok Kumar Ladha ii) Mr. Suman Jyoti Khaitan iii) Ms. Ranjana Agarwal iv) Dr. Arvind Pandalai	Chairperson-Independent Independent Independent Independent
3. Risk Management Committee (if applicable)	i) Mr. Om Prakash Lohia ii) Mr. Vishal Lohia iii) Ms. Ranjana Agarwal iv) Dr. Arvind Pandalai	Chairperson-Executive Executive Independent Independent
4. Stakeholders Relationship Committee	i) Mr. Ashok Kumar Ladha ii) Mr. Om Prakash Lohia iii) Mr. Vishal Lohia	Chairperson-Independent Executive Executive

[&]Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14-Nov-16	08-Feb-17	85

IV. Meeting of Committees

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
a. Audit Committee:			
08-Feb-17	Yes	14-Nov-16	85
b. Nomination & Remuneration Committee :			
Nil	Yes	Nil	NA
c. Stakeholders Relationship Committee:			
31-Mar-17	Yes	27-Dec-16	NA
d. Risk Management Committee:			
NA	NA	NA	NA

* This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional.

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words, "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

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**
 - b. Nomination & Remuneration Committee : **Yes**
 - c. Stakeholders Relationship Committee : **Yes**
 - d. Risk Management Committee (applicable to the top 100 listed entities): **NA**
3. 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**
4. 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**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/ advice of Board of Directors may be mentioned here: **Yes (No comments)**



Name: **Jayantk Sood**

Designation: **CHRO and Company Secretary & Compliance Officer**



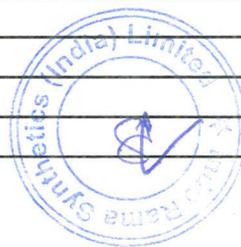
Note:

Information at Table I and II above need to be necessarily given in first quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed Entity and instead a statement "same as previous quarter" may be given.

ANNEXURE - II

Name of Listed Entity : INDO RAMA SYNTHETICS (INDIA) LIMITED (CIN: L17124MH1986PLC166615)
 Quarter ending : 31ST MARCH 2017

I. Disclosure on Website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA) <small>Refer note below</small>	
Details of business	Yes	
Terms and conditions of appointment of Independent Directors	Yes	
Composition of various committees of Board of Directors	Yes	
Code of Conduct of Board of Directors and senior Management Personnel	Yes	
Details of establishment of Vigil Mechanism / Whistle Blower Policy	Yes	
Criteria of making payments to Non-Executive Directors	Yes	
Policy on dealing with Related Party Transactions	Yes	
Policy for determining "Material" subsidiaries	Yes	
Details on familiarization programmes imparted to Independent Directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling Investor Grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial Results	Yes	
Shareholding Pattern	Yes	
Details of Agreements entered into with the media companies and/or their Associates	NA	
New name and the old name of the Listed Entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) <small>Refer note below</small>
Independent Director(s) have been appointed in terms of specified criteria of "Independence" and/or "Eligibility"	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / compensation	17(6)	NA
Minimum Information	17(7)	Yes



Particulars	Regulation Number	Compliance Status (Yes/No/NA) <small>Refer note below</small>
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes *
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: Yes

Name: **Jayantk Sood**

Designation: **CHRO and Company Secretary & Compliance Officer**

* The Wholly-Owned Subsidiary Companies, viz; Indo Rama Renewables Limited, Indo Rama Renewables Ramgarh Limited and Indo Rama Renewables Porbandar Limited, have been merged with the Company, Indo Rama Synthetics (India) Limited, vide National Company Law Tribunal (NCLT), Mumbai Bench, Order dated 29th March 2017. The appointed date of Amalgamation is 1st April 2016.