

IRSL:STEXCH:2016-17:
5th September 2016

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: 30th Annual General Meeting and Annual Report for the Financial Year 2015-16

Dear Sir,

As per the requirement of the Listing Regulations, please find herewith soft copy of Notice of 30th Annual General Meeting and Annual Report of the Company for the Financial Year 2015-16, along with all Annexures as are sent to the Members of the Company through e-mail on 3rd September 2016 and physical copy on 5th September 2016.

Hope you will find the same in order.

Thanking you.

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



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

Encl.: as above

CC: The Luxembourg Stock Exchange - Physical copy
11, Avenue de la Porte - Neuve
L-2011 Luxembourg

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

INDO RAMA SYNTHETICS (INDIA) LIMITED

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

Tel.: 07104-663000 / 01 Fax: 07104-663200, CIN: L17124MH1986PLC166615

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

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of Indo Rama Synthetics (India) Limited (CIN L17124MH1986PLC166615) will be held on Friday, 30th September 2016, 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 business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement, including Audited Consolidated Financial Statement, for the year ended 31st March 2016 and the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March 2016.
3. To appoint a Director in place of Mr. Mohan Lal Lohia (DIN 00918397), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4. **To ratify the appointment of Statutory Auditors.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratify the appointment of M/s B S R and Associates, Chartered Accountants, Gurgaon (ICAI Firm Registration No. 128901W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2017 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. **Appointment of Dr. Arvind Pandalai (DIN 00352809) as an Independent Director.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with schedule IV of the said Act,

Dr. Arvind Pandalai (DIN 00352809), who was appointed as an Additional Director of the Company with effect from 31st August 2016, under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 31st August 2016."

6. **Revision of Remuneration of Mr. Om Prakash Lohia (DIN 00206807), Chairman and Managing Director.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approvals as may be necessary, consent of the Members of the Company be and are hereby accorded for the revised remuneration of Mr. Om Prakash Lohia (DIN 00206807), Chairman and Managing Director of the Company, for the remaining tenure of 2 years, commencing from 26th December 2015 to 25th December 2017, in pursuance of this resolution, on the terms and conditions as are set out in the Explanatory Statement to this resolution and also contained in the agreement to be entered into between the Company and Mr. Om Prakash Lohia, submitted to this meeting, be and is hereby specifically approved and sanctioned with liberty to the Board of Directors (hereinafter referred to as "Board", which terms shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said revision of remuneration and / or agreement, subject to the same not exceeding the limits as specified in Schedule V to the Companies Act, 2013, in such form and manner or with such modifications as the Board may deem fit and agreed to by Mr. Om Prakash Lohia;

RESOLVED FURTHER THAT the consent of the Members of the Company be and are hereby also accorded that where in any financial year, during the term of office of Mr. Om Prakash Lohia, the Company has no profits or its profits are inadequate, Mr. Om Prakash Lohia shall continue to get the same remuneration as aforesaid as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government, wherever required;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolutions."

7. **Re-appointment of Mr. Vishal Lohia (DIN 00206458) as Whole-time Director.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approvals as may be necessary, consent of the Members of the Company be and are hereby accorded to re-appointment of Mr. Vishal Lohia (DIN 00206458) as Whole-time Director of the Company, for a further period of 3 years commencing from 1st April 2016 to 31st March 2019 and the terms of revised remuneration payable to Mr. Vishal Lohia for the said period, in pursuance of this resolution, on the terms and conditions as are set out in the Explanatory Statement to this resolution and also contained in the agreement to be executed between the Company and Mr. Vishal Lohia, submitted to this meeting, be and is hereby specifically approved and sanctioned with liberty to the Board of Directors (hereinafter referred to as "Board", which terms shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said re-appointment and/or revised remuneration and / or agreement, subject to the same not exceeding the limits as specified in Schedule V to the Companies Act, 2013, in such form and manner or with such modifications as the Board may deem fit and agreed to by Mr. Vishal Lohia;

RESOLVED FURTHER THAT the consent of the Members of the Company be and are hereby also accorded that where in any financial year, during the term of office of Mr. Vishal Lohia, the Company has no profits or its profits are inadequate, Mr. Vishal Lohia shall continue to get the same remuneration as aforesaid as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government, wherever required;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolutions."

8. **To enter into Related Party Transactions.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Rules issued thereunder, including the Companies (Meetings of Board and its powers) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, for entering the contracts/ arrangements/transactions with the related parties for the financial year 2016-17, for (a) sale, purchase or supply of any goods or materials directly or through appointment of agent, and (b) availing or rendering of any services whether technical and/or financial and/or both, more particularly described in the Explanatory Statement of this Notice, for an aggregating maximum amount not exceeding during the financial year by ₹ 1,000 Crore (Rupees One Thousand Crore only);

RESOLVED FURTHER THAT pursuant to the provisions of Section 189 of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company Secretary/Authorised Signatory of the Company be and are hereby authorised to make necessary entries in the Register of Contracts/ arrangements and duly initialled/authenticated by the Company Secretary/Authorised Signatory of the Company;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to decide upon the nature and value of the products, goods, materials or services to be transacted/ availed with/from the related parties within the aforesaid limit and to take such steps as may be necessary to obtain approvals, sanctions, consents, permissions and perform/execute all such acts, deeds, matters and things (including delegation of such authority), as may be deemed necessary, proper or expedient and generally to do all acts, deeds, matters and things necessary for the purpose of giving effect to this resolution."

9. **To approve/issue of unsecured Non-Convertible Debentures on private placement basis.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Rules made thereunder, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notification, 2012 and 2014 and other applicable SEBI Regulations and Guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to

such other applicable laws, Rules and Regulations and Guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee which the Board may constitute to exercise its power, including the powers conferred by this resolution) for making offer(s) or invitation(s) to subscribe to Secured/ Unsecured/Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated Debentures, Bond and/or other Debt Securities, etc., on a Private Placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/documents/undertakings/agreements/ papers/ writings, as may be required in this regard."

