

IRSL:STEXCH:2016-17:  
9<sup>th</sup> January 2017

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**

## Indo Rama Synthetics (India) Limited

**Sub.: Disclosure of Voting Results of Court Convened Meetings held on Saturday, 7<sup>th</sup> January 2017, as per the requirements of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sirs,


This is in continuation to our earlier letter dated 7<sup>th</sup> January 2017, in respect of the above subject matter, as directed by the Hon'ble High Court of Judicature at Bombay, Nagpur Bench, Nagpur and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Court Convened Meeting of Equity Shareholders held on Saturday, 7<sup>th</sup> January 2017, at 11:00 AM, the equity shareholders of the Company approved with requisite majority, the Scheme of Amalgamation of Indo Rama Renewables Limited (the Transferor Company No.1), Indo Rama Renewables Ramgarh Limited (the Transferor Company No.2) and Indo Rama Renewables Porbandar Limited (the Transferor Company No.3) with Indo Rama Synthetics (India) Limited (the Transferee/Applicant Company).

In this connection, the Voting Results in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Scrutinizer's Report on the voting process conducted for the Court Convened Meeting is attached herewith.

The above is for your kind information and records.

Thanking you.

Yours faithfully,  
for Indo Rama Synthetics (India) Limited



**Jayantk Sood**  
**Head-Corporate & Company Secretary**  
(ICSI Membership No.: FCS 4482)



Encl.: As above.

INDO RAMA SYNTHETICS (INDIA) LTD.

Corporate Office : 20th Floor, DLF Square, DLF Phase-2, NH-8, Gurgaon - 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

INDO RAMA SYNTHETICS (INDIA) LIMITED

COURT CONVENED MEETING

VOTING RESULTS

Date of the AGM / EGM / Court Convened Meeting	:	7 January 2017
Total number of Shareholders on Record Date (i.e., 31 December 2016, Cut-off Date)	:	21431
No. of Shareholders present in the meeting either in person or through Proxy	:	33
Promoters and Promoter Group	:	Nil
Public	:	33
No. of Shareholders attended the meeting through Video Conferencing	:	Not Applicable
Promoters and Promoter Group	:	Not Applicable
Public	:	Not Applicable



## Agenda-wise Disclosure:

Resolution required: Requisite Majority		To consider and if thought fit, to pass with or without modification(s), the proposed Scheme of Amalgamation between Indo Rama Renewables Limited (Transferor Company No.1), Indo Rama Renewables Ramgarh Limited (Transferor Company No.2), Indo Rama Renewables Porbandar Limited (Transferor Company No.3), with Indo Rama Synthetics (India) Ltd. (Transferee/Applicant Company).									
Whether Promoter / Promoter Group are interested in the Agenda/Resolution?		No									
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled			
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100			
Promoters and Promoter Group	E-voting		10,19,11,551	100	10,19,11,551	0	100	0			
	Poll	10,19,11,551	0	0	0	0	0	0			
	Total		10,19,11,551	100	10,19,11,551	0	100	0			
Public-Institutions	E-voting		78,627	0.3991	78,627	0	100	0			
	Poll	1,97,03,112	0	0	0	0	0	0			
	Total		78,627	0.3991	78,627	0	100	0			
Public-Non Institutions	E-voting		1,08,936	0.3606	1,05,836	3,100	97.1543	2.8457			
	Poll	3,02,07,579	12,528	0.0415	12,528	0	100	0			
	Total		1,21,464	0.4021	1,18,364	3,100	97.4478	2.5522			
Total		15,18,22,242	10,21,11,642	67.2574	10,21,08,542	3,100	99.9970	0.0030			

Note: The above Resolution was passed with requisite majority.



# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi – 110 024  
Tel.: (011) 4679 0000, Fax: (011) 4679 0012  
e-mail: [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)  
Website: [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

To

Dr. Arvind Pandalai

Chairman appointed by the Hon'ble High Court of Judicature at Bombay, Nagpur Bench,  
Nagpur

at Nagpur for Court Convened Meeting of the Equity Shareholders of  
Indo Rama Synthetics (India) Limited  
(CIN: L17124MH1986PLC166615)

A-31, MIDC Industrial Area, Butibori, Nagpur - 444112

**Sub: Consolidated Scrutinizer's Report on Remote e-Voting and voting through Ballots conducted at the Court Convened Meeting of the Equity Shareholders of Indo Rama Synthetics (India) Limited held on Saturday, January 7, 2017 at 11:00 AM.**

Dear Sir,

1. I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as the Scrutinizers for the purpose of Remote e-Voting and Physical voting through Ballots under Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of equity shareholders of the Company to the Scheme of Amalgamation of Indo Rama Renewables Limited (Transferor Company No. 1), Indo Rama Renewables Ramgarh Limited (Transferor Company No. 2), Indo Rama Renewables Porbandar Limited (Transferor Company No. 3), with Indo Rama Synthetics (India) Limited (Transferee/Applicant Company) as contained in the notice dated December 12, 2016, placed for approval of the shareholders of the Company at the Court Convened Meeting (CCM) of the Equity Shareholders of the Company held on January 7, 2017 at 11:00 AM, at A-31, MIDC Industrial Area, Butibori, Nagpur - 444112, Maharashtra, pursuant to the order passed by the Hon'ble High Court of Judicature at Bombay, Nagpur Branch, Nagpur.
2. The Management of the Company is responsible to ensure the compliance with the applicable law, relating to Remote e-Voting and Physical Ballots at the CCM on the Resolution contained in the aforesaid Notice. Our responsibility as scrutinizers for the voting



process through electronic means and physical ballots at the Court Convened Meeting is to ensure that the voting is done in a fair and transparent manner and restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" or "invalid" the resolution, based on the reports generated from e-voting system provided by National Securities Depository Limited ("NSDL"), the Authorized Agency engaged by the Company to provide remote e-voting facilities for remote e-voting and the records maintained by of the Company and the authorizations/proxies lodged with the Company.

3. As required under Section 391 of the Companies Act, 1956 read with Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the Court Convened Meeting was sent to the Members by permitted means, for seeking approval of members on the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 391 to 394 and other applicable provisions of the Companies Act, 1956 and/or under the corresponding provisions of the Companies Act, 2013, the Rules, Regulations, Circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with, the observation letters issued by BSE Limited and the National Stock Exchange of India Limited, dated October 28, 2016 and November 2, 2016, respectively, relevant provisions of other applicable laws, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble High Court of Judicature at Bombay, Nagpur Bench, Nagpur and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include the committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the proposed Amalgamation embodied in the Scheme of Amalgamation of Indo Rama Renewables Limited (the Transferor Company No.1), Indo Rama Renewables Ramgarh Limited (the Transferor Company No.2) and Indo Rama Renewables Porbandar Limited (the Transferor Company No.3) with Indo Rama Synthetics (India) Limited (the Transferee/Applicant Company) ("the Scheme") as placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved and agreed to, with/without any modifications and/ or conditions, if any, which may be required and/or imposed and/or permitted by the Hon'ble High Court of Judicature at Bombay, Nagpur Bench, Nagpur, while sanctioning the Scheme of Amalgamation and/or by any other authorities under applicable law(s);

