

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 | Website: www.indoramaindia.com

NOTICE OF POSTAL BALLOT / REMOTE E-VOTING

[Pursuant to Section 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 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 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 9/2023 dated 25th September 2023 and last being 09/2024 dated 19th September 2024 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.

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 Resolution by Circulation on 24th June 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. 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, 22nd July 2025, and ends at 5:00 PM (IST) on Wednesday, 20th August 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, 20th August 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, 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 and www.nseindia.com. The Results shall also be displayed on the Notice Board at the Registered Office of the Company. The Resolutions as stated below are proposed to be passed by Postal Ballot/Remote e-Voting:

SPECIAL BUSINESS:

ITEM NO. 01: THE APPOINTMENT OF Ms. NEERU ABROL, (DIN 01279485), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and Rules made thereunder, read with schedule IV of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Neeru Abrol, (DIN 01279485), who was appointed as an Additional Director in the category of Non-Executive Woman Independent Director on the Board of Directors of the Company, pursuant to Section 161 of the Act and Article 158 of the Articles of Association of the Company and who has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the Office of Director and basis the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, vide their respective Resolutions by Circulation dated 24th June 2025, consent of the Members of the Company be and is hereby accorded to appoint Ms. Neeru Abrol (DIN 01279485) as an Independent Director of the Company, not liable to retire

by rotation, to hold office for a term of 3 (three) years, on the Board of the Company commencing from 24th June 2025 upto 23rd June 2028 (both days inclusive);

RESOLVED FURTHER THAT the Board (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters, things and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

ITEM NO. 02: FOR CONTINUATION OF HOLDING OFFICE OF NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY BY MR. DHARMPAL AGARWAL, (DIN 00084105), AFTER ATTAINING THE AGE OF 75 (SEVENTY-FIVE) YEARS:

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-appointment thereof for the time being in force) and basis the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, vide their respective Resolutions by Circulation dated 24th June 2025, consent of the Members of the Company be and is hereby accorded for continuation of holding office of Non-Executive Independent Director by Mr. Dharmpal Agarwal, (DIN 00084105), after attaining the age of 75 (Seventy-Five) years on 24th August 2025, for the remaining period of his existing tenure as a Non-Executive Independent Director of the Company, i.e., upto 24th November 2026, not liable to retire by rotation;

RESOLVED FURTHER THAT the Board (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters, things and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

Registered Office:

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

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

**Manish Rai
Company Secretary and Compliance Officer
(ACS No. 17173)**

Gurugram, 24th June 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, 18th July 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, 18th July 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, 22nd July 2025 at 9:00 AM (IST) and shall end on Wednesday, 20th August 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, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the ordinary shares of the Company are listed and on the website of NSDL at 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 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, 20th August 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, 20th August 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 9th 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ 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 “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting

	page. Click on company name or e-Voting service provider, i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 e-Voting service provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System

	Myeasi Tab and then user your existing my easi username and password. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com 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.
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 for casting 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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. <u>How to Log-in to NSDL e-Voting website?</u>	
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. <i>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.</i> 4. Your User ID details are given below:	
Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
	a) For Members who hold shares in demat account with NSDL. 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
	b) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if 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'? (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'. (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered	
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.	

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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 with a copy marked to 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 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 or call on: 022-4886 7000 or send a request to Ms. Pallavi Mhatre at 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.
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. If you are an Individual shareholders 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 for procuring user ID and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th 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 Nos. 01 and 02 of the accompanying Notice:

ITEM NO. 01:

The Board of Directors of the Company, vide its Resolution by Circulation dated 24th June 2025, on the recommendation of the Nomination and Remuneration Committee, has appointed Ms. Neeru Abrol, (DIN 01279485), as an Additional Director in the category of Non-Executive Woman Independent Director of the Company, to hold office for a term of 3 (three) years, commencing from 24th June 2025 to 23rd June 2028 (both days inclusive), not liable to retire by rotation.

Ms. Neeru Abrol is not related to any of the Promoters, Members of the Promoter Group and Directors of the Company and is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such regulatory Authority.

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Ms. Neeru Abrol meets the skills and capabilities required for the role of Independent Director of the Company and her continued association would be of immense benefit to the Company.

The Company has received a notice, in terms of Section 160(1) of the Companies Act, 2013 ("the Act"), from a Member proposing her candidature for the office of the Director. The Company has received a declaration from Ms. Neeru Abrol confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Neeru Abrol has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Neeru has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June 2018 issued by BSE and NSE pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed Companies. Further, Ms. Neeru has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to appointments by the Members. Ms. Neeru has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

In the opinion of the Board, Ms. Neeru Abrol fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that she is independent of the Management. The terms and conditions of the appointment of

Independent Directors is uploaded on the website of the Company at www.indoramaindia.com and would also be made available for inspection to the Members of the Company up-to Wednesday, 20th August 2025, by sending a request from their registered email address to the Company at corp@indorama-ind.com along with their Name, DP ID & Client ID/Folio Number.