10. To ratify the Remuneration of Cost Auditors.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any,

of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications of re-enactments thereof, for the time being in force) the Remuneration of ₹ 1,80,000/- (apart from reimbursement out of pocket expenses and applicable taxes) to M/s. Balaji & Associates, Cost Accountants, New Delhi (Firm Registration No. 000112), who were appointed by the Board of Directors in their Meeting held on 18th May 2016 for conducting the audit of cost records of the Company for the year ending 31st March 2017, be and is hereby approved and ratified;

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."

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

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

Place : Gurgaon
Date : 31st August 2016

Registered Office:
A-31, MIDC Industrial Area
Butibori, Nagpur - 441122, Maharashtra
CIN: L17124MH1986PLC166615
E-mail: investor-relations@indorama-ind.com

Notes:

- 1) The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 23rd September 2016 to Friday, 30th September 2016 (both days inclusive) for annual closing and determining the names of members eligible for dividend on equity shares, if declared at the Meeting.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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.

- 3) 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.
- 4) Explanatory Statement under Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at this meeting, is annexed hereto.
- 5) In terms of Section 152 of the Companies Act, 2013, Mr. Mohan Lal Lohia (DIN 00918397), Director, retire by rotation at the meeting and being eligible, offer, himself for re-appointment. The Board of Directors of the Company commends his re-appointment.
- 6) The brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors, inter-se, as stipulated

under Listing Regulations with the Stock Exchanges, the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and approved by the Central Government forms integral part of the Notice.

- 7) Members / Proxies / Authorised Representatives are requested to bring to the meeting the necessary details of their shareholdings, attendance slip and copy of Annual Report.
- 8) 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.
- 9) Pursuant to the provisions of Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the "Investor Education and Protection Fund" (IEPF) constituted by the Central Government. The Company had, accordingly, transferred ₹ 5,40,690/- (Rupees Five Lacs Forty Thousand Six Hundred Ninety only) being the unpaid and unclaimed dividend amount pertaining to the financial year 2007-08, on 16th October 2015, to the Investor Education and Protection Fund of the Central Government.

The Ministry of Corporate Affairs (MCA) on 10th May 2012 notified the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the members ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post, etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the unclaimed dividends for the financial years from 2010-11, as on the date of the 29th Annual General Meeting (AGM) held on 30th July 2015, on the website of the IEPF, viz.; www.iepf.gov.in and under "Investor Relations" on the Website of the Company, viz.; www.indoramaindia.com

- 10) Members who have not encashed their dividend warrant(s), so far, in respect of the financial years from 2010-2011 to 2014-15, are requested to write to the Company to send the unclaimed dividend amount.
- 11) Members holding shares in the electronic form are requested to intimate all changes with respect to their bank details, mandate, etc., to their respective Depository Participants (DPs). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the members.
- 12) Members holding shares in physical form who have not yet provided the Bank details are once again requested to provide their latest Bank Account Number, Name of Bank and address of the Branch, quoting their Folio Number to enable the Company to print the Bank Account details on the Dividend Warrants. This would

ensure safety in so far as the dividend warrant, if lost or misplaced, cannot be used for any other purpose except for depositing the same in the account specified on the dividend warrant.

- 13) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
- 14) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 15) **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.**
- 16) Electronic copy of the Annual Report for the financial year 2015-16 is being sent to all the members, whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2015-16 is being sent in the permitted mode.
- 17) Electronic copy of the Notice of the 30th Annual 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 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 30th Annual 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.
- 18) Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for the financial year 2015-16 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

- 19) Members who wish to obtain any information on the Company or view the Accounts for the year ended 31st March 2016, may visit the Company's website, www.indoramaindia.com or send their queries at least 10 days before the Annual General Meeting, to the Company Secretary at the **Corporate Office at 20th Floor, DLF Square, DLF Phase-II, NH-8, Gurgaon-122002, Haryana.**
- 20) 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, as amended, 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 30th Annual General Meeting (AGM) 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).
- 21) **Voting through electronic means (Remote e-Voting)**
- I. The process and manner for Remote e-Voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "Indo Rama Remote e-Voting.pdf" with your Client ID or Folio Number as password. The said PDF file contains your user ID and password/PIN for Remote e-Voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) The password change menu will appear on your screen. Change to a new password of your choice with minimum 8 digit/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" (E-Voting Event Number) of "Indo Rama Synthetics (India) Ltd."
 - (viii) Now you are ready for Remote e-Voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional Members (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., together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail at indoramascrutinizer@gmail.com or evoting@indorama-ind.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM.

EVEN	USER ID	PASSWORD/PIN
(E-Voting Event Number)		
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - II. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-off Date, i.e., Friday, 23rd September 2016.
 - III. 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., Friday, 23rd September 2016, 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.
 - IV. 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 AGM through Polling Paper.

- V. The Remote e-Voting period commences at 9:00 AM on Monday, the 26th September, 2016 and will end at 5:00 PM on Thursday, the 29th September 2016. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off Date of Friday, 23rd September 2016, 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.
- VI. Ms. Prachi Jain, Practicing Company Secretary (Membership No. ACS 41287 and CP No. 15464), having office at 1937, Outram Line, Kingsway Camp, Delhi-110 009, has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner.
- VII. The facility for voting through polling paper shall be made available at the AGM 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.
- VIII. The members who have cast their vote by Remote e-Voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
- IX. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and Remote e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- X. 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).
- XI. The Chairman shall, at the AGM, 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 AGM, but have not cast their votes by availing the Remote e-Voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through Remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the

Company, www.indoramaindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

- 22) 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 30th Annual General Meeting of the Company.

