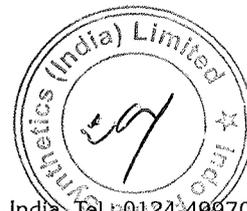


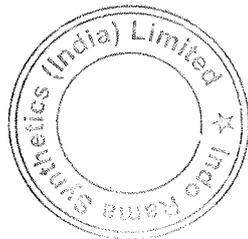
Undertaking in relation to non-applicability of requirements prescribed in Sub- para 9(a) of para I (A) of Annexure I ("said para 9(a)") of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("SEBI Circular") to the scheme of Amalgamation of Indo Rama Renewables Limited, Indo Rama Renewables Ramgarh Limited and Indo Rama Renewables Porbandar Limited (Transferor Companies) with Indo Rama Synthetics (India) Limited (Transferee Company).

1. It is proposed to merge Indo Rama Renewables Limited referred as "Transferor/Applicant Company No. 1", Indo Rama Renewables Porbandar Limited referred as "Transferor/Applicant Company No. 2" and Indo Rama Renewables Ramgarh Limited referred as "Transferor/Applicant Company No. 3", 100% wholly owned and step-down subsidiaries of the Company with Indo Rama Synthetics (India) Limited (Transferee Company) under a Scheme of Amalgamation ("the scheme"), in this connection, we undertake that the Scheme does not envisage any of the following cases referred in said Para 9(a) of the SEBI Circular:
 - i. Allotment of any additional shares to Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary (ies) of Promoter/ Promoter Group of the listed Company.
 - ii. The Scheme of Arrangement involves the listed Company and any other entity involving Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(s) of Promoter/ Promoter Group.
 - iii. Acquisition of the equity shares of the subsidiary by the parent listed Company, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(s) of Promoter/ Promoter Group of the parent listed Company, and if that subsidiary is being merged with the parent listed Company under the Scheme of Arrangement.
2. The Company further undertakes that the requirements prescribed in the said para 9(a) of the SEBI Circular pertaining to voting by public shareholders through the postal ballot and e-voting are not applicable to the proposed Scheme due to following reasons:
 - i. There will be no issue and allotment of shares by the Transferee Company in consideration of amalgamation of the Transferor Companies with the Transferee Company due to the following reasons-
 - a. the entire share capital of the Transferor / Applicant Company No. 1 is held by the Transferee/ Applicant Company;
 - b. the entire share capital of the Transferor / Applicant Company No. 2 is held by the Transferor / Applicant Company No. 1; and
 - c. the entire share capital of the Transferor / Applicant Company No. 3 is held by the Transferor / Applicant Company No. 1.



- ii. As there will be no allotment of any additional shares to Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter group, Subsidiary (ies) of Promoter/ Promoter Group of the Company, it does not involve any arrangement between the Company and Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(s) of Promoter/ Promoter Group.
 - iii. The Transferee Company has not acquired any equity shares of the Transferor Companies by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter/ Promoter group, related parties of Promoter/ Promoter group, Associates of Promoter/ Promoter group, Subsidiary(s) of Promoter/ Promoter group of the Company.
3. In view of the above and pursuant to Para 9(a) read with sub-para I(A) of Annexure I of the SEBI Circular, we hereby undertake and confirm that the requirements prescribed in the said para 9(a) read with sub-para I(A) of Annexure I of the SEBI Circular regarding approval of the Scheme through Postal Ballot and e-Voting by the Shareholders of the Company are not applicable.

for Indo Rama Synthetics (India) Limited



Jayantk Sood

Jayantk Sood
Head-Corporate & Company Secretary
(ICSI Membership No.: FCS 4482)

PRE - SHAREHOLDING PATTERN AS ON 30TH JUNE 2016
(Regulation 31 (1) (b) SEBI (LODR) Regulations, 2015)

1. Name of Listed Entity : Indo Rama Synthetics (India) Limited
2. Scrip Code/Name of Scrip/Class of Security : INDORAMA
3. Share Holding Pattern Filed under Regulation : 31
4. Share Holding Pattern as on : 30-Jun-2016

5. **Declaration:** The Listed entity is required to submit the following declaration to the extent of submission of information:-

S. No.	Particulars	Yes/No	
1	Whether the Listed Entity has issued any partly paid up shares?	No	
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	No	
3	Whether the Listed Entity has any shares against which depository receipts are issued?	Yes	Public Group
4	Whether the Listed Entity has any shares in locked-in?	No	
5	Whether any shares held by promoters are pledge or otherwise encumbered?	No	
6	Whether the Listed Entity has issued any differential Voting Rights?	No	

