

**INDO RAMA SYNTHETICS (INDIA) LIMITED**

CIN: L17124MH1986PLC166615

Corp. Office: Plot No. 53-54, Delhi Press Building, Udyog Vihar, Phase-IV, Gurugram, Haryana-122 015

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

Tel.: 0124-4997000 | Email: [corp@indorama-ind.com](mailto:corp@indorama-ind.com) | Website: [www.indoramaindia.com](http://www.indoramaindia.com)

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**NOTICE OF POSTAL BALLOT / REMOTE E-VOTING**

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the Members of Indo Rama Synthetics (India) Limited ("the Company") by means of Postal Ballot, only by way of Remote e-Voting process ("e-Voting"), pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 03/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 9/2023 dated 25<sup>th</sup> September 2023, 09/2024 dated 19<sup>th</sup> September 2024 and General Circular No. 3/2025 dated 22<sup>nd</sup> September 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, "the Company" hereby seeks your approval for the special business as considered in the Resolutions appended below. A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the Resolutions appended below setting out the material facts and reasons thereof, are appended to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company at [www.indoramaindia.com](http://www.indoramaindia.com).

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/ Depositories and the communication of assent/dissent of the Members on the Resolution proposed will take place through the Remote e-Voting system only.

In compliance with the requirements of the MCA Circulars, hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Shareholders and Shareholders are requested to communicate their assent or dissent through Remote e-Voting system only. Pursuant to Rule 22(5) & (6) of the Rules, the Board of Directors of the Company at their Board Meeting held on 10<sup>th</sup> November 2025 had appointed CS Jaya Yadav (FCS 10822, CP 12070), Practicing Company Secretary, a Member of the Institute of Company Secretaries of India, as the Scrutinizer to conduct the Postal Ballot through Remote e-Voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-Voting facility to the Members of the Company through their website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Please refer to the instructions for e-Voting given hereinafter the proposed Resolution, to cast votes through electronic voting means.

The Remote e-Voting period commences from 9:00 AM (Indian Standard Time ['IST']) on Tuesday, 18<sup>th</sup> November 2025, and ends at 5:00 PM (IST) on Wednesday, 17<sup>th</sup> December 2025. The Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via Remote e-Voting by not later than 5:00 PM (IST) on Wednesday, 17<sup>th</sup> December 2025. The Scrutinizer shall submit his/her report to the Chairman of the Company, or any other person authorized by him upon completion of the scrutiny of the votes cast through Remote e-Voting. The Scrutinizer's decision on the validity of votes cast will be final. The results of the Postal Ballot voting will be announced within 2 working days from the conclusion of the e-Voting and the same shall be displayed on the website of the Company at [www.indoramaindia.com](http://www.indoramaindia.com), National Securities Depository Limited ("NSDL") and the same will be communicated to BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), where the equity shares of the Company are listed and be made available on their respective websites at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The Results shall also be displayed on the Notice Board at the Registered Office of the Company. The resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, 17<sup>th</sup> December 2025. The Resolutions as stated below are proposed to be passed by Postal Ballot/Remote e-Voting:

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 01: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS ENTERED/TO BE ENTERED INTO WITH TPT PETROCHEMICALS PUBLIC CO. LIMITED, THAILAND, FOR THE FINANCIAL YEAR 2025-26:**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Rules made thereunder, including the Companies (Meetings of Board and its Powers) Rules, 2014 and any statutory modification(s) or re-enactments thereof for the time being in force and pursuant to provisions of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and any other rules, regulations, notifications, circulars and clarifications issued from time to time, by the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and any other competent authority, and the Company's "Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions" and as per the recommendation and approval of the Audit Committee and the Board, consent of the Members be and is hereby accorded to the Board of Directors of the Company (the "Board") for the following material related party transaction(s), for the financial year 2025-26, to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) whether by way of individual transaction or transaction(s) taken together or series of transaction(s) or otherwise in the Company and its Wholly Owned Subsidiary, Indorama Yarns Private Limited, with M/s TPT Petrochemicals Public Co. Limited, (TPT), Thailand, a related party of the Company, within the meaning of Section 2(76) of the Act and Regulations 2(1)(zb) of the SEBI Listing Regulations, being exceeding 10% of the audited annual consolidated turnover of the Company for the financial year ended 31<sup>st</sup> March 2025;