I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 5

The Board of Directors of the Company at its meeting held on 31st August 2016 have appointed Dr. Arvind Pandalai as an Additional Director of the Company with effect from 31st August 2016. In accordance with the provisions of Section 161 of Companies Act, 2013, Dr. Arvind Pandalai shall hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice in writing from Member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Arvind Pandalai as an Independent Director of the Company.

It is proposed to appoint Dr. Arvind Pandalai as Independent Director under Section 149 of the Companies Act, 2013 and Listing Regulations to hold office for 5 (five) consecutive years for a term up to the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2021.

Dr. Pandalai is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

The Company has received a declaration of independence from Dr. Arvind Pandalai that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Regulations.

In the opinion of the Board, Dr. Arvind Pandalai fulfils the conditions specified in the Companies Act, 2013 and the Listing Regulations, for appointment as an Independent Director of the Company. Dr. Pandalai is independent of the management. A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of appointment of Independent Director is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company, www.indoramaindia.com.

Brief resume of Dr. Arvind Pandalai, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations

with the Stock Exchanges, which is forming part of the Notice, as under:

Dr. Arvind Pandalai has joined the Board of Directors of the Company on 20th July 2009 and resigned on 20th February 2016, due to personal reasons. Dr. Pandalai again appointed on 31st August 2016. Dr. Pandalai is not a Member/Chairman of any Committee.

Dr. Pandalai born on 10th May 1949 and holds degree of B.Sc. (Chem), MBA & PH.D. Dr. Pandalai having an experience of 44 years and retired as Chairman-cum-Managing Director of State Trading Corporation of India Ltd., New Delhi. He has specialization in the areas of international trade, project management, joint ventures, financial management, strategic management, market research, counter trade and offset trade, etc. He has experience in global trade in bulk commodities through linkages with major international companies, banking and financial institutions, commodity exchanges & ECGC, etc., and has been associated with various prestigious academic and professional bodies / institutions.

Dr. Arvind Pandalai is Director in the following public limited Companies:

- i) Indo Rama Renewables Limited;
- ii) Indo Rama Renewables Porbandar Limited; and
- iii) Indo Rama Renewables Ramgarh Limited

Dr. Pandalai does not hold by himself or for any other person on a beneficial basis, any shares in the Company and he does not receive any remuneration other than sitting fee for attending the meetings of the Board and Committees of the Board.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Pandalai as an Independent Director of the Company.

Except Dr. Pandalai, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Listing Regulations with the Stock Exchanges.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the members.

Item No. 6

The Board of Directors of the Company had re-appointed Mr. Om Prakash Lohia (DIN 00206807) as Chairman and Managing Director of the Company for a further tenure of 5 years effective from 26th December 2012 to 25th December 2017, together with payment of remuneration which was duly approved by the Nomination and Remuneration Committee (previously Remuneration Committee), Board of Directors and 27th Annual General Meeting of the Members of the Company.

The Central Government vide Letter No. SRN B61072120/4/2013-CL.VIII dated 13th November 2013 approved remuneration for a tenure of 3 years only starting from 26th December 2012 to 25th December 2015.

The remuneration payable to Mr. Om Prakash Lohia for the remaining tenure, i.e., from 26th December 2015 to 25th December 2017 was revised and the same was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in their meetings held on 14th November 2015 subject to the approval of the Members at the ensuing General Meeting of the Company as per the provisions of the Companies Act, 2013.

Mr. Om Prakash Lohia after graduation from Calcutta University joined the family business of textiles and got the best of exposure in all aspects and functions of business management including International Markets.

Mr. Lohia is the Promoter and Managing Director of the Company since 1989, aged about 66 years, has been the force behind the exponential growth of the Company. With his enterprising ability and good business acumen coupled with sheer drive and determination, Mr. Lohia propelled Indo Rama to the forefront of the Indian Synthetic/ Manmade Fibre Industry. With his 46 years of experience, Mr. Lohia has strived hard to place the Company to a position par excellence. Today, the Company is one of the largest dedicated Manufacturer of Polyester products in the Country.

As the Chairman and Managing Director, Mr. Lohia provides valuable insights and vision for the Company's sustained growth initiatives and plans. Mr. Lohia constantly provides leadership and guidance to qualified and well experienced professionals across all key organizational functions to enable them to add value to the Company's growth.

Mr. Lohia, as the Chairman & Managing Director of the Company, is vested with the substantial powers of the management and looks after the day-to-day operations and the management of the Company. It might be noted that Mr. Lohia has been managing the show of Indo Rama Synthetics (India) Limited. The Company presently employs more than 3000 workers and staff people in all the units and offices of the Company located in the country.

The Company employs a team of highly qualified and successful professionals, who continue to take guidance and inspiration through the planned approach and vision of Mr. Lohia. Mr. Lohia devotes full time in managing the affairs of the Company and has no other engagements in any other enterprise except the business of the Company.

Mr.OmPrakashLohiaisregardedandrecognizedasathorough leader because of his business acumen and forethought of the global trends and his understanding of macroeconomics in the world markets. Mr. Lohia's contribution to Indian Economy and Industry was well recognized with the 'Udyog Ratna Award' from the Government of Madhya Pradesh and an 'Outstanding Personalities Award' from Karnataka Employers' Association. The SMART Manager, has chosen him as "one of the top 25 managers of India" for steering Indo Rama to greater heights. He is the past President of the All India Organization of Employers (AIOE) and has represented India in the ILO conference held in Geneva.