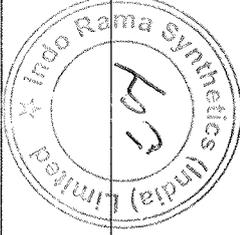


Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of share holders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held		Share-holding as a % of total no. of shares (calculated as per SCRR, 1957) (VII)	Number of Voting Rights held in each class of securities (IX)			No. of Underlying convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
						(IV)+(V)+ (VI)	As a % (A+B+C2)		No of Voting Rights					No. (e)	As a % of total Shares held (b)	No. (e)	As a % of total Shares held (b)	
									Class eg: X	Class eg: y	Total							
A	Promoter & Promoter Group	9	101911551	0	0	101911551	67.13	0	0	101911551	67.13	0	0	0	0	0	101911551	
B	Public	21291	39620131	0	10290560	49910691	32.87	0	0	49910691	32.87	0	0	0	0	0	49932093	
C	Non Promoter- Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
C1	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
C2	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Total	21300	141531682	0	10290560	151822242	100	0	0	151822242	100	0	0	0	0	0	150943644	

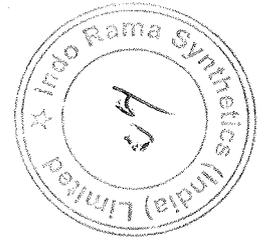


Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders (i)	PAN (ii)	No. of share holder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depositor (vi)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculate as per SCRR, 1957 (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights		Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total shares held (b)	
								Class X	Class Y								
1			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
a			58524294	0	0	58524294	38.55	58524294	0	58524294	38.55	0	0	0	0	0	58524294
			37984000	0	0	37984000	25.02	37984000	0	37984000	25.02	0	0	0	0	0	37984000
			1137896	0	0	1137896	0.75	1137896	0	1137896	0.75	0	0	0	0	0	1137896
			249888	0	0	249888	0.16	249888	0	249888	0.16	0	0	0	0	0	249888
			239940	0	0	239940	0.16	239940	0	239940	0.16	0	0	0	0	0	239940
			414796	0	0	414796	0.27	414796	0	414796	0.27	0	0	0	0	0	414796
			18184518	0	0	18184518	11.98	18184518	0	18184518	11.98	0	0	0	0	0	18184518
			313256	0	0	313256	0.21	313256	0	313256	0.21	0	0	0	0	0	313256
b			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
c			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
d			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1)			58524294	0	0	58524294	38.55	58524294	0	58524294	38.55	0	0	0	0	0	58524294

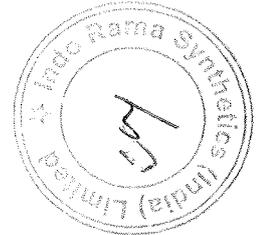


Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (I)	PAN (II)	No. of Share holder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total no. shares held (VII) = IV+V+VI	Shareholding % calculate as per SCRR, 1957 (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV) (Not Applicable)
								Class X	Class Y	Total			No.	As a % of total Shares held	No.	As a % of total shares held (Not applicable)	
1 Custodian/DR Holder		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2 Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Non-Promoter- Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Table II- Unclaim Details

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.
No. of shareholders
No of share held

Table III- Unclaim Details

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.
No. of shareholders
No of share held

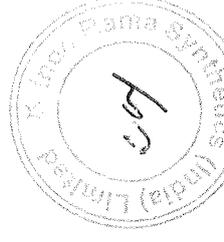
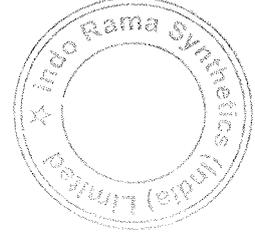


Table III- Person in Concert

Details of the shareholders acting as Persons in Concert including their Shareholding				
Name of shareholder	Name of PAC	No. of share	Holding %	
Mr. Om Prakash Lohia	Promoter	3,79,84,000	25.02	
Mr. Vishal Lohia	Promoter	11,37,896	0.75	
Mrs. Urmila Lohia	Promoter Group	1,81,84,518	11.98	
Mrs. Ritika Kumar	Promoter Group	4,14,796	0.27	
Mr. Alope Lohia	Promoter Group	99,200	0.07	
Ms. Aradhana Lohia	Promoter Group	3,13,256	0.21	
Mrs. Rimple Lohia	Promoter Group	2,39,940	0.16	
Mr. Yashovardhan Lohia	Promoter Group	2,49,888	0.16	
M/s Brookgrange Investments Limited	Promoter Group	4,32,88,057	28.51	



For Indo Rama Synthetics (India) Ltd.

Jayant K Sood

Jayant K Sood
Head-Corporate & Company Secretary

POST - SHAREHOLDING PATTERN AS ON 30TH JUNE 2016

(Regulation 31 (1) (b) SEBI (LODR) Regulations, 2015)

1. Name of Listed Entity : **Indo Rama Synthetics (India) Limited**
2. Scrip Code/Name of Scrip/Class of Security : **500207 / INDORAMA**
3. Share Holding Pattern Filed under *Regulation* : **31**
4. Share Holding Pattern as on : **Post Amalgamation**

5. **Declaration:** The Listed entity is required to submit the following declaration to the extent of submission of information:-

