

INDO RAMA SYNTHETICS (INDIA) LIMITED

CIN: L17124MH1986PLC166615

Regd. Office: A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra.

Tel.: 07104-663000 / 01 Fax: 07104-663200,

Email: investor-relations@indorama-ind.com Website: www.indoramaindia.com

NOTICE

NOTICE is hereby given that 2nd Extra-ordinary General Meeting (EGM) of the Members of Indo Rama Synthetics (India) Limited, will be held on Thursday, 20th September 2018, at 1:30 PM, at the Registered Office of the Company at A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra, to transact the following Special Business:

1. Issuance of Equity Shares by way of Preferential Issue on private placement basis.

To consider and, if thought fit, to pass with or without modification, the following Resolution to be passed as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014, and Rule 13 of Companies (Share Capital and Debenture) Rules 2014, and any other relevant Rules made thereunder, including any statutory modification, amendment or re-enactment thereof (“Companies Act”) and in accordance with any other applicable laws, regulations, policies, guidelines pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the “SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (“Listing Regulations”), enabling provisions of Memorandum and Articles of Association of the Company subject to terms and conditions of any approval, permission, sanction of the Government of India (“GoI”), the National Company Law Tribunal (“NCLT”), the Securities and Exchange Board of India (“SEBI”), the concerned Registrar of Companies (“RoC”) and any other appropriate authorities, institutions or bodies, to the extent required, subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approval, permission and sanction which would be agreed by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any duly authorized Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) consent, approval and sanction of the Company be and is hereby accorded to the Board (with powers to delegate all or any of the powers hereby conferred to any Committee thereof) to create, offer/issue and allot to below-mentioned proposed allottee, as permitted under applicable laws, regulations, policies and/or guidelines, including the SEBI (ICDR) Regulations 2009 and other Laws in India, for 16,00,000 Equity Shares on preferential basis (“Issue”);

S. No.	Name of the Proposed Allottee	No. of Equity Shares proposed to allot
1	EISAF II Onshore Fund (PAN: AAATE9140K)	16,00,000

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted within a period of 15 (fifteen) days from the date of passing of this Special Resolution, provided that where any application for any approval or permission by any statutory or regulatory authority is pending, the period of fifteen days shall be counted from the date of such approval or permission, as the case may be or such other extended period as may be permitted under applicable SEBI (ICDR) Regulations, as amended from time to time;

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects;

RESOLVED FURTHER THAT the said Equity Shares shall be listed on the Stock Exchanges on which the existing Equity Shares of the Company are listed;

RESOLVED FURTHER THAT the Equity Shares to be allotted shall be subject to lock-in requirement as prescribed by the SEBI (ICDR) Regulations, from time to time;

RESOLVED FURTHER THAT the “Relevant Date” in accordance with the SEBI (ICDR) Regulations shall be 21st August 2018, being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Equity Shares;

RESOLVED FURTHER THAT the Equity Shares be allotted at a price not less than the price to be determined in accordance with the SEBI (ICDR) Regulations;

RESOLVED FURTHER THAT the Board be entitled to vary, modify or alter any of the foregoing terms and conditions to conform to those as may be prescribed by, SEBI, ROC, Stock Exchanges or any other appropriate authority/ies or in such manner or otherwise as the Board may, in its absolute discretion, deem fit;

RESOLVED FURTHER THAT the Board be and is hereby, authorized to finalize the form of application and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to this resolution and to settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Equity Shares of the Company and to negotiate, finalize and execute any other agreement(s) or document(s) and

writings relating to the Issue as it may deem necessary, proper, desirable or expedient without requiring any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters, things and take all steps as may be necessary, proper or expedient to give effect to this resolution.”

2. To place disclosure before the shareholders of the Company in terms of Regulation 73(1)(e) of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and to ratify the same as part of Special resolution passed by the shareholders at the Annual General meeting held on Saturday, 28th day of July, 2018 for the issuance of equity shares by way of preferential issue on private placement basis.

