

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

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

Notice is hereby given to the Members of Indo Rama Synthetics (India) Limited ("the Company") that pursuant to Sections 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) that the special business as set out in this Notice are proposed for consideration by the Members of the Company by means of Postal Ballot by voting through electronic means only ("Remote e-Voting").

The Company has engaged the services of NSDL for facilitating e-Voting in order to enable the Members to cast their votes electronically. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 5:00 PM IST on Wednesday, 27th March 2024, failing which it will be strictly considered that no reply has been received from the Member.

The Company has, in compliance with Rule 22(5) of the Rules, appointed CS Jaya Yadav, Jaya Yadav & Associates, Company Secretary in Practice having Membership No. FCS 10822 and C.P. No. 12070 as "Scrutinizer" to scrutinize the Postal Ballot process in a fair and transparent manner. CS Jaya Yadav has consented to act as the Scrutinizer for this Postal Ballot process. After completion of scrutiny of the votes, the Scrutinizer will submit his/her report to the Chairman of the Company, or a person authorized by the Chairman, within 2 (two) working days. The result of the Postal Ballot will be announced on or before Friday, 29th March 2024 and will be displayed at the Company's website www.indoramaindia.com besides communicating to the stock exchanges and depositories. The Company will also display the results of the Postal Ballot at its Registered Office. The last date for receipt of votes through e-Voting, i.e., Wednesday, 27th March 2024 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with SS-2 on General Meetings.

The Resolutions proposed to be passed through Postal Ballot through e-Voting together with the Explanatory Statements setting out the material facts are as follows:

SPECIAL BUSINESS

ITEM NO. 01:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BY WAY OF RATIFICATION ENTERED WITH INDORAMA PETROCHEM LIMITED, THAILAND:

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 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and such other approvals, permissions and sanctions as may be required and the Company’s policy on related Party Transaction and as per the recommendation and approval of the Audit Committee, consent of the Members be and is hereby accorded to the Board of Directors of the Company (the “Board”) by way of ratification for the following material related party transaction, whether by way of renewal or extension or modification of earlier contract/arrangement/transactions including transactions executed/ to be executed till 31st March 2024 with Indorama Petrochem Limited, Thailand, a related party of the Company within the meaning of Section 2(76) of the Act and Regulations 2(1)(zb) of the Listing Regulations, being exceeding 10% of the audited annual consolidated turnover of the Company, i.e., financial year ended 31st March 2023;

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 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”)	Indorama Petrochem Limited, Thailand, a Group Company of Indorama Ventures Public Company Limited, a Promoter Group Company.	Financial Year 2023-24	₹800 Crores	₹408.49 Crores (10% of ₹4,084.91 Crores)	To support availability of prime raw material for desired production levels supplementing non- availability of domestic PTA adequately.	Not applicable. Since transaction has been 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 Executive Officer, Chief Commercial and Financial Officer, 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
Website: www.indoramaindia.com
Tel.: 07104-663000 / 01
Fax: 07104-663200

By Order of the Board

For Indo Rama Synthetics (India) Limited

Manish Rai

Company Secretary and Compliance Officer
(ACS No. 17173)

Place: Gurugram

Date: 8th February 2024

Notes and Instructions:

- 1) The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for proposed resolutions are annexed hereto.
- 2) In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special/Ordinary Resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (e-Voting).
- 3) The Board of Directors of the Company has appointed CS Jaya Yadav, Jaya Yadav & Associates, (FCS 10822, CP 12070), Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot through Remote e-Voting process in a fair and transparent manner.
- 4) The Scrutinizer will after conclusion of e-Voting, unblock the votes cast through Remote e-Voting in the presence of at least two witnesses not in the employment of the Company and submit their report to the Chairman of the Company and/or the Company Secretary and Compliance Officer duly authorized by him and shall declare/announce the result of the Postal Ballot on or before March 29, 2024. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final and binding. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website at www.indoramaindia.com as well as on the website of NSDL at www.evoting.nsdl.com and shall also be communicated/forwarded to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- 5) All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-Voting process. Members seeking to inspect such documents can send an email to corp@indorama-ind.com.
- 6) Mr. Manish Rai, Company Secretary and Compliance Officer of the Company is the officer authorised to ensure smooth conduct of the e-Voting.