S. No.	Particulars	Yes/No	
1	Whether the Listed Entity has issued any partly paid up shares?	No	
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	No	
3	Whether the Listed Entity has any shares against which depository receipts are issued?	Yes	Public Group
4	Whether the Listed Entity has any shares in locked-in?	No	
5	Whether any shares held by promoters are pledge or otherwise encumbered?	No	
6	Whether the Listed Entity has issued any differential Voting Rights?	No	

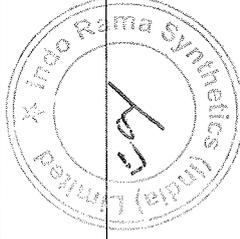


Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of share holders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Share-holding as a % of total (calculated as per SCRR, 1957) (VIII)		Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)					
							As a % (A+B+C2)	Total as a % of (A+B+C)	Class eg: X	Class eg: Y	Total			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)						
																			As a % (A+B+C2)	Total as a % of (A+B+C)	Class eg: X	Class eg: Y	Total
A	Promoter & Promoter Group	9	101911551	0	101911551	101911551	67.13	0	101911551	0	67.13	0	0	0	0	0	101911551						
B	Public	21291	39620131	0	10290560	49910691	32.87	0	49910691	0	32.87	0	0	0	0	0	49032093						
C	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0						
C1	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0						
C2	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0						
	Total	21300	141531682	0	10290560	151822242	100	151822242	0	151822242	100	100	0	0	0	0	150943644						

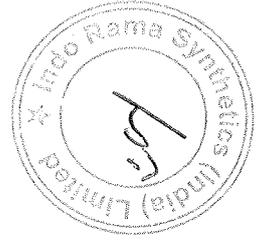


Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders (i)	PAN (ii)	No. of share holder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depositor (vi)	Total nos. shares held (vii) = IV+V+VI	Shareholding % calculate as per SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			Total as a % of Total Voting rights	No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi) = (vii)+(x) as a % of A+B+C2	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)	Number of equity shares held in dematerialized form (xiv)
								Class X	Class Y	Total				No. (a)	As a % of total Shares held (b)		
1 Indian		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
a Individuals/Hindu undivided Family		7	58524294	0	0	58524294	38.55	58524294	0	58524294	38.55	0	0	0	0	58524294	
Mr. Om Prakash Lohia			37984000	0	0	37984000	25.02	37984000	0	37984000	25.02	0	0	0	0	37984000	
Mr. Vishal Lohia			1137896	0	0	1137896	0.75	1137896	0	1137896	0.75	0	0	0	0	1137896	
Mr. Yashovardhan Lohia			249888	0	0	249888	0.16	249888	0	249888	0.16	0	0	0	0	249888	
Mrs. Rimple Lohia			239940	0	0	239940	0.16	239940	0	239940	0.16	0	0	0	0	239940	
Mrs. Ritika Kumar			414796	0	0	414796	0.27	414796	0	414796	0.27	0	0	0	0	414796	
Mrs. Urmila Lohia			18184518	0	0	18184518	11.98	18184518	0	18184518	11.98	0	0	0	0	18184518	
Ms. Aradhana Lohia			313256	0	0	313256	0.21	313256	0	313256	0.21	0	0	0	0	313256	
b Central Government/ State Government(s)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
c Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
d Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sub-Total (A)(1)		7	58524294	0	0	58524294	38.55	58524294	0	58524294	38.55	0	0	0	0	58524294	

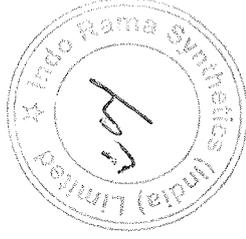


Table III - Statement showing shareholding pattern of the Public shareholder

1	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held $\frac{VII}{IV+V+VI}$	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) VIII	Number of Voting Rights held in each class of securities (IX)			Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	No. of Shares Outstanding convertible securities (including Warrants) (X)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)		
									Total as a % of Total Voting rights	No. of Voting Rights					No. (a)	As a % of total Shares held (b)		No. (Not applicable) (a)	As a % of total share s held (b)
										Class X	Class Y								
	Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
a	Mutual Funds/		9	10556	0	0	10556	.01	10556	.01	0	0	0	0	0	0	0	5136	
b	Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
c	Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
d	Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
e	Foreign Portfolio Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
f	Financial Institutions/ Banks		7	2164337	0	0	2164337	1.43	2164337	1.43	0	0	0	0	0	0	0	2164193	
	IFCI Limited		0	2061866	0	0	2061866	1.36	2061866	1.36	0	0	0	0	0	0	0	2061866	
g	Insurance Companies		3	4006850	0	0	4006850	2.64	4006850	2.64	0	0	0	0	0	0	0	4006850	
	Life Insurance Corporation of India		0	3005152	0	0	3005152	1.98	3005152	1.98	0	0	0	0	0	0	0	0	
h	Provident Funds/ Pension Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
i	Any Other (specify)		16	14182942	0	0	14182942	9.34	14182942	9.34	0	0	0	0	0	0	0	14173352	
	APMS Investments Fund Ltd.		1	12652175	0	0	12652175	8.33	12652175	8.33	0	0	0	0	0	0	0	0	
	Sub-Total (B)(1)		35	20364685	0	0	20364685	13.42	20364685	13.42	0	0	0	0	0	0	0	20349531	
2	Central Government/ State Government(s)/ President of India		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Sub-Total (B)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	