The Board of Directors of the Company in their meeting held on 14th November 2015 and subject to the approval of the members, the remuneration of Mr. Om Prakash

Lohia (DIN 00206807), Chairman and Managing Director of the Company, be and is hereby revised for the remaining tenure from 26th December 2015 to 25th December 2017, as recommended by the Nomination and Remuneration Committee of Directors of the Company by way of salary, commission and perquisites for the remaining tenure for 2 years, as set out hereunder:

1. **Salary:** ₹ 21,00,000/- per month;
2. **Commission:** 2% of the Net Profits of the Company in any financial year as per the provisions of the Companies Act, 2013;
3. **Perquisites and Allowances:** Mr. Om Prakash Lohia shall be entitled to the following perquisites:
 - (i) **Housing:** House Rent Allowance of ₹ 6,75,000/- per month;
 - (ii) Expenses pertaining to Gas, Electricity, Water, furnishings and other utilities including repairs will be borne / reimbursed by the Company on actuals subject to a maximum of ₹ 5,40,000/- per annum;
 - (iii) **Medical Reimbursement:** Reimbursement of medical expenses incurred for self and family will be ₹ 3,000/- per month or ₹ 36,000/- per annum;
 - (iv) **Leave Travel Concession:** Leave Travel Concession for self and family to and fro any place in India or abroad upto ₹ 1,80,000/- per annum, as per the Rules of the Company;
 - (v) **Personal Accident Insurance:** Premium not to exceed ₹ 54,000/- per annum;
 - (vi) **Club Fees:** Fees in respect of two Clubs will be ₹ 2,70,000/- per annum;
 - (vii) **Hospitalisation benefit:** As per the Rules of the Company;
 - (viii) **Conveyance:** Use of the Company's maintained car(s) with driver(s);
 - (ix) **Telephone:** Telephone and Fax at residence;

Explanation: Provision of cars for use on the Company's business and telephone / fax at residence will not be considered in computing the value of perquisites.

Note: All the perquisites will be interchangeable, i.e., any excess in a particular perquisite may be permissible by a corresponding reduction in one or more of the other perquisite(s).
4. In addition to the perquisites as aforesaid, Mr. Lohia shall also be entitled to the following annual benefits forming part of his remuneration;
 - (a) **Provident Fund:** Company's contribution towards Provident Fund shall be as per the Rules of the Company, i.e., @ 12% of the Basic Salary;
 - (b) **Gratuity:** Payable at a rate not exceeding half a month's salary for each completed year of service as per the Rules of the Company;

5. **Leave:** As per the Rules of the Company but not exceeding one month's leave with full salary for every 11 months of service;

Leave accumulated and not availed during his tenure as Managing Director may be allowed to be encashed at the end of the tenure as per the Rules of the Company;

6. **Reimbursement of expenses:** Reimbursement of all entertainment, traveling, hotel and other expenses incurred by Mr. Lohia during the course of and in connection with the business of the Company;
7. **Sitting Fee:** No sitting fee shall be paid to Mr. Lohia for attending the Meetings of Board of Directors of the Company or any Committees thereof; and
8. **Minimum Remuneration:** In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Om Prakash Lohia, will be entitled to the above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration in accordance with the applicable provision of Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government or such other approvals as may be required.

None of the Directors except Mr. Om Prakash Lohia himself and Mr. Mohan Lal Lohia and Mr. Vishal Lohia, who are related to Mr. Om Prakash Lohia are concerned or interested in the said Resolution.

The Board of Directors of the Company commend passing of the Resolutions as set out at Item No. 6.

Item No. 7

The re-appointment of Mr. Vishal Lohia (DIN 00206458) for a further period of 3 (three) years with effect from 1st April 2016 to 31st March 2019 together with revised remuneration was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in their meetings held on 10th February 2016, subject to the other approvals as well as the members at the ensuing General Meeting of the Company, as per the provisions of the Companies Act, 2013.

Mr. Vishal Lohia is an alumnus of Bryant College, USA, having graduated in Finance & Economics. Mr. Vishal Lohia has paced himself with thorough grooming on the job at Indo Rama Synthetics (India) Limited. He has been taking on increasing responsibilities, driving the initiatives at Indo Rama to strategically position it as a leading player on the global industrial map. A young and dynamic visionary, Mr. Vishal Lohia, aged 38 years, has been instrumental in the recent foray of Indo Rama into the energy sector. He has been actively involved in various industry forums taking up the cause and concerns of polyester industry on economic and trade issues.

In consideration of performance of his duties as Whole-time Director and having regard to other relevant factors, viz.; the improved performance and profitability of the Company during the financial year 2015-16 and expected better performance in the current financial year as well as in coming years.

The Board of Directors, as considering the performance of the Company during the financial year 2015-16 and expected better performance of the Company in the coming years, nature of his responsibility and increasing devotion and efforts of Mr. Vishal Lohia towards the Company and as recommended by the Nomination and Remuneration Committee and subject to the approval of the Members at the ensuing General Meeting of the Company and Central Government or such other authorities, unanimously re-considered the remuneration payable to Mr. Vishal Lohia, for a further period of 3 (three) years, with effect from 1st April 2016 to 31st March 2019, as set out under:

1. **Salary:** ₹ 10,62,500/- per month.
2. **Perquisites & Allowances:** Mr. Vishal Lohia shall be entitled to the following perquisites:-
 - (i) **Housing:** House Rent Allowance of ₹ 8,75,000/- per month.
 - (ii) Expenses pertaining to Gas, Electricity, Water, furnishings and other utilities including repairs will be borne / reimbursed by the Company on actual subject to a maximum of ₹ 58,453/- per month or ₹ 7,01,430/- in one year.
 - (iii) **Medical Reimbursement:** Reimbursement of medical expenses incurred for self and family will be ₹ 12,500/- per month or ₹ 1,50,000/- in one year.
 - (iv) **Leave Travel Concession:** Leave Travel Concession for self and family to and fro any place in India or abroad upto ₹ 1,50,000/- per annum, as per the Rules of the Company.
 - (v) **Personal Accident Insurance:** Premium not to exceed ₹ 27,000/- per annum.
 - (vi) **Club Fees:** Fees in respect of two Clubs will be ₹ 27,000/- per annum.
 - (vii) **Hospitalization benefit:** As per the Rules of the Company.
 - (viii) **Conveyance:** Use of the Company's maintained car(s) with driver(s).
 - (ix) **Telephone:** Telephone and fax at residence.