| Type, material terms and particulars of proposed transaction | Name of Related Party and its relationship with the listed entity or its subsidiary                                                     | Tenure of the proposed transaction | Value of proposed transaction | The percentage of the listed entity's annual consolidated turnover for the immediately preceding audited financial year | Justification as to why the RPT is in the interest of the listed entity                                                                     | A copy of the valuation or other external party report, if any such report has been relied upon                                                  |
|--------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| Purchase of Purified Terephthalic Acid ("PTA")               | TPT Petrochemicals Public Co. Limited, Thailand, a Group Company of Indorama Ventures Public Company Limited, a Promoter Group Company. | Financial Year 2025-26             | ₹800 Crore                    | ₹405.31 Crore<br>(10% of ₹4,053.09 Crore of audited consolidated turnover for the FY 2024-25)                           | To support availability of PTA, prime raw material for desired production levels supplementing non-availability of domestic PTA adequately. | Not applicable.<br><br>The transaction is being carried out at Arm's length basis and is also in the ordinary course of business of the Company. |

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents including contracts, agreements and such other documents and deal with any other matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regards and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Member shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any Director(s), Chief Commercial and Financial Officer and Company Secretary of the Company, to do all such acts and take such steps, as may be considered necessary or expedient to give effect to aforesaid resolution(s);

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby ratified, approved, and confirmed in all respects."

*Registered Office:*

A-31, MIDC Industrial Area  
Butibori, Nagpur - 441122, Maharashtra  
CIN: L17124MH1986PLC166615  
E-mail: [corp@indorama-ind.com](mailto:corp@indorama-ind.com)  
Website: [www.indoramaindia.com](http://www.indoramaindia.com)  
Tel.: +91-07104-663000 / 01

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

Sd/-  
**Ashok Yadav**  
**Company Secretary & Compliance Officer**  
**(ACS: 14223)**

Gurugram, 10<sup>th</sup> November 2025

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act") read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from MCS Share Transfer Agents Limited, the Company's Registrar and Transfer Agent ("RTA")/Depositories as on Friday, 14<sup>th</sup> November 2025 ("Cut-Off Date") and whose email addresses are registered with the Company/RTA/Participants (in case of electronic shareholding).

The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date, i.e., Friday, 14<sup>th</sup> November 2025.

3. The Company is pleased to provide remote e-Voting facility to its members, to enable them to cast their votes electronically. The instructions for Remote e-Voting are mentioned in Note No. 11 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
4. Only those Members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only. It is however clarified that all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
5. The Remote e-Voting shall commence on Tuesday, 18<sup>th</sup> November 2025 at 9:00 AM (IST) and shall end on Wednesday, 17<sup>th</sup> December 2025 at 5:00 PM (IST). During this period, the Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The Remote e-Voting module shall be disabled by NSDL for voting thereafter.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.indoramaindia.com](http://www.indoramaindia.com), the relevant section of the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com), on which the ordinary shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. The Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at [corp@indorama-ind.com](mailto:corp@indorama-ind.com) from their registered email address mentioning their Name, Folio Number/DP ID & Client ID until the last date of Remote e-Voting period of this Postal Ballot, i.e., Wednesday, 17<sup>th</sup> December 2025.

9. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for Remote e-Voting, i.e., Wednesday, 17<sup>th</sup> December 2025. Further, resolutions passed by the Members through the Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. Once the vote on a Resolution is cast by the Member shall not be allowed to change it subsequently.
11. The instructions for remote e-Voting by Members are as under:

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

### **How do I vote electronically using NSDL e-Voting system?**

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

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| <b>Type of shareholders</b>                                         | <b>Login Method</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider, i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> </ol> |

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|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                           | <p>either on a Personal Computer or on a Mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider, i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username and password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |



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|--------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                        | <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL to cast your vote during the remote e-Voting period.                                                                                                                                                                                                                                              |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e., NSDL and CDSL.**

| Login type                                                         | Helpdesk details                                                                                                                                                                                                           |
|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000                                            |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?