Ms. Neeru Abrol does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

In compliance with the provisions of Section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Regulation 25 of the SEBI Listing Regulations, the appointment of Ms. Neeru Abrol as an Independent Director is now placed for the approval of the Members by a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Ms. Neeru Abrol and her relatives, are concerned or interested, financially or otherwise, in the special resolution set out at Item No. 01 of the accompanying Notice for approval of the Members.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

ITEM NO. 02:

Mr. Dharmpal Agarwal, (DIN 00084105), was appointed as Non-Executive Independent Director of the Company, with effect from 25th November 2021, for a term of 5 (five) years up to 24th November 2026 and a Special Resolution was passed to this effect through Postal Ballot on 26th March 2022. Mr. Dharmpal Agarwal is going to attain 75 (Seventy-Five) years on 24th August 2025.

Pursuant to the Regulation 17(1A) of SEBI (Listing Obligations Disclosure Requirements) Regulations 2015, the Company is required to take the approval of the Members by way of Special Resolution for the Non-Executive Independent Director, who is going to attain 75 (Seventy-Five) years.

The Board of Directors of the Company, basis recommendation of the Nomination and Remuneration Committee has approved continuation of holding of office of Non-Executive Independent Director by Mr. Dharmpal Agarwal, after attaining the age of 75 (Seventy-Five) years on 24th August 2025, for the remaining period of his existing tenure, i.e., upto 24th November 2026, not liable to retire by rotation.

Mr. Dharmpal Agarwal, Non-Executive Independent Director of the Company, carry rich & varied experience and his continued association would be of immense benefit to the Company.

In compliance with the provisions of Section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Regulation 17(1A) of the SEBI Listing Regulations, for continuation of holding office of Non-Executive Independent Director by Mr. Dharmpal Agarwal, after attaining the age of 75 (Seventy-Five) years is now placed for the approval of the Members by a Special Resolution.

Mr. Dharmpal Agarwal does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Dharmpal Agarwal and his relatives, are concerned or interested, financially or otherwise, in the special resolution set out at Item No. 02 of the accompanying Notice for approval of the Members.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

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

Registered Office:

A-31, MIDC Industrial Area
Butibori, Nagpur - 441122, Maharashtra
CIN: L17124MH1986PLC166615
E-mail: corp@indorama-ind.com
Website: www.indoramaindia.com
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**Manish Rai
Company Secretary and Compliance Officer
(ACS No. 17173)**

Gurugram, 24th June 2025

ANNEXURE - I TO THE NOTICE
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]

In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting ("SS-2").

ITEM NO. 01

Name of Director	Ms. Neeru Abrol
Father's Name	Late Shri Dev Raj Abrol
Directors Identification Number (DIN)	01279485
Age and Date of Birth	70 years and 7 th February 1955
Date of First Appointment	24 th June 2025
Experience/expertise in specific functional area	Ms. Neeru Abrol is a highly accomplished Chartered Accountant and seasoned Boardroom Leader. With a professional career spanning with close to over four decades, she brings a wealth of expertise and insight drawn from key leadership roles across both public and private sectors. She holds a bachelor's degree in science and has been member of the Institute of Chartered Accountants of India since 1981. Ms. Abrol's distinguished career includes 26 years at Steel Authority of India Limited, where she held various critical management positions that deepened her understanding of industrial operations and strategic finance in the steel sector. She went on to serve first as Director (Finance) and then as Chairperson and Managing Director of National Fertilizers Limited (NFL) between 2007 to 2015, the second largest urea producer in the Country with market share of 16%. Her Board experience is equally impressive. She has served on the Boards of IDBI Bank, IFCI Venture Capital Funds Limited, IFCI Infrastructure Development Limited, TCNS Clothing Limited, APL Tricoat Limited, East Delhi Waste Management Company Limited, Dakshin Dilli Swatch Initiatives Limited, RDF Power Project Limited, Jindal United Steel limited, Ramagundam Fertilizers Co. Limited and

	Apollo Metalex Private Limited. Currently she is an Independent Director on the Boards of Apl Apollo Tubes Limited, APL Apollo Pipes Limited, SG Mart Limited, SMC Global Securities Limited, Varindera Construction Limited, Stecol International Private Limited and Ganesha Ecoverse Limited. Ms. Abrol is deeply committed to broader public good. Her involvement spans a number of non-profit organisations, viz; Talent Nomics India, Global Counter Terrorism Council, Richmond Fellowship Society (Delhi Branch) and Vedic Anusandhan Samiti, where she serves as Governing Council Member. Ms. Abrol has also held significant roles in prominent Industry and Policy Institutions. She has served as Co-chairperson of Fertilizers Association of India, Vice President of Delhi Management Association of India, Board Member of Standing Conference of Public Enterprises of India. She was one of the judges in the Government of India's constituted panel for selecting for Prime Minister's Trophy for Integrated Steel Plants in India for 2016-17. She has served as Member of the Finance Committees of leading research institutions under the Department of Biotechnology, Government of India, such as NIBMG Kalyani, ILS Bhubaneswar, NIPGR New Delhi, IITM Pune and NCESS Thiruvanthapuram. Throughout her career, Ms. Abrol has received numerous accolades recognising her impact and excellence. She has been twice awarded the "Business Achiever" by the Institute of Chartered Accountants of India and honoured as the "Outstanding Woman Manager" in Public Sector Enterprises by the Standing Conference of Public Enterprises (Scope) to name a few.
Qualifications	Bachelor of Science (BSc) Hons (Chemistry) and Chartered Accountant
Directorship/Chairman/CEO held in other Companies	• APL Apollo Tubes Limited - Director • Apollo Pipes Limited - Director • Ganesha Ecoverse Limited - Director • SG Mart Limited - Director • Stecol International Private Limited - Director • SMC Global Securities Limited - Director • Varindera Constructions Limited - Director