Explanation:- Provision of cars for use on the Company's business and telephone / fax at residence will not be considered in computing the value of perquisites.

Note:- All the perquisites will be interchangeable, i.e., any excess in a particular perquisite may be permissible by a corresponding reduction in one or more of the other perquisite(s).

3. In addition to the perquisites as aforesaid, Mr. Vishal Lohia shall also be entitled to the following annual benefits forming part of his remuneration.
 - (a) **Provident Fund:** Company's contribution towards Provident Fund shall be as per the Rules of the Company, i.e., @12% of the Basic Salary.
 - (b) **Gratuity:** Payable at a rate not exceeding half a month's salary for each completed year of service as per the Rules of the Company.

4. **Leave:** As per the Rules of the Company but not exceeding one month's leave with full salary for every 11 months of service.

Leave accumulated and not availed during his tenure as Whole-time Director may be allowed to be encashed at the end of the tenure as per the Rules of the Company.

5. **Reimbursement of expenses:** Reimbursement of all entertainment, traveling, hotel and other expenses incurred by Mr. Vishal Lohia during the course of and in connection with the business of the Company.
6. **Sitting Fee:** No sitting fee shall be paid to Mr. Vishal Lohia for attending the Meetings of Board of Directors of the Company or any Committees thereof.
7. **Remuneration:** In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Vishal Lohia, will be entitled to the above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration in accordance with the applicable provisions of Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government, if required.

None of the Directors except Mr. Vishal Lohia himself and Mr. Mohan Lal Lohia and Mr. Om Prakash Lohia, who are related to Mr. Vishal Lohia are concerned or interested in the said Resolution.

The Board of Directors of the Company commend passing of the Resolutions as set out at Item No. 7.

Statements in terms of Schedule V of the Companies Act, 2013 relating to Remuneration payable to Managerial Personnel.

I. General Information:

1. **Nature of Industry:** The Company is engaged in the manufacturing of Polyester products, viz., Polyester Filament Yarn (PFY), Polyester Staple Fibre (PSF), Draw Texturised Yarn (DTY), Specialty Fibre and Chips.
2. **Date or expected date of commencement of commercial production:**

The Company was incorporated on 28 April 1986 as a Public Limited Company. The Company is already in operation after obtaining Certificate of Commencement of business on 24 November 1986.

3. **Financial performance based on given indicators:** As per the Audited Financial Results for the year ended 31st March 2016.

	(₹ In Crores)
Net Sales , Operating and Other Income	2,566.53
Profit before Interest, Depreciation and Tax (EBIDTA)	124.29
Interest (Financial Exp.)	51.66
Profit before Depreciation, Exceptional items and Tax (PBDT)	72.63
Depreciation	77.76
Profit after Tax (PAT)	56.00

4. Export performance and net foreign exchange earned for the year ended 31st March 2016:

(₹ In Crores)	
FOB value of Exports	388.02
Other	29.58
Total	417.60

II. Information about appointee:

(a) Mr. Om Prakash Lohia

1. Background details: Mr. Om Prakash Lohia is the Promoter and Managing Director of the Company since 1989. Mr. Lohia, aged about 66 years, holds Graduation from Calcutta University and joined the family business of Textiles and got the best of exposure in all aspects and functions of business management including International Markets. Given his enterprising ability and good business acumen coupled with sheer drive and determination, Mr. Lohia propelled Indo Rama to the forefront of the Indian Synthetic / Manmade Fibre Industry. He has around 46 years of extensive experience in the Textile Industry especially in the field of manmade Fibre Industry and Polyester products and he has been the force behind the exponential growth of the Company.

2. Past Remuneration: Remuneration paid during the year ended 31st March 2016:

(₹ In Crores)			
	Salary	Perquisites and other benefits	Total
Mr. Om Prakash Lohia	2.45	0.37	2.82

3. Job Profile and his Suitability:

The Company has successfully implemented expansion by doubling of its cumulative polyester capacity of more than 610,050 tonnes per annum from 300,000 tonnes per annum at a single location at Butibori, Nagpur. Thus, increased responsibilities of the Managerial personnel made it necessary to require the services, farsightedness and expertise of Mr. Om Prakash Lohia in order to provide greater assistance to the Management team on account of enhanced production.

Mr. Om Prakash Lohia is actively involved in the Company's business operations on day-to-day basis and has been carrying out all such responsibilities as are assigned to him from time to time. In consideration of the performance of his duties as the Chairman and Managing Director, the Nomination and Remuneration Committee of the Company approved the revised remuneration payable to Mr. Lohia as Chairman and Managing Director for remaining period of 2 (two) years, with effect from 26th December 2015 under provisions of Section 197 and Schedule V of the Companies Act, 2013 which has also been approved by the Board of Directors of the Company in its meeting held on 14th November 2015.

5. Remuneration proposed: As stated in the Explanatory Statement at Item No. 6 of the Notice.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, the profile of the appointee, managerial personnel, the responsibilities shouldered by him and the industry benchmarks, the aforesaid remuneration proposed to be paid is commensurate with the remuneration package paid to similar senior level counter parts in other Companies.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed, Mr. Om Prakash Lohia has no other material pecuniary relationship except that Mr. Om Prakash Lohia is related to Mr. Vishal Lohia, Whole-time Director and Mr. Mohan Lal Lohia, a Non-executive Director of the Company.