- 7) In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s), as on Friday, 23rd February 2024 ("Cut-off Date") for Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant(s) (DPs) and who wish to receive the Postal Ballot Notice and all other communications from time to time, can get their email addresses registered by the steps given under "General Guidelines for Shareholders".
- 8) As per the MCA and SEBI Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-Voting only.
- 9) Any member who did not receive the Postal Ballot Notice may either send an email to the Company at corp@indorama-ind.com or write to RTA's email address at helpdeskdelhi@mcsregistrars.com.
- 10) The instructions for Remote e-Voting are as under:
 - i) In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Company has provided the facility of remote e-Voting to all members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-Voting facility to its members.
 - ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 23rd February 2024 ("Cut-off Date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Remote e-Voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
 - iii) The Remote e-Voting period commences from 9:00 AM IST on Tuesday, 27th February 2024, and ends at 5:00 PM IST on Wednesday, 27th March 2024. The e-Voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently.
 - iv) The Resolution, as set out in the Postal Ballot Notice, if passed by requisite majority of the members, will be deemed to have been passed on the last date of e-Voting, i.e., Wednesday, 27th March 2024 and shall be deemed to have been passed as if they have been passed at a General Meeting of the members.
 - v) The details of the process and manner for Remote e-Voting are explained herein 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 December 9, 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.	<ol style="list-style-type: none"> 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 the 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. 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 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.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</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>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 & 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 the 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	<p>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 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.</p>

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 and 022 - 2499 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 22 55 33

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:

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 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 jayavadav@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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager, 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 email 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@indoramaind-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 for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)

ITEM NO. 01

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. Indorama Petrochem Limited, Thailand, is a related party, engaged in the manufacture of PTA. Your Company purchases PTA from Indorama Petrochem 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 (“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.

The Board of Directors at its meeting held on 10th February 2023 on the recommendation of Audit Committee had approved purchase of PTA from related party, i.e., Indorama Petrochem Limited, Thailand, for ₹800 Crores for the financial year 2023-24.

It was observed that till December 2023, transaction value of the contracts/arrangements in relation to purchase of PTA from Indorama Petrochem Limited, Thailand, was to the tune of ₹296.97 Crores, which is nearing to 10% of the audited annual consolidated turnover of the Company for the previous financial year 2022-23. We envisage further purchase of PTA considering the present business volumes in Q4 2024 in line with the Board approval for the financial year 2023-24 as above and even expected to cross 10% of the audited annual consolidated turnover of the Company for the previous financial year 2022-23. Therefore, it is proposed that the approval of the Members be obtained by way of ratification for related party transactions for purchase of PTA up to ₹800 Crores for the financial year 2023-24, since purchase is ongoing for Q4 2024.

As per the provisions of Section 188(3) of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 related party transactions need to be ratified by the Members within three months from the date it exceeds 10% of the audited annual consolidated turnover of the previous financial year of the Company. The contract/arrangement is likely to exceed the limit of 10% of the audited annual consolidated turnover of the Company for the previous financial year 2022-23 during March 2024 and thus it is well within the limit of three (3) months.

Pursuant to Rule 15 of the Companies (Meetings of Board and its powers) Rules 2014 as amended till date, particulars of the transaction, etc., are as under:

Sl. No.	Description	Details
(a)	The Name of the Related Party and Nature of Relationship	Indorama Petrochem Limited, Thailand, Group Company of Indorama Ventures Public Company Limited, a Promoter Group Company.
(b)	The nature, duration of the contract and particulars of the contract or arrangement	The transaction involves purchase of PTA, during the financial year 2023-24.

(c)	The material terms of the contract or arrangement including the value if any	Purchase of PTA for ₹800 Crores from Indorama Petrochem Limited, Thailand.
(d)	Any advance paid or received for the contract or arrangement, if any	Nil
(e)	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	At arms' length basis and it is also in the ordinary course of business.
(f)	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
(g)	Any other information relevant or important for the Board to take a decision on the proposed transaction	All the relevant information forms part of the statement setting out materials facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

Detail(s) about Arm's Length pricing/ordinary course of Business.

These related party transactions are in the nature of contracts under ordinary course of business at arm's length price.

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 in Item No. 01, 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 in Item No. 01 of the Notice.

Registered Office:
 A-31, MIDC Industrial Area
 Butibori, Nagpur - 441122, Maharashtra
 CIN: L17124MH1986PLC166615
 E-mail: corp@indorama-ind.com
 Website: www.indoramaindia.com
 Tel.: 07104-663000/01
 Fax: 07104-663200

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

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

Place: Gurugram
 Date: 8th February 2024