

IRSL:STEXCH:2021-22:  
28<sup>th</sup> March 2022

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

Corporate Relations Department  
**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.: Declaration of Results of Postal Ballot**

Dear Sirs,

In continuation to our earlier letter dated 25<sup>th</sup> February 2022 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find herewith the following:

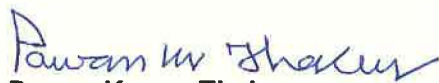
Scrutinizer's Report on the result of Postal Ballot for seeking members' approval through Special/Ordinary Resolutions relating to:

- Appointment of Mr. Dharpal Agarwal, (DIN: 00084105), as an Independent Director of the Company;
- Re-Appointment of Mr. Vishal Lohia, (DIN: 00206458), as Whole-time Director of the Company, for further period of three (3) years commencing from 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2025; and
- Approval of material Related Party Transactions by way of ratification entered with Indorama Petrochem Limited, Thailand.

You are requested to kindly take the same on record.

Thanking you.

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



**Pawan Kumar Thakur**  
**Company Secretary and Compliance Officer**



Encl.: As above.

INDO RAMA SYNTHETICS (INDIA) LTD.

Corporate Office : 20th Floor, DLF Square, DLF Phase-2, NH-8, Gurugram - 122002, Haryana, India. Tel : 0124-4997000, Fax : 0124-4997070  
Registered Office & Manufacturing Complex : A-31, MIDC Industrial Area, Butibori, Nagpur - 441122, Maharashtra, India. Tel : 07104-663000 / 01, Fax : 07104-663200

E-mail : [corp@indorama-ind.com](mailto:corp@indorama-ind.com) • Website : [www.indoramaindia.com](http://www.indoramaindia.com)

CIN : L17124MH1986PLC166615



## JAYA YADAV & ASSOCIATES

Peer Review No. 1539/2021

LGF 152P, Sector 38,

Gurugram-122002 HR IN

e-mail id: [jayayadav@whitespan.in](mailto:jayayadav@whitespan.in)

Mobile no.+91 98180 49356

### SCRUTINIZER'S REPORT

[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended]

Date: March 28, 2022

To,  
The Chairman .  
**Indo Rama Synthetics (India) Limited**  
A-31, MIDC Industrial Area,  
Butibori, Nagpur - 441122,  
Maharashtra.

**Scrutinizer's Report on Postal Ballot Voting held by Way of Remote Voting by Electronic means in Respect of Passing of the Resolutions set-out in the Notice dated 10<sup>th</sup> February 2022**

Dear Sir,

I, **Jaya Yadav, Company Secretary in Practice (Membership No.- ICSI F-10822 and Certificate of Practise No. 12070)** have been appointed as the Scrutinizer by the Board of Directors of Indo Rama Synthetics (India) Limited ("**the Company**") vide resolution passed by the Board of Directors of the Company on February 10, 2022 for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process only ("**e-voting**") in a fair and transparent manner and ascertain the requisite majority on the resolutions contained in the postal ballot notice dated February 10, 2022 ("**Notice**") issued in accordance with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 as amended from time to time, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars"), SEBI (Listing Obligations and Disclosure Requirements), 2015, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations.

1. The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize the process of e-voting





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conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

### **2. Management Responsibility**

The Management of the Company is responsible to ensure the compliance with the requirement of (i) the Act and the Rules made thereunder; (ii) MCA Circulars; and (iii) SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of electronic voting system.

### **3. Scrutinizer's Responsibility**

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "In Favour" or "Against" by the members in respect of the resolutions contained in the notice. My report is based on verification of data and the report generated from the e-voting system provided by National Security Depositories Limited ("NSDL"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 5:00 PM IST on March 26, 2022.

### **4. Cut-off date**

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. Friday, February 18, 2022 were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

### **5. Remote e-voting process**

- i. The remote e-voting period remained open from on Friday, February 25, 2022 (9:00 AM IST) to Saturday, March 26, 2022 (5:00 PM IST).
- ii. The votes cast during the remote e-voting were unblocked on Saturday March 26, 2022 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Ms. Divya Shukla and Mr. Pushkar Garg who are not in the employment of the Company and / or NSDL. They have signed below in confirmation of the same.