(b) Mr. Vishal Lohia

1. Background details: Mr. Vishal Lohia is one of the Promoters and Whole-time Director of the Company. Mr. Vishal Lohia, aged about 38 years holds a Bachelor Degree in Finance and Economics from Bryant College, Rhode Island, USA. He was appointed as Whole-time Director with effect from 28th June 2002 and held office upto 20th October 2004. He was again appointed as Whole-time Director on 1st April 2007 and has been continuing as such since then. Mr. Vishal Lohia has been looking after operations of the Company besides handling such other responsibilities as are assigned by the Board of Directors from time to time.

Mr. Vishal Lohia has around 14 years of experience in the various Industry forums taking up the cause and concerns of Polyester Industry on economic and trade issues. He is a young and dynamic visionary.

2. Past Remuneration: Remuneration paid during the year ended 31st March 2016:

(₹ In Crores)			
	Salary	Perquisites and other benefits	Total
Mr. Vishal Lohia	1.80	0.31	2.11

4. Job Profile and his Suitability:

Mr. Vishal Lohia is actively involved in the Company's business operations on day-to-day basis and has been carrying out all such responsibilities as are assigned to him from time to time.

In consideration of the performance of his duties as the Whole-time Director, the Nomination and Remuneration Committee of the Company approved the remuneration payable to Mr. Vishal Lohia as Whole-time Director for a further period of 3 years, with effect from 1st April 2016 under provisions of Section 197 and Schedule V of the

Companies Act, 2013, which has also been approved by the Board of Directors and Nomination and Remuneration Committee of the Company at their meetings held on 10th February 2016.

5. **Remuneration proposed:** As stated in the Explanatory Statement at Item No. 7 of the Notice.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company, the profile of the appointee, managerial personnel, the responsibilities assigned to Mr. Vishal Lohia by the Board of Directors, the aforesaid remuneration proposed to be paid is commensurate with the remuneration package paid to similar senior level counter parts in other Companies.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, Mr. Vishal Lohia has no other material pecuniary relationship except that Mr. Vishal Lohia is related to Mr. Om Prakash Lohia, Chairman & Managing Director and Mr. Mohan Lal Lohia, a Non-executive Director of the Company.

III. Other Information:

1. Reasons for inadequate profits:

During the financial year ended 31st March 2016, the Company has shown remarkable resilience in its performance and recorded the earnings before Interest, Depreciation and Tax (EBIDTA) at ₹ 124.29 Crores as against ₹ 132.25 Crores. Loss before Tax stood at ₹ 59.66 Crores against ₹ 34.02 Crores for the previous year. There is net profit of ₹ 56.00 Crores as against a net loss of ₹ 21.53 Crores last year.

Despite this, the Company may still be deemed to have inadequacy of profits under Section 197 of the Companies Act, 2013, largely on account of external and unexpected circumstances beyond the control of the Management, viz.; global and general economic meltdown; Recession in the Polyester Industry, sharp volatility in the prices of textile products putting pressure on both the top line as well as bottom line and resulting lesser profits.

In the financial year ended 31st March 2016, the Company has shown positive results through focused initiatives aimed at improving marketing and customer value that resulted into higher sales volumes and improved margins. Operational efficiencies, cost optimization and prudent financial management practices resulting into lower interest cost were the factors that contributed to turnaround in profits. The Company today is amongst the world's most efficient polyester producers.

With the overall economic and business environment showing encouraging signs of improvement in the Polyester industry, the Company is poised for growth. The Directors are confident of a continuing all round improvement in Company's performance in the coming years.

2. Steps taken or proposed to be taken for improvement:

With the help of concerted efforts made by the Management during the financial year 2015-16, the performance and profitability of the Company has taken a positive turn after passing through a difficult phase due to impact of global meltdown and currency fluctuation. As per the audited financial results as considered in the Board of Directors' Meeting held on 18th May 2016, the Company has recorded gross sale of ₹ 2,714.69 Crores and net sale of ₹ 2,464.75 Crores. There is an increase in the quantity sold by 9.39% as compared to the previous year which is considered satisfactory considering the effect of the economic downturn. Earnings before Depreciation, Interest & Taxation (EBIDTA) is at ₹ 124.29 Crores as against ₹ 132.25 Crores last year. Loss before Tax stood at ₹ 59.66 Crores against ₹ 34.02 Crores for the previous year. There is net profit of ₹ 56.00 Crores as against a net loss ₹ 21.53 Crores last year.

The turnaround in profits from operations on account of higher volumes cost competitiveness and reduction in interest cost. The economic scenario is also continuously improving and the Company expects much better performance in the current financial year as well as in times to come.

3. Expected increase in productivity and profits in measurable terms:

Considering the continuously improving economic scenario and on the basis of last year's performance, Company expects improvement in its net sales and profits.

IV. Disclosures:

The remuneration package along with the corresponding details payable to Mr. Om Prakash Lohia and Mr. Vishal Lohia have already been mentioned at the explanatory statement of this notice. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option available in the case of the aforesaid managerial personnel. The respective tenure of the aforesaid managerial personnel shall be governed by a service contract with a notice period of three to six months.