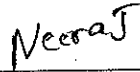


RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

4. The Company provided the Remote e-Voting facility offered by NSDL to cast votes on aforesaid resolution through e-Voting by the Shareholders of the Company. Remote e-Voting facility was made available to Shareholders of the Company to exercise their voting rights from Wednesday, January 04, 2017 at 09:00 AM upto Friday, January 06, 2017 at 5:00 PM, via e-voting platform on the designated website of NSDL i.e. <https://evoting.nsdl.com>.
5. The Company also distributed physical ballots to the Shareholders present at the Court Convened Meeting to enable them to cast their votes on the aforesaid resolution.
6. The Shareholders of the Company as on the “cut off” date, i.e., December 31, 2016, were entitled to avail the facility of Remote e-Voting as well as voting at CCM of the equity shareholders of the Company on the proposed resolution as set out in the Notice dated December 12, 2016.
7. The total paid up Equity Share Capital of the Company as on “cut-off” date, i.e., December 31, 2016, was Rs. 1,51,82,22,420/- (Rupees One Hundred Fifty One Crore Eighty Two Lakh Twenty Two Thousand Four Hundred and Twenty only) divided into 15,18,22,242 (Fifteen Crore Eighteen Lakh Twenty Two Thousand Two Hundred and Forty Two) Equity Shares of Rs. 10/- each (Rupees Ten only).
8. One ballot box was kept for voting and the Ballot Box was locked in my presence.
9. After the completion of voting through ballot papers at CCM, the Ballot Box was opened in my presence and ballot papers were diligently scrutinized. Thereafter, ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.
10. Thereafter, the votes cast through Remote e-Voting upto 5.00PM, on Friday, January 6, 2017 were unblocked in the presence of two witnesses namely Mr. Neeraj Arora, R/o B-69, Jeewan Nagar, Sonapat Haryana, 131001 and Ms. Lokesh Dhyani R/o H. No. 511, Sector 3,



R K Puram, New Delhi who are not in the employment of the Company. They have signed below in confirmation of the unblocking of the votes cast through Remote e-voting in their presence.

  
\_\_\_\_\_  
Neeraj Arora

  
\_\_\_\_\_  
Lokesh Dhyani

11. The consolidated summary of results of Remote e-Voting and Poll at CCM of Equity Shareholders of the Company are as under:

**Resolution for approving the Scheme of Amalgamation of Indo Rama Renewables Limited (Transferor Company No. 1), Indo Rama Renewables Ramgarh Limited (Transferor Company No. 2), Indo Rama Renewables Porbandar Limited (Transferor Company No. 3), with Indo Rama Synthetics (India) Limited (Transferee/Applicant Company) pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and/or under the corresponding provisions of the Companies Act, 2013.**


Number of Valid Votes				
Particulars	Voting through Ballot Papers at CCM	e-Votes	Total	Percentage
Assent	1,25,280	1,02,09,60,140	1,02,10,85,420	99.997
Dissent	NIL	31,000	31,000	0.003
Total	1,25,280	1,02,09,91,140	1,02,11,16,420	100.000

Therefore, the aforesaid resolution has been approved with requisite majority in number and value. The details of voting through Ballot Papers at CCM and Remote e-Voting are given in Annexure- A.

Thanking you,

**For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**



  
\_\_\_\_\_  
**Sanjay Grover  
(Managing Partner)  
Scrutinizer  
CP No. 3850**

Place: New Delhi  
Date: January 9, 2017

**Annexure - A**

Details of voting through Ballot Papers at CCM and Remote e-Voting for the aforesaid Resolution are as under:

**A1. VOTING THROUGH BALLOT PAPERS:**

*No. of Equity Shareholders attended the CCM	Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
				(In Rs.)	(Approx.)
33	a) Total votes received	32	12,528	1,25,280	0.00825
	b) Less: Invalid Votes	NIL	NIL	NIL	NIL
	c) Net Valid votes cast	32	12,528	1,25,280	0.00825
	d) Votes with Assent	32	12,528	1,25,280	0.00825
	e) Votes with Dissent	NIL	NIL	NIL	NIL

*\*There was one equity shareholder who attended the CCM but did not cast his vote at the CCM.*

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Valid Votes	34	10,20,99,114	1,02,09,91,140	67.249
(b) Votes with Assent	33	10,20,96,014	1,02,09,60,140	67.247
(c) Votes with Dissent	1	3100	31,000	0.002