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Ms. Divya Shukla

Mr. Pushkar Garg

- iii. Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the remote e-voting website of NSDL, i.e., <https://eservices.nSDL.com>. Based on the report generated by NSDL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

6. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated by NSDL, scrutinized on test-check basis, and relied upon by me as under:

### Resolution No.1      SPECIAL RESOLUTION:

#### **APPOINTMENT OF MR. DHARMPAL AGARWAL, (DIN:00084105), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

i. **Votes in favour of the resolution**

Mode	Number of Members Voted	No. of Votes cast in favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote e-voting)	184	212807708	99.9942
Total	184	212807708	99.9942

ii. **Votes against the resolution**

Mode	Number of Members Voted	No. of Votes cast against the resolution	% of total number of valid votes cast
Postal Ballot (Remote e-voting)	10	12297	0.0058
Total	10	12297.	0.0058

iii. **Invalid Votes**

Mode	Number of Members Voted	No. of Votes Cast
Postal Ballot (Remote e-voting)	0	0
Total	0	0





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- a. Aforesaid resolution contained in the Notice is passed with requisite majority by the Members of the Company.
- b. The figures in percentage have been rounded off to 4 decimal points.

### Resolution No.2      SPECIAL RESOLUTION:

**RE-APPOINTMENT OF MR. VISHAL LOHIA AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR FURTHER PERIOD OF THREE (3) YEARS COMMENCING FROM APRIL 1, 2022 TO MARCH 31, 2025**

i. **Votes in favour of the resolution**

Mode	Number of Members Voted	No. of Votes cast in favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote e-voting)	174	70962949	99.9825
Total	174	70962949	99.9825

ii. **Votes against the resolution**

Mode	Number of Members Voted	No. of Votes cast against the resolution	% of total number of valid votes cast
Postal Ballot (Remote e-voting)	12	12401	0.0175
Total	12	12401	0.0175

iii. **Invalid Votes**

Mode	Number of Members Voted	No. of Votes Cast
Postal Ballot (Remote e-voting)	0	0
Total	0	0

- a. Aforesaid resolution contained in the Notice is passed with requisite majority by the Members of the Company as specified under the Companies Act, 2013.
- b. The figures in percentage have been rounded off to 4 decimal points.

### Resolution No.3      ORDINARY RESOLUTION:

**APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) BY WAY OF RATIFICATION ENTERED WITH INDORAMA PETROCHEM LIMITED, THAILAND**





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i. **Votes in favour of the resolution**

Mode	Number of Members Voted	No. of Votes cast in favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote e-voting)	171	17400598	99.9393
Total	171	17400598	99.9393

ii. **Votes against the resolution**

Mode	Number of Members Voted	No. of Votes cast against the resolution	% of total number of valid votes cast
Postal Ballot (Remote e-voting)	12	10561	0.0607
Total	12	10561	0.0607

iii. **Invalid Votes**

Mode	Number of Members Voted	No. of Votes Cast
Postal Ballot (Remote e-voting)	0	0
Total	0	0

- Aforesaid resolution as contained in the Notice is passed with requisite majority by the Members of the Company.
- The figures in percentage have been rounded off to 4 decimal points.
- Pursuant to the provisions of Regulation 23(4) of SEBI (LODR) Regulations, 2015, none of the related parties voted on the above resolution.

7. The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to Mr. Pawan Kumar Thakur, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