To consider and, if thought fit, to pass with or without modification, the following Resolution to be passed as a **Special Resolution**:

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded to ratify the following disclosure in terms of Regulation 73(1)(e) of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as a part of special resolution passed by the shareholders at their Annual General Meeting held on Saturday, 28th day of July, 2018 for the issuance of equity shares by way of preferential issue on private placement basis, which inter-alia contain the correct details of ultimate beneficiary ownership for non-promoter allottees, i.e., EC Special Situations Fund and Edelweiss India Special Situations Fund-II, as per undertaking given by the Company to the BSE Limited -

Sl. No.	Details of Subscriber	Category / Class of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
1	EC Special Situations Fund (PAN: AAATE8634N)	SEBI Registered Alternative Investment Funds (AIFs)	NIL	31,81,818	1.98	The proposed allottee, viz; EC Special Situations Fund is a SEBI Registered Alternative Investment Fund with Registration No. IN/AIF2/17-18/0509, which is owned by a Singapore based global pension fund, EC Holdings Pte. Ltd. Thus, there is no natural persons who are the ultimate beneficial owners who holds more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee and Mr. Amit Agarwal (PAN AFLPA5631D) is Fund Manager for the Fund.
2	Edelweiss India Special Situations Fund-II (PAN: AAATE8926D)			59,09,091	3.67	The proposed allottee, viz; Edelweiss India Special Situations Fund-II is a SEBI Registered Alternative Investment Fund with Registration No. IN/AIF2/17-18/0330, which is owned by a Singapore based global pension fund, EW India Special Assets Fund II Pte Ltd. Thus, there is no natural persons who are the ultimate beneficial owners who holds more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee and Mr. Amit Agarwal (PAN AFLPA5631D) is Fund Manager for the Fund.

RESOLVED FURTHER THAT except as stated above, there is no change/ rectification in the resolution and/or explanatory statement annexed thereto in the Notice of Annual General meeting.”

Registered Office:
A-31, MIDC Industrial Area
Butibori, Nagpur - 441122, Maharashtra
CIN: L17124MH1986PLC166615
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By Order of the Board of Directors
For Indo Rama Synthetics (India) Limited

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

Place: Gurugram
Date: 13th August 2018

Notes:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

- 2) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at this Meeting.
- 3) Explanatory Statement under Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at this meeting, is annexed hereto.
- 4) Members/Proxies/Authorised Representatives are requested to bring to the meeting the necessary details of their shareholdings and attendance slip.
- 5) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6) For the immediate reference, route map along with attendance slip and proxy form is also attached herewith.
- 7) Electronic copy of the Notice of 2nd Extra-ordinary General Meeting (EGM) of the Company, inter-alia, indicating the process and manner of Remote e-Voting along with Attendance Slip and Proxy Form is being sent to all the members, whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 2nd Extra-ordinary General Meeting of the Company, inter-alia, indicating the process and manner of Remote e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 8) Members may also note that the Notice of the 2nd Extra-ordinary General Meeting will also be available on the Company's website, www.indoramaindia.com, for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's Investor email id: investor-relations@indorama-ind.com
- 9) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide facility to members to exercise their right to vote on resolutions proposed to be passed at the 2nd Extra-ordinary General Meeting (EGM) through electronic means and have engaged the services of National Securities Depository Limited ("NSDL") as the Authorised Agency to provide Remote e-Voting facility. The members may cast their votes on electronic voting system from place other than the venue of the meeting (Remote e-Voting).
- 10) **Voting through Electronic Means (Remote e-Voting)**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices, i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e., Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment, i.e., "Indo Rama e-Voting.pdf" file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is provided as below/at the bottom of the Attendance Slip.

EVEN (Remote e-Voting Event Number)	USER ID	PASSWORD/PIN
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- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login button", Home page of e-voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of Company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, etc., with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