Item No. 8

The Company has entered into or may enter into contracts / arrangements / transactions (RPT) with the following entities, who are related parties within the meaning of Section 2(76) of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 (the "Act") and Listing Regulations:

Sl. No.	Name of the Related Parties	Nature of Relation	Material terms of the contract, etc. *	Monetary Value (₹ in Crore) for the Financial Year 2015-16
1.	Indorama Petrochem Limited, Thailand	Relative	Purchased material on arm's length basis	47.17
2.	TPT Petrochemicals Public Co. Ltd., Thailand	Relative	Purchased material on arm's length basis	25.16
3.	PT. Indorama Petrochemicals, Indonesia	Relative	Purchased material on arm's length basis	39.84
4.	Wearit Global Limited	Relative	Purchased material on arm's length basis	129.50
5.	Wearit Global Limited	Relative	Sold material on arm's length basis	140.47
6.	Ritspin Synthetics Limited	Relative	Sold material on arm's length basis	0.004
7.	Dhanterash Sale Pvt. Limited	Relative	Sold material on arm's length basis	18.68
Total				400.82

* i) Name of Director or Key Managerial Personnel who is related:
Mr. Mohan Lal Lohia, Mr. Om Prakash Lohia and Mr. Vishal Lohia, Directors of the Company are relatives of Mr. Alok Lohia, Directors of Indorama Petrochem Limited, TPT Petrochemicals Public Co. Ltd. and PT. Indorama Petrochemicals and Mr. Manish Kumar, Director of Wearit Global Limited, Ritspin Synthetics Limited and Dhanterash Sale Pvt. Limited.

ii) Any other information relevant or important for the members to make a decision on proposed transaction: None

The Section 188 of the Companies Act, 2013 provides that if transactions with the related parties are not in the ordinary course of business or on arm's length basis, such transactions are required to be approved by the Board of Directors and Shareholders, depending upon the materiality of the transactions. In other words, approval of Board or shareholders, as the case may be, is not required under the Act, if a particular transaction is in the ordinary course of business and on arm's length basis.

Revised Listing Regulations provides that all material RPTs, i.e., transaction(s) entered into during a financial year exceeding 10% of the annual consolidated turnover of the Company as per latest audited financial statements require prior approval of the shareholders through special resolution.

In the opinion of the Board, the transactions/contracts/arrangements by the Company with the above parties are in the ordinary course of business and at arm's length basis. However, considering the fact that the value of contracts/arrangements/transactions with the aforesaid related parties during a financial year may be material as defined under Listing Regulations and it is proposed to seek the approval of members for the aforesaid arrangements/ contracts / transactions for the financial years 2015-16 and 2016-17.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 8 of the Notice, except Mr. Mohan Lal Lohia, Mr. Om Prakash Lohia and Mr. Vishal Lohia.

The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out at Item No. 8 shall be entitled to vote on this Special Resolution.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice, except Mr. Mohanlal Lohia, Mr. Om Prakash Lohia and Mr. Vishal Lohia.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

Item No. 9

In accordance with the provisions of the Companies Act, 2013, it was necessary to obtain fresh approval of the members by means of a Special Resolution under Section 42 and 71 of the Companies Act, 2013, to enable the Board of Directors to issue and allot 3,500 unsecured Non-Convertible Debentures (NCDs) of face value of ₹ 1 Lac (Rupees One Lac only) each at par, aggregating to ₹ 35,00,00,000/- (Rupees Thirty Five Crores only) to Indo Rama Renewables Limited (100% Wholly Owned Subsidiary of the Company) with 11% redemption premium for a period not exceeding 17 months on private placement basis.

Accordingly, consent of the Members is sought for passing an Special Resolution as set out at Item No. 9 of the Notice, to issue and allot 3,500 unsecured Non-Convertible Debentures

(NCDs) to Indo Rama Renewables Limited (100% Wholly Owned Subsidiary of the Company) on Private Placement basis.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

Item No. 10

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Balaji & Associates, Cost Accountants, (Firm Registration No. 000112), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice, to ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March 2017.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the members.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER LISTING REGULATIONS WITH THE STOCK EXCHANGES.

Re-appointment of Mr. Mohan Lal Lohia (Item No. 3)

In terms of provisions of the Companies Act, 2013, effective from 1st April 2014, for the purpose of determining the Directors liable to retire by rotation. Mr. Mohan Lal Lohia shall accordingly retire at 30th Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Mohan Lal Lohia is a Non-Executive Director of the Company. He joined the Board of Directors of the Company since inception. Mr. Lohia is Chairman-Emeritus of the Board of Directors of the Company.

Brief resume of Mr. Lohia, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under the Listing Regulations with the Stock Exchanges, which is forming part of the Notice, as under:

Mr. Lohia, born on 21st December 1930, is a Commerce Graduate. Mr. Lohia having more than 51 years of Industrial experience laid the foundation of Indo Rama group. The group has presence in areas like textiles, petro-chemicals, manmade fibre, chemicals, natural rubber, bottle grade pet resins, steel, etc. Mr. Lohia is presently Chairman - Emeritus on the Board of Indo Rama Synthetics (India) Limited. Mr. Lohia does not hold membership/ chairmanship of Board Committee in any other Company and holding Nil equity shares in the Company as on the date of this Notice.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Lohia as a Non-Executive Director of the Company. Upon his re-appointment as a Director, Mr. Lohia shall continue to hold office as a Non-Executive Chairman-Emeritus.

Except Mr. Mohan Lal Lohia, being an appointee and Mr. Om Prakash Lohia and Mr. Vishal Lohia, who are related to Mr. Mohan Lal Lohia, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, at Item No. 3 of the Notice.

