

IRSL:STEXCH:2018-19:
14th January 2019

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra - Kurla Complex,
Bandra (E)
Mumbai - 400 051.
Thru.: **NEAPS**
Stock Code NSE: **INDORAMA**

BSE Limited
Floor 25,
P. J. Towers,
Dalal Street,
Mumbai - 400 001.
Thru.: **BSE Listing Centre**
Stock Code BSE: **500207**

ISIN: INE156A01020

Indo Rama Synthetics (India) Limited - CIN L17124MH1986PLC166615

Sub: Corporate Governance Report for the quarter ended 31st December 2018

Dear Sir,

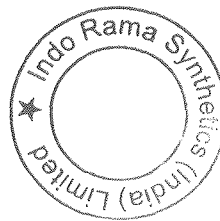
Please find enclosed Corporate Governance Report for the quarter ended 31st December 2018, as per the Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per **Annexure - I**.

Hope you will find the same in order.

Thanking you,

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


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



Encl.: as above.

INDO RAMA SYNTHETICS (INDIA) LTD.

ANNEXURE - I

1. Name of Listd Entity : INDO RAMA SYNTHETICS (INDIA) LIMITED (CIN: L17124MH1986PLC166615)
 2. Quarter ending : 31ST DECEMBER 2018

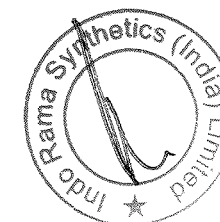
I. Composition of Board of Directors

| Title (Mr/ Ms) | Name of the Director | PAN ^s & DIN | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&} | Date of Appointment in the Current Term / Cessation | Tenure* | No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | No. of Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|----------------|----------------------|----------------------------------|---|---|---------|---|--|--|
| Mr. | Om Prakash Lohia | PAN: AACPL0089N DIN: 00206807 | Chairperson-Executive | - | - | 2 | 1 | - |
| Mr. | Vishal Lohia | PAN: AABPL5213F DIN: 00206458 | Executive | - | - | 1 | 2 | - |
| Mr. | Ashok Kumar Ladha | PAN: ABAPL7754K DIN: 00089360 | Independent | A: 20/05/2014 C: 20/05/2019 | 5 Years | 2 | 1 | 2 |
| Mr. | Suman Jyoti Khaitan | PAN: AERPK7259Q DIN: 00023370 | Independent | A: 20/05/2014 C: 20/05/2019 | 5 Years | 3 | 3 | 2 |
| Ms. | Ranjana Agarwal | PAN: AAFPA1896D DIN: 03340032 | Independent | A: 18/05/2015 C: 18/05/2020 | 5 Years | 4 | 2 | 2 |
| Dr. | Arvind Pandalai | PAN: AAAPP2986Q DIN: 00352809 | Independent | A: 31/08/2016 C: 31/08/2021 | 5 Years | 1 | 1 | - |

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

[&] Category of Directors means Executive/Non-Execuive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees

| Name of Committee | Name of Committee Members | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ⁸ |
|--|---|---|
| 1. Audit Committee | i) Mr. Ashok Kumar Ladha ii) Mr. Suman Jyoti Khaitan iii) Ms. Ranjana Agarwal iv) Dr. Arvind Pandalai v) Mr. Vishal Lohia | Chairperson-Independent Independent Independent Independent Executive |
| 2. Nomination & Remuneration Committee | i) Mr. Ashok Kumar Ladha ii) Mr. Suman Jyoti Khaitan iii) Ms. Ranjana Agarwal iv) Dr. Arvind Pandalai | Chairperson-Independent Independent Independent Independent |
| 3. Risk Management Committee (if applicable) | i) Mr. Om Prakash Lohia ii) Mr. Vishal Lohia iv) Dr. Arvind Pandalai | Chairperson-Executive Executive Independent |
| 4. Stakeholders Relationship Committee | i) Mr. Ashok Kumar Ladha ii) Mr. Om Prakash Lohia iii) Mr. Vishal Lohia | Chairperson-Independent Executive Executive |

⁸Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen.

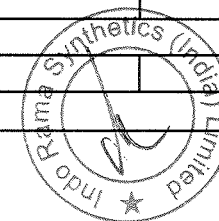
III. Meeting of Board of Directors


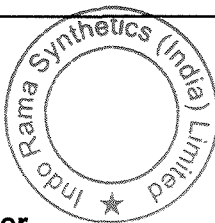
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 13-Aug-18 | 10-Nov-2018 | 88 |

IV. Meeting of Committees

| Date(s) of Meeting of the Committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of Meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|---|---|---|
| a. Audit Committee: | | | |
| 10-Nov-18 | Yes | 13-Aug-18 | 88 |
| b. Nomination & Remuneration Committee : | | | |
| 10-Nov-18 | Yes | Nil | NA |
| c. Stakeholders Relationship Committee: | | | |
| 31-Dec-18 | Yes | 26-Sep-18 | NA |
| d. Risk Management Committee: | | | |
| NA | NA | NA | NA |

* This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional.



| V. Related Party Transactions | |
|---|---|
| Subject | Compliance Status (Yes/No/NA) <small>refer note below</small> |
| Whether prior approval of Audit Committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Yes |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |
| Note: | |
| <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words, "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> | |
| VI. Affirmations | |
| <p>1. The Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: Yes</p> <p>2. The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:</p> <p>a. Audit Committee : Yes</p> <p>b. Nomination & Remuneration Committee : Yes</p> <p>c. Stakeholders Relationship Committee : Yes</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities): NA</p> <p>3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements, Regulations, 2015: Yes</p> <p>4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015: Yes</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/ advice of Board of Directors may be mentioned here: Yes (No comments)</p> | |
| <p></p> <p>Name: Jayantk Sood</p> <p>Designation: CHRO and Company Secretary & Compliance Officer</p> <p></p> | |

Note:

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