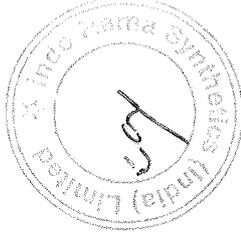


Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	No. of Share holder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total no. shares held (vii) = IV+V+VI	Shareholding % calculated as per SCRR, 1957 (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			No. of Shares Underlying convertible securities (including Warrants) (x)	Total shareholding, as a % assuming conversion of convertible securities (as a percentage of diluted share capital) (xi)	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
								Total as a % of Total Voting rights					No.	As a % of total Shares held	No.	As a % of total shares held (Not applicable)	
								Class X	Class Y	Total							
1			0	0	0	0		0	0	0	0	0	0	0	0	0	0
2			0	0	0	0		0	0	0	0	0	0	0	0	0	0
Total Non-Promoter- Non Public Shareholding (C) = (C)(1)+(C)(2)			0	0	0	0		0	0	0	0	0	0	0	0	0	0

Table II- Unclaim Details

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.	
No. of shareholders	No of share held

Table III- Unclaim Details

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.	
No. of shareholders	No of share held

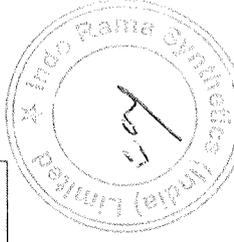


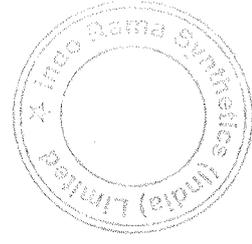
Table III- Person in Concert

Details of the shareholders acting as Persons in Concert including their Shareholding				
Name of shareholder	Name of PAC	No. of share	Holding %	
Mr. Om Prakash Lohia	Promoter	3,79,84,000	25.02	
Mr. Vishal Lohia	Promoter	11,37,896	0.75	
Mrs. Urmila Lohia	Promoter Group	1,81,84,518	11.98	
Mrs. Ritika Kumar	Promoter Group	4,14,796	0.27	
Mr. Alope Lohia	Promoter Group	99,200	0.07	
Ms. Aradhana Lohia	Promoter Group	3,13,256	0.21	
Mrs. Rimple Lohia	Promoter Group	2,39,940	0.16	
Mr. Yashovardhan Lohia	Promoter Group	2,49,888	0.16	
M/s Brookgrange Investments Limited	Promoter Group	4,32,88,057	28.51	

For Indo Rama Synthetics (India) Ltd.

Jayant K Sood

Jayant K Sood
Head-Corporate & Company Secretary

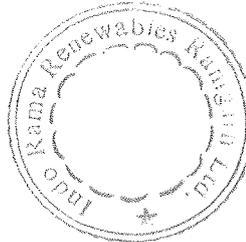


**SHAREHOLDING PATTERN OF INDO RAMA RENEWABLES RAMGARH LIMITED
AS ON 31ST AUGUST 2016 (PRE- AMALGAMATION)**

Sr. No.	Folio No.	Name and Address of Shareholders	No. of shares held	Nominal value	% of total paid-up capital
1	0001	Indo Rama Renewables Ltd. (IRRL) 20 th Floor, DLF Square, DLF Phase-II, NH-8, Gurgaon-122002	49,994	4,99,940	99.99
2	0003	Mr. Vishal Lohia (Nominee of IRRL) R-69, Greater Kailash, Part-I New Delhi-110 048	1	10	0.01
3	0005	Mr. Anant Kishore (Nominee of IRRL) 7-A, Greenview Apartment, Sector-15A, Noida-201301	1	10	
4	0007	Mr. Jayant Sood (Nominee of IRRL) VW-93, SF, Malibu Town, Sohna Road, Gurgaon	1	10	
5	0008	Mr. B. S. Rana (Nominee of IRRL) RZ-1-14, Mahavir Enclave, New Delhi-110 045	1	10	
6	0009	Mr. Anupam Singhania (Nominee of IRRL) Flat No. 141, Shri Niketan Apartment, Sector-7, Plot No.1, Dwarka, New Delhi-110075	1	10	
7	0010	Mr. Sanjay Syal (IRRL) Flat No. 4/308, 2nd Floor, Bhagwati Sadan, Opp. Sector-12A, Old Delhi Road, Gurgaon-122001	1	10	
TOTAL			50,000	5,00,000	

Note: Post Amalgamation shareholding pattern of Indo Rama Renewables Ramgarh Limited is not applicable as it will get dissolved without winding up pursuant to the Scheme of Amalgamation.

for Indo Rama Renewables Ramgarh Limited



Vikas Sehgal
Director (DIN 07529393)