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|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <p>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment, i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|  | <p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "<a href="#">Forgot User Details/Password?</a>"(If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>b) <a href="#">Physical User Reset Password?</a>" (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p> <p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p> <p>8. Now, you will have to click on "Login" button.</p> <p>9. After you click on the "Login" button, Home page of e-Voting will open.</p> |

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jayayadav@whitespan.in](mailto:jayayadav@whitespan.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022-4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email IDs are not registered with the depositories for procuring user id and password and registration of e-mail IDs for e-Voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [corp@indorama-ind.com](mailto:corp@indorama-ind.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [corp@indorama-ind.com](mailto:corp@indorama-ind.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)**, i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user ID and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT**

[Pursuant to Sections 102 and 110 of the Companies Act, 2013]

The following Statement sets out all material facts relating to the businesses mentioned under Item No. 01 of the accompanying Notice:

**ITEM NO. 01:**

The Audit Committee had given omnibus approval and Board also approved the same on the recommendation of the Audit Committee for procurement of Purified Terephthalic Acid ("PTA") upto ₹400 Crore from M/s TPT Petrochemicals Public Co. Limited (TPT), Thailand and upto ₹900 Crore from M/s Indorama Petrochem Limited (IRPL), Thailand, in its meetings held on 7<sup>th</sup> February 2025, for the financial year 2025-26.

Since, 1<sup>st</sup> July 2025, as part of an internal re-organization, IRPL, novated its entire business to TPT and accordingly effective from 1<sup>st</sup> July 2025 all business transactions in the name of IRPL stood conducted by TPT pursuant to novation agreement dated 19<sup>th</sup> May 2025 executed amongst M/s Indo Rama Synthetics (India) Limited (IRSL), IRPL and TPT, each of which is Related Party of IRSL.

Thus, the volume of business with TPT enhanced post execution of novation agreement, requiring modification in the omnibus approval from existing ₹400 Crore to ₹800 Crore basis the actual/estimated volume of PTA procurement for the financial year 2025-26. The related party transactions executed with TPT till 30<sup>th</sup> September 2025 stood at ₹235.09 Crore.

The Board of Directors at its meeting held on 10<sup>th</sup> November 2025 and on the recommendation and approval of the Audit Committee, enhancing the omnibus approval, approved purchase of PTA from TPT Petrochemicals Public Co. Limited, from ₹400 Crore to ₹800 Crore for the financial year 2025-26.

Your Company is engaged in the business of manufacture of Polyester Staple Fibre, Polyester Filament Yarn, Draw Texturized Yarn, Fully Drawn Yarn, Textile grade Chips and Pet Resin. M/s TPT Petrochemicals Public Co. Limited, (TPT), Thailand, is a related party of the Company, engaged in the manufacture of Purchase of Purified Terephthalic Acid (PTA). Your Company purchases PTA from TPT Petrochemicals Public Co. Limited to supplement its prime raw material requirement of PTA that is not available in adequate quantity domestically.

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation") approval of shareholders by way of Ordinary Resolution will be required, for related party transaction(s) (individually or taken together with previous transactions) during a financial year, if it exceeds ten percent (10%) of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity.

Therefore, it is recommended to enhance/ratify omnibus approval of TPT from ₹400 Crore to ₹800 Crore for the financial year 2025-26, as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and to seek shareholders' approval, by way of Ordinary Resolution and pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Management has provided the Audit Committee with all the relevant details of the proposed RPTs including material terms and basis and other details as required under applicable laws. The proposed related party transactions are duly approved by the audit committee and also recommended by the Board of Directors. While approving the related party transactions the Audit Committee has reviewed the certificate provided by the Whole-time Director and Chief Commercial and Financial Officer as required under the provision of LODR.

Accordingly, it is in the above context that the resolution as above is proposed for the approval of the Members under the SEBI Listing Regulations.

The Members may note that in terms of the provisions of SEBI Listing Regulations, no related party shall vote to approve the Ordinary Resolution set forth as above of the Notice, whether the same is a related party to the particular transaction or not.

The relevant information(s) pertaining to Material Related Party Transactions as required under SEBI Listing Regulations along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26<sup>th</sup> June 2025 ("RPT Industry Standards") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13<sup>th</sup> October 2025 are set forth as "**Annexure-A and B**".