NOTICE

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
11. The voting rights of members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on Cut-off Date, i.e., 13th September 2018.
12. Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the Cut-off Date, i.e., 13th September 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or helpdeskdelhi@mcsregistrars.com or investor-relations@indorama-ind.com
However, if you are already registered with NSDL for e-Voting then you can use your existing user ID and Password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free No.: 1800-222-990.
13. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date only shall be entitled to avail the facility of Remote e-Voting as well as voting at the EGM through Polling Paper.
14. The Remote e-Voting period commences at 9:00 AM on Monday, 17th September 2018 and will end at 5:00 PM on Wednesday, 19th September 2018. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off Date of 13th September 2018, may cast their vote by Remote e-Voting. The Remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
15. Mr. Sanjay Grover, Managing Partner, M/s Sanjay Grover & Associates, Company Secretaries, (Firm Registration No.P2001DE052900 and CP No. 3850), failing him, Mr. Neeraj Arora, Partner, M/s Sanjay Grover & Associates, Company Secretaries, (Firm Registration No.P2001DE052900 and CP No. 16186) have been appointed as the Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner.
16. The facility for voting through polling paper shall be made available at the EGM and the members attending the meeting, who have not cast their vote by Remote e-Voting shall be able to exercise their right at the meeting through polling paper.
17. The members who have cast their vote by Remote e-Voting prior to the EGM may also attend the EGM, but shall not be entitled to cast their vote again.
18. You can also update your mobile number and E-mail ID in the user profile details of the folio, which may be used for sending future communication(s).
19. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the EGM, but have not cast their votes by availing the Remote e-Voting facility.
20. The Scrutinizer will, after the conclusion of voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting and make a consolidated Scrutinizer's Report and submit the same to the Chairman. The Results declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company, www.indoramaindia.com and on the website of NSDL, www.evoting.nsdl.com. The result will simultaneously be communicated to the stock exchanges.
21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, at the Registered Office of the Company, during normal business hours (9:00 AM to 5:00 PM) on all working days except Saturdays, upto the date of the 2nd Extra-ordinary General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 01

The Company proposes to make a preferential basis allotment of equity shares to:

S. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to allot
1	EISAF II Onshore Fund PAN: AAATE9140K	16,00,000

(collectively known as "Proposed Allottee"), on a private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on 13th August, 2018.

Approval of the members by way of Special Resolution is required inter-alia in terms of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014 and Rule 13 of Companies (Share Capital and Debenture) Rules 2014 and any other relevant Rules made there under, including any statutory modification, amendment or re-enactment thereof ("Companies Act") and in accordance with any other applicable laws, regulations, policies, guidelines pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the "SEBI (ICDR) Regulations").

Therefore, in terms of said Sections, Rules and Regulations, consent of the Members is being sought for the issue and allotment of 16,00,000 (Sixteen Lakhs) Equity Shares of the Company, having a face value of INR 10 (Indian Rupees Ten only) each at a price to be determined as per the SEBI (ICDR) Regulations, on Relevant Date, on a preferential basis to the Proposed Allottees,

entitling the Proposed Allottees to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this special resolution by the Members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR) Regulations, the relevant disclosures / details are given below:

A) Objects of the Preferential Issue:

To meet general business requirements addressing Working Capital needs as well as expansion of business activities. Therefore, the Company has proposed the Issue of Shares on preferential basis to selected person to meet its capital requirements in due course.

B) The total number of equity shares to be issued:

16,00,000 (Sixteen Lakh) Equity Shares.

C) Terms of Issue of the Equity Shares, if any:

The Equity Shares allotted in terms of this resolution shall rank pari-passu with existing equity shares of the Company in all respects.

D) Relevant Date:

In accordance with the provisions of SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determination of the price of the equity shares to be issued and allotted shall be the date 30 (thirty) days prior to the date of passing of this Special Resolution by the Members of the Company or in the case where "Relevant Date" falls on weekend/ holidays, the day preceding the weekend/holidays, will be reckoned to be the Relevant Date.

E) Pricing of Preferential Issue:

The price of equity shares to be issued and fixed in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations.

F) Basis on which the price has been arrived at:

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the SEBI (ICDR) Regulations.

In terms of SEBI (ICDR) Regulations, the equity shares shall be allotted at a price not less than higher of the following:

- Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date; or
- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, the price of Equity Shares will be determined on Relevant Date.

Since the equity shares of the Company have been listed on the recognized stock exchange for a period of more than 26 (Twenty Six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

G) Intention of Promoters/Directors/Key Managerial Personnel to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel intends to subscribe to the proposed issue.