Chairman/Member of the Committee of the Board of Directors of the Company, i.e., (Indo Rama Synthetics (India) Limited)	Audit Committee - Member
Chairman/Member of the Committee of the Board of Directors of other Company in which she is Director	<u>APL Apollo Tubes Limited:</u> Audit Committee - Member Risk Management Committee - Member Nomination and Remuneration Committee - Chairperson <u>Apollo Pipes Limited:</u> Audit Committee - Member Risk Management Committee - Member Stakeholders Relationship Committee - Chairperson Nomination and Remuneration Committee - Chairperson <u>Ganesha Ecoverse Limited:</u> Audit Committee - Member Nomination and Remuneration Committee - Chairperson <u>SG Mart Limited:</u> Audit Committee - Member Risk Management Committee - Member Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Chairperson <u>Stecol International Private Limited:</u> Audit Committee - Chairperson Risk & Compliance Committee - Member Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member <u>Varindera Constructions Limited:</u> Nomination and Remuneration Committee - Member
Shareholding (including shareholding as a beneficial owner) in Indo Rama Synthetics (India) Limited	Own : Nil For other person on a beneficial basis : Nil

No. of Board Meeting attended during the financial year 2024-25	Not Applicable
Relationship of the Director, Manager and other KMP of the Company	None
Listed entities from which the director has resigned in the past 3 years	None
Terms and conditions of appointment/re-appointment	As an Independent Director in the Category of Non-Executive Woman Independent Director of the Company, to hold office for a term of 3 (three) consecutive years, commencing from 24 th June 2025 upto 23 rd June 2028 (both days inclusive), not liable to retire by rotation.
Details of Remuneration last drawn (2024-25)	Not Applicable

ITEM NO. 02

Name of Director	Mr. Dharmpal Agarwal
Father's Name	Shri Prabhu Dayal Agarwal
Directors Identification Number (DIN)	00084105
Age and Date of Birth	75 years and 24 th August 1950
Date of First Appointment	25 th November 2021
Experience/Expertise in specific functional area	Mr. Dharmpal Agarwal is the Chairman and Managing Director of Transport Corporation of India Limited. He has been associated with the transport industry for more than 55 years. He has been contributing towards developing the unorganized logistics sector into an organized one. He is also associated with various Chambers of Commerce including CII, FICCI, ASSOCHAM & PHDCCI. He also takes active participation in many social and philanthropic activities for the common good.
Qualification	Bachelor of Science (BSc)
Directorship/Chairman/CEO held in other Companies	Transport Corporation of India Limited - Chairman and Managing Director TCI Express Limited - Director TCI Developers Limited - Director TCI Industries Limited - Director TCI Institute of Logistic - Director Bhoruka Power Corporation Limited - Director
Chairman/Member of the Committee of the Board of Directors of the Company, i.e., (Indo Rama Synthetics (India) Limited)	Nomination and Remuneration Committee - Chairman Banking and Finance Committee - Member Risk Management Committee - Member Audit Committee - Member

Chairman/Member of the Committee of the Board of Directors of other Company in which he is Director	<u>Transport Corporation of India Limited:</u> CSR Committee - Member Share Transfer Committee - Chairman <u>TCI Express Limited:</u> CSR Committee - Chairman Nomination and Remuneration Committee - Member <u>TCI Developers Limited:</u> CSR Committee - Chairman
Shareholding (including shareholding as a beneficial owner) in Indo Rama Synthetics (India) Limited	Own : Nil For other person on a beneficial basis : Nil
No. of Board Meeting attended during the financial year 2024-25	3 (Three)
Relationship of the Director, Manager and other KMP of the Company	None
Listed entities from which the director has resigned in the past 3 years	Nil
Terms and conditions of appointment/re-appointment	For continuation of holding office of Non-Executive Independent Director, after attaining the age of 75 (Seventy-Five) years on 24 th August 2025, for the remaining period of his existing tenure as a Non-Executive Independent Director of the Company, i.e., upto 24 th November 2026, not liable to retire by rotation,
Details of Remuneration last drawn (2024-25)	Sitting Fee of ₹5,50,000/-.