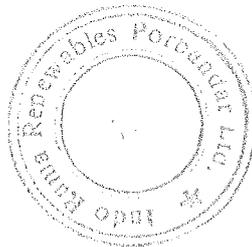
Place: Gurgaon
Date: 31st August 2016

**SHAREHOLDING PATTERN OF INDO RAMA RENEWABLES PORBANDAR LTD.
AS ON 31ST AUGUST 2016 (PRE- AMALGAMATION)**

Sr. No.	Folio No.	Name and Address of Shareholders	No. of shares held	Nominal value	% of total paid-up capital
1	0001	Indo Rama Renewables Ltd. (IRRL) 20 th Floor, DLF Square, DLF Phase-II, NH-8, Gurgaon-122002	49,994	4,99,940	99.99
2	0003	Mr. Vishal Lohia (Nominee of IRRL) R-69, Greater Kailash, Part-I New Delhi-110 048	1	10	0.01
3	0005	Mr. Anant Kishore (Nominee of IRRL) 7-A, Greenview Apartment, Sector-15A, Noida-201301	1	10	
4	0007	Mr. Jayant Sood (Nominee of IRRL) VVV-93, SF, Malibu Town, Sohna Road, Gurgaon	1	10	
5	0008	Mr. B. S. Rana (Nominee of IRRL) RZ-1-14, Mahavir Enclave, New Delhi-110 045	1	10	
6	0009	Mr. Anupam Singhania (Nominee of IRRL) Flat No. 141, Shri Niketan Apartment, Sector-7, Plot No.1, Dwarka, New Delhi-110075	1	10	
7	0010	Mr. Sanjay Syal (IRRL) Flat No. 4/308, 2nd Floor, Bhagwati Sadon, Opp. Sector-12A, Old Delhi Road, Gurgaon-122001	1	10	
TOTAL			50,000	5,00,000	

Note: Post Amalgamation shareholding pattern of Indo Rama Renewables Porbandar Limited is not applicable as it will get dissolved without winding up pursuant to the Scheme of Amalgamation.

for Indo Rama Renewables Porbandar Limited



Vikas Sehgal
Director (DIN 07529393)

Place: Gurgaon
Date: 31st August 2016

1. Name of Listed Entity : INDO RAMA SYNTHETICS (INDIA) LIMITED (CIN: L17124MH1986PLC166615)
 2. Quarter ending : 30 JUNE 2016

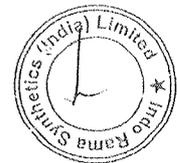
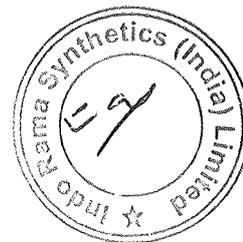
I. Composition of Board of Directors

Title (Mr/ Ms)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ⁶	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.	Anant Kishore	PAN: AACPA5468J DIN: 05262142	Executive	-	-	1	0	0
Mr.	Ashok Kumar Ladha	PAN: ABAPL7754K DIN: 00089360	Independent	A: 20/05/2014 C: 20/05/2019	5 Years	1	0	2
Mr.	Suman Jyoti Khaitan	PAN: AERPK7259Q DIN: 00023370	Independent	A: 20/05/2014 C: 20/05/2019	5 Years	4	3	3
Ms.	Ranjana Agarwal	PAN: AAFPA1896D DIN: 03340032	Independent	A: 18/05/2015 C: 18/05/2020	5 Years	3	3	2

⁵PAN Number of any Director would not be displayed on the website of Stock Exchange.

⁶Category 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) ^a
1. Audit Committee	i) Mr. Ashok Kumar Ladha ii) Mr. Suman Jyoti Khaitan iii) Ms. Ranjana Agarwal iv) Mr. Vishal Lohia	Chairperson-Independent Independent Independent Executive
2. Nomination & Remuneration Committee	i) Mr. Ashok Kumar Ladha ii) Mr. Suman Jyoti Khaitan iii) Ms. Ranjana Agarwal	Chairperson-Independent Independent Independent
3. Risk Management Committee (if applicable)	i) Mr. Om Prakash Lohia ii) Mr. Vishal Lohia iii) Ms. Ranjana Agarwal	Chairperson-Executive Executive Independent
4. Stakeholders Relationship Committee	i) Mr. Ashok Kumar Ladha ii) Mr. Om Prakash Lohia iii) Mr. Vishal Lohia	Chairperson-Independent Executive Executive

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

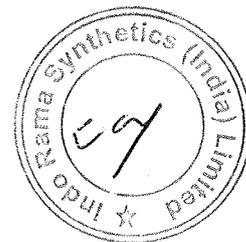
III. Meeting of Board of Directors

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)
10 February 2016	18 May 2016	97

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:			
18 May 2016	Yes	10 February 2016	97
b. Nomination & Remuneration Committee :			
18 May 2016	Yes	10 February 2016	NA
c. Stakeholders Relationship Committee:			
1 July 2016	Yes	31 March 2016	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.