H) The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

Sl. No.	Details of Subscriber	Category / Class of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Ultimate Beneficial Owners of proposed allottee
1	EISAF II Onshore Fund (PAN: AAATE9140K)	Category II Alternative Investment Funds (AIFs)	Nil	16,00,000	0.99	The proposed allottee, viz; EISAF II Onshore Fund which is a scheme under Edelweiss India Special Situations Fund which is a Category II Alternative Investment Fund registered with SEBI Registration Number: IN/AIF2/17-18/0509. Thus, there is no natural persons who are the ultimate beneficial owners who holds more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee and Mr. Amit Agarwal (PAN AFLPA5631D) is the Head - Edelweiss Stressed Assets Strategy and is also the Fund Manager.

I) The pre-issue and post-issue shareholding pattern of the Company:

Sl. No.	Category	Pre-Issue *		Post-Issue	
		No of shares Held	% of share holding	No of shares held	% of share holding
A.	Promoters' holding:				
1.	Indian:				
	Individual	5,90,13,663	37.04	5,90,13,663	36.67
2.	Foreign/NRI Promoters:				
	Individual	99,200	0.06	99,200	0.06
	Overseas Corporate Body	5,35,64,057	33.62	5,35,64,057	33.29
	Sub-Total (A)	11,26,76,920	70.73	11,26,76,920	70.02
B.	Non-Promoters' holding:				
1.	Institutional Investors	1,81,43,580	11.39	1,81,43,580	11.28
2.	Non-Institution Investors:				
	Corporate Bodies	1,09,67,178	6.58	1,25,67,178	7.81
	Indian Public	1,68,78,551	10.59	1,68,78,551	10.49
	Others (including NRIs)	6,46,922	0.41	6,46,922	0.40
	Sub-Total (B)	4,66,36,231	29.37	4,82,36,231	29.98
	GRAND TOTAL	15,93,13,151	100.00	16,09,13,151	100.00

* As on 13th August 2018.

J) Proposed time within which the allotment shall be completed:

As required under the Regulation 74(1) of SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s), as the case may be.

K) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Sl. No.	Name of the Allottee	Number of Equity Shares allotted	Price of Equity Shares
01	EC Special Situations Fund (PAN: AAATE8634N)	31,81,818	Rs.33.98
02	Edelweiss India Special Situations Fund-II (PAN: AAATE8926D)	43,09,091	

L) Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

M) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

N) Lock in period:

The proposed allotment of the equity shares shall be subject to a lock-in as per the requirements of SEBI (ICDR) Regulations.

O) Auditors certificate:

A certificate from Chartered Accountants / Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of SEBI (ICDR) Regulations and will be made available for inspection at the Registered Office of the Company.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members.

Accordingly, consent of the members is being sought for passing the Special Resolution as set out at Item No. 01 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, at Item No. 01 of the Notice.

Item No. 02

A Special resolution was passed by the shareholders of the Company in their Annual General Meeting held on Saturday, 28th of July, 2018 regarding issuance of equity shares by way of preferential issue on private placement basis as per Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014, Rule 13 of Companies (Share Capital and Debenture) Rules 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. However, in the explanatory statement attached to the resolution, correct details of ultimate beneficial ownership for non-promoter allottees, i.e., EC Special Situations Fund and Edelweiss India Special Situations Fund-II were not disclosed.

Therefore, a disclosure containing the ultimate beneficial ownership for the non-promoter allottees, i.e., EC special Situations Fund and Edelweiss India Special Situations Fund-II, is placed before the members for their ratification. Such disclosure shall be a part of special resolution passed by the shareholders of the Company in their Annual General Meeting held on Saturday, 28th of July, 2018. The revised disclosure is as under:

Sl. No	Details of Subscriber	Category / Class of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
1	EC Special Situations Fund (PAN: AAATE8634N)	SEBI Registered Alternative Investment Funds (AIFs)	NIL	31,81,818	1.98	The proposed allottee, viz; EC Special Situations Fund is a SEBI Registered Alternative Investment Fund with Registration No. IN/AIF2/17-18/0509, which is owned by a Singapore based global pension fund, EC Holdings Pte. Ltd. Thus, there is no natural persons who are the ultimate beneficial owners who holds more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee and Mr. Amit Agarwal (PAN AFLPA5631D) is Fund Manager for the Fund.
2	Edelweiss India Special Situations Fund-II (PAN: AAATE8926D)			59,09,091	3.67	The proposed allottee, viz; Edelweiss India Special Situations Fund-II is a SEBI Registered Alternative Investment Fund with Registration No. IN/AIF2/17-18/0330, which is owned by a Singapore based global pension fund, EW India Special Assets Fund II Pte Ltd. Thus, there is no natural persons who are the ultimate beneficial owners who holds more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee and Mr. Amit Agarwal (PAN AFLPA5631D) is Fund Manager for the Fund.

Registered Office:

A-31, MIDC Industrial Area
Butibori, Nagpur – 441122, Maharashtra
CIN: L17124MH1986PLC166615
E-mail: investor-relations@indorama-ind.com
Website: www.indoramaindia.com
Tel.: 07104-663000/01
Fax: 07104-663200

Place: Gurugram
Date: 13th August 2018

**By Order of the Board of Directors
For Indo Rama Synthetics (India) Limited**

**Jayantk Sood
CHRO & Company Secretary
(FCS No. 4482)**

INDO RAMA SYNTHETICS (INDIA) LIMITED

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Form No. MGT-11**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) _____

Registered Address _____

E-mail ID _____

Folio No. / DP ID and Client ID No. _____

I/We being the member(s) of shares of the above named Company hereby appoint:

1. Name :
 Address :
 E-mail ID :
 Signature :or failing him/her
2. Name :
 Address :
 E-mail ID :
 Signature :or failing him/her
3. Name :
 Address :
 E-mail ID :
 Signature :

as my/our proxy to attend and vote, in case of poll, for me/us and on my/our behalf at the 2nd Extra-ordinary General Meeting of the Company, to be held on Thursday, 20th September 2018 at 1:30 PM, at the Registered Office of the Company at A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Reso. No.	Description
1.	Issuance of Equity Shares by way of Preferential Issue on private placement basis.
2.	To place disclosure before the shareholders of the Company in terms of Regulation 73(1)(e) of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and to ratify the same as part of Special resolution passed by the shareholders at the Annual General meeting held on Saturday, 28th day of July, 2018 for the issuance of equity shares by way of preferential issue on private placement basis.

Signed this day of 2018.

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp not less
than ₹ 1/-

Note:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than FORTY EIGHT (48) hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 2nd Extra-ordinary General Meeting.
3. Please complete all details including details of member(s), in above box, before submission.

INDO RAMA SYNTHETICS (INDIA) LIMITED

CIN: L17124MH1986PLC166615
Regd. Office: A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra.
Tel.: 07104-663000 / 01 Fax: 07104-663200,
Email: investor-relations@indorama-ind.com Website: www.indoramaindia.com

ATTENDANCE SLIP**2ND EXTRA-ORDINARY GENERAL MEETING – 20TH SEPTEMBER 2018**

Name and Registered Address of the Member :

Registered Folio No. / DP ID and Client ID No. :

Joints Holders, if any :

No. of Shares :

I/We hereby record my/our presence at the 2nd Extra-ordinary General Meeting of the Company held on Thursday, 20th September 2018 at 1:30 PM, at the Registered Office of the Company at A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra.

Member's/Proxy's Name in BLOCK Letters_____
Member's/Proxy's Signature**Note:**

- 1) Please complete the Folio / DP ID / Client ID No. and Name of the Member / Proxy, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
- 2) Electronic copy of the Notice of the 2nd Extra-ordinary General Meeting (EGM) along with Attendance Slip and Proxy Form is being sent to all the members, whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending EGM can print copy of this Attendance Slip.
- 3) Physical copy of the Notice of the 2nd Extra-ordinary General Meeting along with Attendance Slip and Proxy Form is being sent in the permitted mode(s) to all members, whose e-mail address is not registered or have requested for a hard copy.

Particulars for Remote e-Voting through Electronic means

EVEN (e-Voting Event Number)	USER ID	PASSWORD/PIN
109210		