#### **Annexure-A**

**Pursuant to the SEBI Circular dated 26<sup>th</sup> June 2025 the Minimum Information relating to the proposed related party transaction(s) is provided herewith:**

##### **Basic details of the Related Party:**

|                                               |                                                     |
|-----------------------------------------------|-----------------------------------------------------|
| Name of the Related Party                     | TPT Petrochemicals Public Co. Limited               |
| Country of Incorporation of the Related Party | Thailand                                            |
| Nature of business of the Related Party       | Manufacturing of Purified Terephthalic Acid ("PTA") |

##### **Relationship and ownership of the Related Party:**

|                                                                                                                         |                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| Relationship between the listed entity and the related party - including nature of its concern (financial or otherwise) | TPT Petrochemicals Public Co. Limited, Thailand, a Group Company of Indorama Ventures Public Company Limited, a Promoter Group Company. |
|-------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|

##### **Details of previous transactions with the Related Party:**

|                                                                                                                                                                                                                              |               |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.                                                                                    | ₹328.67 Crore |
| Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | ₹235.09 Crore |

|                                                                                                                                                                                                                 |                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year | Not Applicable |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|

**Amount of the proposed Transaction(s):**

|                                                                                                                                                                                                                                                                               |                                                         |                       |                 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|-----------------------|-----------------|
| Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.                                                                                                                                                             | Not exceeding ₹800 Crore for the financial year 2025-26 |                       |                 |
| Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?                                                                              | Yes                                                     |                       |                 |
| Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year                                                                                                                           | 19.74%                                                  |                       |                 |
| Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)                  | 7.97%                                                   |                       |                 |
| Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available | 7.55%                                                   |                       |                 |
| Financial performance of the related party for the immediately preceding financial year.                                                                                                                                                                                      | <b>Particulars</b>                                      | <b>FY 2024-25</b>     |                 |
|                                                                                                                                                                                                                                                                               |                                                         | <b>(₹ in Crore) *</b> | <b>(in USD)</b> |
|                                                                                                                                                                                                                                                                               | Turnover                                                | 4,478.02              | 523,867,786     |
|                                                                                                                                                                                                                                                                               | Profit/(Loss) After Tax                                 | (50.36)               | (5,891,530)     |
|                                                                                                                                                                                                                                                                               | Net Worth                                               | (857.75)              | (100,344,589)   |
|                                                                                                                                                                                                                                                                               | * Conversion Rate of USD - 85.48                        |                       |                 |

**Annexure-B**
**Basic details of the proposed transaction:**

|                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)                                                              | Purchase of PTA                                                                                                                                                                                                                                                                                                                                                                      |
| Details of each type of the proposed transaction                                                                                                                                              | Purchase of PTA                                                                                                                                                                                                                                                                                                                                                                      |
| Tenure of the proposed transaction (tenure in number of years or months to be specified)                                                                                                      | Financial Year 2025-26                                                                                                                                                                                                                                                                                                                                                               |
| Whether omnibus approval is being sought?                                                                                                                                                     | Yes                                                                                                                                                                                                                                                                                                                                                                                  |
| Value of the proposed transaction during a financial year.<br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | ₹800 Crore<br>Not Applicable                                                                                                                                                                                                                                                                                                                                                         |
| Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.                                                                                        | To support availability of PTA, prime raw material for desired production levels supplementing non-availability of domestic PTA adequately.                                                                                                                                                                                                                                          |
| Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.                                 | None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any manner, financially or otherwise concerned or interested in the proposed resolution, except the promoters. The promoters, being related parties, are deemed to be interested in the transaction and shall abstain from voting on the resolution as above for its approval. |
| a. Name of the Director / KMP                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                      |
| b. Shareholding of the Director/KMP, whether direct or indirect, in the related party                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                      |
| A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.                                                                                   | Not Applicable                                                                                                                                                                                                                                                                                                                                                                       |
| Other information relevant for decision making                                                                                                                                                | Not Applicable                                                                                                                                                                                                                                                                                                                                                                       |

**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:**

|                                                                                                                                                                                                                                                                                                                              |                                                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|
| Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.                                                                                                                                                                                                            | Not Applicable                                     |
| Basis of determination of price.                                                                                                                                                                                                                                                                                             | Ordinary course of business at arm's length price. |
| In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:<br>a. Amount of Trade advance<br>b. Tenure<br>c. Whether same is self-liquidating? | Not Applicable                                     |



The Board of Directors recommend the Resolution set out as above of the accompanying Notice for approval of shareholders of the Company, who are unrelated vis-a-vis the subject matter of the contract/transaction by Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out as above, except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommend passing of the Ordinary Resolution as set out as above of the Notice.

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

*Sd/-*  
**Ashok Yadav**  
**Company Secretary & Compliance Officer**  
**(ACS: 14223)**

Gurugram, 10<sup>th</sup> November 2025