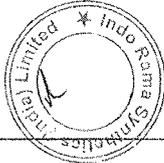
V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by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

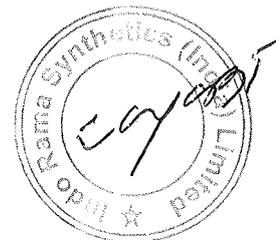
VI. Affirmations

- The Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: No (As position of resigned Independent Director is yet to be filled).
- The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:
 - Audit Committee : Yes
 - Nomination & Remuneration Committee : Yes
 - Stakeholders Relationship Committee : Yes
 - Risk Management Committee (applicable to the top 100 listed entities): NA
- 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
- 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
- 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)

Jsyantk Sood
 Name: Jsyantk Sood
 Designation: Head-Corporate & Company Secretary & Compliance Officer



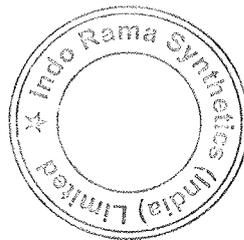
Note:
 Information at Table I and II above need to be necessarily given in first quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed Entity and instead a statement "same as previous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



INDO RAMA SYNTHETICS (INDIA) LIMITED LIST OF DIRECTORS AS ON 31ST AUGUST 2016

Sl. No.	Name and Father's Name	Status	DIN	PAN	Address
1.	Mr. Mohan Lal Lohia S/o Late Shri H.B. Lohia	Chairman – Emeritus	00918397	AHWPL9486C	Flat No. 18-B, Inter Tower, SOI II, 18 th Floor, 35, Sukhumvit Road, Bangkok 10110 Thailand.
2.	Mr. Om Prakash Lohia S/o Shri M L Lohia	Chairman & Managing Director	00206807	AACPL0089N	R-69, Greater Kailash Part-I, New Delhi 110 048.
3.	Mr. Ashok Kumar Ladha S/o Shri B. D. Ladha	Non-Executive Independent Director	00089360	ABAPL7754K	8 th Floor, Birla Tower 25, Barakhamba Road New Delhi-110001
4.	Mr. Vishal Lohia S/o Shri O. P. Lohia	Whole-time Director	00206458	AABPL5213F	R-69, Greater Kailash Part-I, New Delhi 110 048.
5.	Mr. Suman Jyoti Khaitan S/o Shri Nilratan Khaitan	Non-Executive Independent Director	00023370	AERPK7259Q	W-13, Greater Kailash Part-II, New Delhi-110 048.
6.	Ms. Ranjana Agarwal D/o Late Shri O. P. Vaish	Non-Executive Independent Director	03340032	AAFPA1896D	C-62, South Extension Part-II New Delhi - 110 049
7.	Dr. Arvind Pandalai S/o Shri P. G. Nedungadi	Non-Executive Independent Director	00352809	AAAPP2986Q	D-255, First Floor Defence Colony New Delhi - 110 024

for Indo Rama Synthetics (India) Limited



Jayantk Sood

Jayantk Sood
Head-Corporate & Company Secretary
(ICSI Membership No.: FCS 4482)

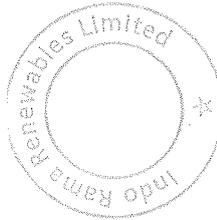
INDO RAMA SYNTHETICS (INDIA) LTD.

INDO RAMA RENEWABLES LIMITED

LIST OF DIRECTORS AS ON 31 AUGUST 2016

Sl. No.	Name and Father's Name	Status	DIN	PAN	Address
1.	Dr. Arvind Pandalai	Director	00352809	AAAPP2986Q	D-255, First Floor, Defence Colony New Delhi - 110024
2.	Mr. Rajendra Kumar Gupta	Director	07529751	AADPG9829L	64, Manocha Apartment, Vikas Puri Delhi - 110018
3.	Mr. Vikas Sehgal	Director	07529393	AIGPS3469K	Plot No. 09A, House No. 202, Kunj Bihari CGHS Society, Divine Grace Apartments, Sector-47, Gurgaon-122001

for Indo Rama Renewables Limited



Vikas Sehgal
Director (DIN 07529393)

INDO RAMA RENEWABLES RAMGARH LIMITED

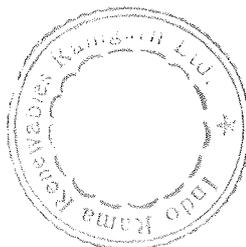
LIST OF DIRECTORS AS ON 31 AUGUST 2016

Sl. No.	Name and Father's Name	Status	DIN	PAN	Address
1.	Dr. Arvind Pandalai	Director	00352809	AAAPP2986Q	D-255, First Floor, Defence Colony New Delhi - 110024
2.	Mr. Rajendra Kumar Gupta	Director	07529751	AADPG9829L	64, Manocha Apartment, Vikas Puri Delhi - 110018
3.	Mr. Vikas Sehgal	Director	07529393	AIGPS3469K	Plot No. 09A, House No. 202, Kunj Bihari CGHS Society, Divine Grace Apartments, Sector-47, Gurgaon-122001

for Indo Rama Renewables Ramgarh Limited



Vikas Sehgal
Director (DIN 07529393)