### 8. Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.





**JAYA YADAV & ASSOCIATES**

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Mobile no.+91 98180 49356

Thanking you,  
Yours faithfully,

**For Jaya Yadav & Associates**

*Jaya Yadav*  


Jaya Yadav  
Practising Company Secretary  
Mem. No.: F10822  
C.P. No.: 12070

Place: Gurgaon  
Date: March 28, 2022  
UDIN: F010822C003169252

Countersigned  
**For Indo Rama Synthetics (India) Limited**

  
Om Prakash Lohia  
Chairman

<b>Company Name</b>		INDO RAMA SYNTHETICS (INDIA) LIMITED						
<b>Date of the AGM/EGM</b>		Not Applicable (Resolution passed through Postal Ballot on March 26, 2022)						
<b>Total number of shareholders on record date</b>		24,932						
<b>Voting:</b>								
<b>Start Date and Time</b>		25th February 2022, 09:00 AM IST						
<b>End Date and Time</b>		26th March 2022, 05:00 PM IST						
<b>No. of shareholders present in the meeting either in person or through proxy</b>		Not Applicable						
<b>Promoters and Promoter Group:</b>								
<b>Public:</b>								
<b>No. of Shareholders attended the meeting through Video</b>		Not Applicable						
<b>Promoters and Promoter Group:</b>								
<b>Public:</b>								
<b>Resolution No.</b>	1							
<b>Resolution required: (Ordinary/ Special)</b>	SPECIAL - Appointment of Mr. Dharampal Agarwal (DIN:00084105), as an Independent Director of the Company							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3) = [(2) / (1)] * 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6) = [(4) / (2)] * 100$	% of Votes against on votes polled $(7) = [(5) / (2)] * 100$
Promoter and Promoter Group	E-Voting	195834863	195408712	99.78239268	195408712	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Physical Form)		0	0	0	0	0	0
Public- Institutions	E-Voting	8555955	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Physical Form)		0	0	0	0	0	0
Public- Non-Institutions	E-Voting	56722333	17411293	30.69565739	17398996	12297	99.92937342	0.070626576
	Poll		0	0	0	0	0	0
	Postal Ballot (Physical Form)		0	0	0	0	0	0
<b>Total</b>		<b>261113151</b>	<b>212820005</b>	<b>81.50489709</b>	<b>212807708</b>	<b>12297</b>	<b>99.99422188</b>	<b>0.005778122</b>





Company Name		INDO RAMA SYNTHETICS (INDIA) LIMITED						
Date of the AGM/EGM		Not Applicable (Resolution passed through Postal Ballot on March 26, 2022)						
Total number of shareholders on record date		24,932						
Voting:								
Start Date and Time		25th February 2022, 09:00 AM IST						
End Date and Time		26th March 2022, 05:00 PM IST						
No. of shareholders present in the meeting either in person or through proxy		Not Applicable						
Promoters and Promoter Group:								
Public:								
No. of Shareholders attended the meeting through Video		Not Applicable						
Promoters and Promoter Group:								
Public:								
Resolution No.	2							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Vishal Lohia as Whole-time Director of the Company for further period of Three (3) years commencing form April 1, 2022 to March 31, 2025							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2) / (1)] * 100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = $[(4) / (2)] * 100$	% of Votes against on votes polled (7) = $[(5) / (2)] * 100$
Promoter and Promoter Group	E-Voting	195834863	53564057	27.35164525	53564057	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Physical Form)		0	0	0	0	0	0
Public- Institutions	E-Voting	8555955	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Physical Form)		0	0	0	0	0	0
Public- Non-Institutions	E-Voting	56722333	17411293	30.69565739	17398892	12401	99.92877611	0.071223889
	Poll		0	0	0	0	0	0
	Postal Ballot (Physical Form)		0	0	0	0	0	0
Total		261113151	70975350	27.18183658	70962949	12401	99.98252774	0.017472263



<b>Company Name</b>		INDO RAMA SYNTHETICS (INDIA) LIMITED						
<b>Date of the AGM/EGM</b>		Not Applicable (Resolution passed through Postal Ballot on March 26, 2022)						
<b>Total number of shareholders on record date</b>		24,932						
<b>Voting:</b>								
<b>Start Date and Time</b>		25th February 2022, 09:00 AM IST						
<b>End Date and Time</b>		26th March 2022, 05:00 PM IST						
<b>No. of shareholders present in the meeting either in person or through proxy</b>		Not Applicable						
<b>Promoters and Promoter Group:</b>								
<b>Public:</b>								
<b>No. of Shareholders attended the meeting through Video</b>		Not Applicable						
<b>Promoters and Promoter Group:</b>								
<b>Public:</b>								
<b>Resolution No.</b>	3							
<b>Resolution required: (Ordinary/ Special)</b>	ORDINARY - Approval of Material Related Party transaction(s) by way of ratification entered with INDORAMA PETROCHEM LIMITED, Thailand							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2) / (1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = [(4) / (2)] * 100	% of Votes against on votes polled (7) = [(5) / (2)] * 100
Promoter and Promoter Group	E-Voting	195834863	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Physical Form)		0	0	0	0	0	0
Public- Institutions	E-Voting	8555955	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (Physical Form)		0	0	0	0	0	0
Public- Non-Institutions	E-Voting	56722333	17411159	30.69542115	17400598	10561	99.9393435	0.060656502
	Poll		0	0	0	0	0	0
	Postal Ballot (Physical Form)		0	0	0	0	0	0
<b>Total</b>		<b>261113151</b>	<b>17411159</b>	<b>6.668051354</b>	<b>17400598</b>	<b>10561</b>	<b>99.9393435</b>	<b>0.060656502</b>