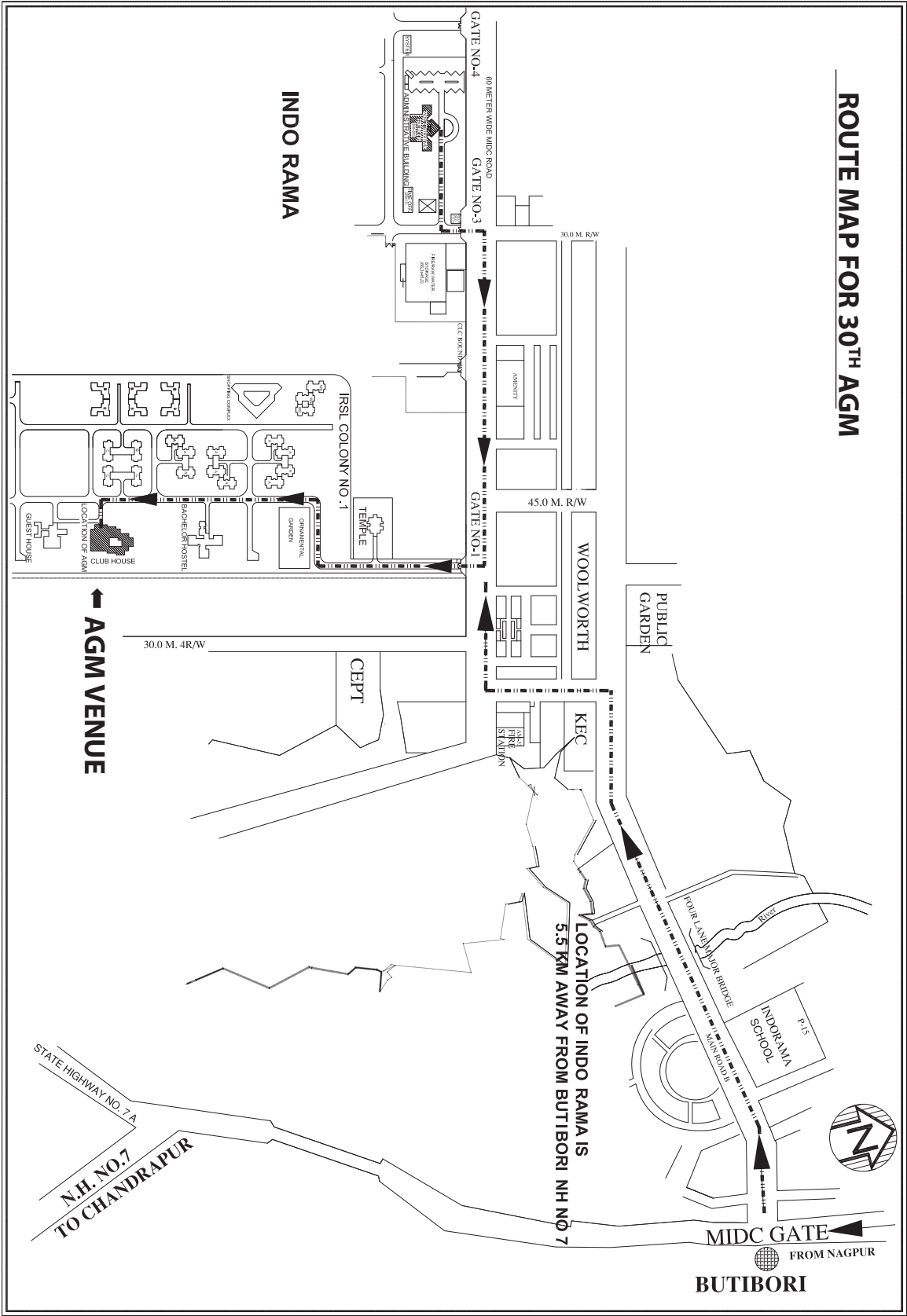
The Board commends his re-appointment, liable to retire by rotation, at Item No. 3 of the Notice for approval by the members.

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

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

Place: Gurgaon
Date: 31st August 2016

Registered Office:
A-31, MIDC Industrial Area
Butibori, Nagpur - 441122, Maharashtra
CIN: L17124MH1986PLC166615
E-mail: investor-relations@indorama-ind.com





INDO RAMA SYNTHETICS (INDIA) LIMITED

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
CIN: L17124MH1986PLC166615

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 30th Annual General Meeting of the Company, to be held on Friday, 30th September, 2016 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
Ordinary Business	
1.	To receive, consider and adopt the Audited Financial Statement, including Audited Consolidated Financial Statement, for the year ended 31st March 2016 and the Reports of the Directors and Auditors thereon.
2.	To declare dividend on equity shares for the financial year ended 31st March, 2016.
3.	To appoint a Director in place of Mr. Mohan Lal Lohia (DIN 00918397), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4.	To ratify the appointment of Statutory Auditors.
Special Business	
5.	Appointment of Dr. Arvind Pandalai (DIN 00352809) as an Independent Director.
6.	Revision of Remuneration of Mr. Om Prakash Lohia (DIN 00206807), Chairman and Managing Director.
7.	Re-appointment Mr. Vishal Lohia (DIN 00206458) as Whole-time Director.
8.	To enter into Related Party Transactions.
9.	To approve/issue of unsecured Non-Convertible Debentures on private placement basis.
10.	To ratify the Remuneration of Cost Auditors.

Signed this day of 2016.

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 30th Annual General Meeting.
3. Please complete all details including details of member(s), in above box, before submission.



INDO RAMA SYNTHETICS (INDIA) LIMITED

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

Tel.: 07104-663000 / 01 Fax: 07104-663200, CIN: L17124MH1986PLC166615

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

ATTENDANCE SLIP**30TH ANNUAL GENERAL MEETING - 30TH SEPTEMBER, 2016**

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 30th Annual General Meeting of the Company held on Friday, 30th September, 2016 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 Annual Report for the financial year 2015-16 and Notice of the 30th Annual General Meeting (AGM) 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 AGM can print copy of this Attendance Slip.
- 3) Physical copy of the Annual Report for the financial year 2015-16 and Notice of the 30th Annual 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
105047		