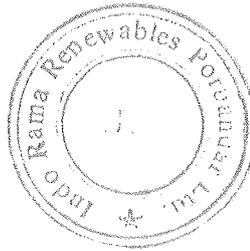


INDO RAMA RENEWABLES PORBANDAR LIMITED

LIST OF DIRECTORS AS ON 31 AUGUST 2016

Sl. No.	Name and Father's Name	Status	DIN	PAN	Address
1.	Dr. Arvind Pandalai	Director	00352809	AAAPP2986Q	D-255, First Floor, Defence Colony New Delhi - 110024
2.	Mr. Rajendra Kumar Gupta	Director	07529751	AADPG9829L	64, Manocha Apartment, Vikas Puri Delhi - 110018
3.	Mr. Vikas Sehgal	Director	07529393	AIGPS3469K	Plot No. 09A, House No. 202, Kunj Bihari CGHS Society, Divine Grace Apartments, Sector-47, Gurgaon-122001

for Indo Rama Renewables Porbandar Limited




Vikas Sehgal
Director (DIN 07529393)

INDO RAMA RENEWABLES PORBANDER LIMITED

Regd. Office : 20th Floor, DLF Square, DLF Phase-2, NH-8, Gurgaon - 122002, Haryana, India.

Tel : 0124-4997000, Fax : 0124-4997070

CIN: U40102HR2012PLC046056

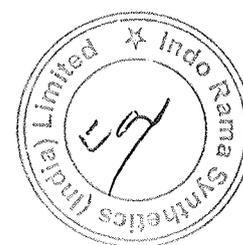
Brief particulars of the Transferee and Transferor Companies

Particulars	Transferee/ Resulting Company	Transferor/ Merged Companies
Name of the Company	Indo Rama Synthetics (India) Limited (IRSL)	i) Indo Rama Renewables Limited (IRRL) ii) Indo Rama Renewables Ramgarh Limited (IRRRL) iii) Indo Rama Renewables Porbandar Ltd. (IRRPL)
Date of Incorporation & details of name changes, if any	28 th April 1986	i) 3 rd May 2012 (IRRL) ii) 25 th May 2012 (IRRRL) iii) 23 rd May 2012 (IRRPL)
Registered Office	A-31, MIDC Industrial Area, Butibori, Nagpur - 441122 Maharashtra, India	A-31, MIDC Industrial Area, Butibori, Nagpur - 441122 Maharashtra, India
Brief particulars of the Scheme	<p>The objects / activities of the Transferor/ Applicant Companies and Transferee/ Applicant Company are similar/ identical in nature therefore in order to synergize the operations and to achieve the following benefits, this Scheme of Amalgamation is presented:</p> <p>a) Greater efficiency in resource management, cost savings resulting from rationalization, standardization and simplification of business processes.</p> <p>b) Improved organizational capability arising from pooling of financial, managerial and technical resources.</p> <p>c) Re-aligning the business operations as part of overall business reorganization plan.</p> <p>d) Avoiding un-necessary duplication of costs of administration, distribution, selling and marketing costs.</p> <p>e) Maximize the overall shareholders value by strengthening its core competencies.</p>	
Rationale for the Scheme		
Date of resolution passed by the Board of Director of the Company approving the Scheme	31 st August 2016	31 st August 2016
Date of meeting of the Audit Committee in which the draft Scheme has been approved	31 st August 2016	Not Applicable
Appointed Date	1 st April 2016	1 st April 2016
Name of Exchanges where securities of the Company are listed	i) BSE Limited ii) National Stock Exchange of India Limited	Not Listed

Nature of Business	Polyester / Manmade Fibre	Power Generation
Capital before the Scheme	1,85,00,00,000/-	i) 50,00,00,000/- - IRRL ii) 5,00,000/- - IRRRL iii) 5,00,000/- - IRRPL
No. of shares to be issued	Not Applicable	
Cancellation of shares on account of cross holding, if any	-	i) 3,98,43,683 - IRRL ii) 50,000 - IRRRL iii) 50,000 - IRRPL
Capital after the Scheme	2,35,10,00,000/-	Not Applicable
Net Worth	(Rs. in Crores)	(Rs. in Crores)
Pre	577.58	i) 38.38 - IRRL
Post	575.97	ii) (0.040) - IRRRL iii) (0.013) - IRRPL Post Net Worth – NA
Valuation by Independent Chartered Accountant - Name of the valuer/valuer firm and Regn. no.	Not Applicable	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not Applicable	Not Applicable
Fair value per shares	Not Applicable	Not Applicable
Exchange ratio	Not Applicable	
Name of Merchant Banker giving fairness opinion	Corporate Capital Ventures Pvt. Limited	

Shareholding Pattern of Transferee Company (IRSL)

Shareholding Pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	10,19,11,551	67.13	10,19,11,551	67.13
Public	3,96,20,131	26.09	3,96,20,131	26.09
Custodian	1,02,90,560	6.78	1,02,90,560	6.78
TOTAL	15,18,22,242	100	15,18,22,242	100
No of shareholders	21,300		21,300	
Names of the Promoters	Mr. Mohan Lal Lohia Mr. Om Prakash Lohia Mr. Vishal Lohia		Mr. Mohan Lal Lohia Mr. Om Prakash Lohia Mr. Vishal Lohia	



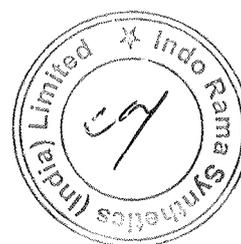
Names of the Board of Directors	Mr. Mohan Lal Lohia Mr. Om Prakash Lohia Mr. Vishal Lohia Mr. Ashok Kumar Ladha Mr. Suman Jyoti Khaitan Ms. Ranjana Agarwal Dr. Arvind Pandalai	Mr. Mohan Lal Lohia Mr. Om Prakash Lohia Mr. Vishal Lohia Mr. Ashok Kumar Ladha Mr. Suman Jyoti Khaitan Ms. Ranjana Agarwal Dr. Arvind Pandalai
Details regarding change in management control, if any	Not Applicable	

Shareholding Pattern of Transferor Company No. 1 (IRRL)

Shareholding Pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter / Nominee	39843683	100	Nil	
Public	Nil	Nil		
Custodian	Nil	Nil		
TOTAL	39843683	100		
No of shareholders	7		Nil	
Names of the Promoters	Indo Rama Synthetics (India) Ltd. (Transferee Company)		Nil	
Names of the Board of Directors	Dr. Arvind Pandalai Mr. Rajendra Kumar Gupta Mr. Vikas Sehgal		Nil	
Details regarding change in management control, if any	Not Applicable			

Shareholding Pattern of Transferor Company No. 2 (IRRL)

Shareholding Pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter / Nominee	50000	100	Nil	
Public	Nil	Nil		
Custodian	Nil	Nil		
TOTAL	50000	100		
No of shareholders	7		Nil	
Names of the Promoters	Indo Rama Renewables Ltd. (Transferor Company)		Nil	
Names of the Board of Directors	Dr. Arvind Pandalai Mr. Rajendra Kumar Gupta Mr. Vikas Sehgal		Nil	
Details regarding change in management control, if any	Not Applicable			



Shareholding Pattern of Transferor Company No. 3 (IRRPL)

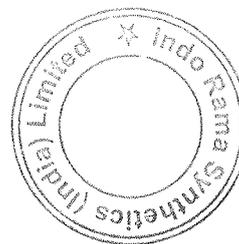
Shareholding Pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter / Nominee	50000	100	Nil	
Public	Nil	Nil		
Custodian	Nil	Nil		
TOTAL	50000	100		
No of shareholders	7		Nil	
Names of the Promoters	Indo Rama Renewables Ltd. (Transferor Company)		Nil	
Names of the Board of Directors	Dr. Arvind Pandalai Mr. Rajendra Kumar Gupta Mr. Vikas Sehgal		Nil	
Details regarding change in management control, if any	Not Applicable			

for Indo Rama Synthetics (India) Limited



Jayantk Sood
Head-Corporate & Company Secretary
 (ICSI Membership No.: FCS 4482)

Place: Gurgaon
 Date: 31st August 2016



To

The General Manager,
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Indo Rama Renewables Limited (Transferor Company No. 1), Indo Rama Renewables Ramgarh Limited (Transferor Company No. 2), Indo Rama Renewables Porbandar Limited (Transferor Company No. 3) with Indo Rama Synthetics (India) Limited (Transferee Company).

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted Company.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange
- c) The draft Scheme of Amalgamation together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, has been disseminated on Company's website as per Website link given hereunder:

<http://www.indoramaindia.com/schemeofamalgamation.php>
- d) The Company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The Company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it **(Not Applicable)**

Page 1 of 2

INDO RAMA SYNTHETICS (INDIA) LTD.

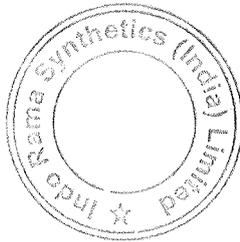
Corporate Office : 20th Floor, DLF Square, DLF Phase-2, NH-8, Gurgaon - 122002, Haryana, India. Tel : 0124-4997000, Fax : 0124-4997070
Registered Office & Manufacturing Complex : A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra, India. Tel : 07104-663000 / 01, Fax : 07104-663200

E-mail : corp@indorama-ind.com • Website : www.indoramaindia.com

CIN : L17124MH1986PLC166615

- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor companies from the one given in the draft scheme of amalgamation.

for Indo Rama Synthetics (India) Limited



Place: Gurgaon
Date: 31st August 2016


Jayantk Sood
Head-Corporate & Company Secretary
(ICSI Membership No.: FCS 4482)