

NOTICE

Notice is hereby given that the sixth (6th) annual general meeting of the members of Indorama India Private Limited will be held at 1530 hours Indian Standard Time (IST) on Thursday, 28th day of September 2023 at the Registered Office of the Company at Ecocentre, EM -4, 12th floor, unit no. ECSL -1201, Sector V, Salt Lake, Kolkata, West Bengal – 700091, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - a) the audited financial statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2023 and the report of the Auditors thereon.
2. To re-appoint Auditor of the company and in this regard, pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Board of Directors of the Company, M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) be and is hereby re-appointed as Auditor of the Company for a second term of five (5) consecutive years, from the conclusion of the Sixth (6th) Annual General Meeting ('AGM') till the conclusion of the Eleventh (11th) AGM of the Company, at such remuneration plus applicable taxes and out-of-pocket expenses, as may be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS:

3. **Appointment of Mr. Kapil Gupta (DIN - 00740627) as a Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, **Mr. Kapil Gupta (DIN - 00740627)**, who was appointed as an Additional Director of the Company with effect from April 7, 2023 by the Board of Directors and whose term expires at the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013, being eligible for appointment and having consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company



whose period of office shall not be liable to determination by retirement of directors by rotation.”

4. **Appointment of Mr. Arjun Aggarwal (DIN 07717679) as a Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, **Mr. Arjun Aggarwal (DIN - 07717679)**, who was appointed as an Additional Director of the Company with effect from April 27, 2023 by the Board of Directors and whose term expires at the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013, being eligible for appointment and having consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall not be liable to determination by retirement of directors by rotation.”

5. **Appointment of Mr. Rajveer Singh (DIN 07515336) as a Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, **Mr. Rajveer Singh (DIN - 07515336)**, who was appointed as an Additional Director of the Company with effect from May 17, 2023 by the Board of Directors and whose term expires at the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013, being eligible for appointment and having consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall not be liable to determination by retirement of directors by rotation.”

6. **Ratification of Remuneration payable to M/s. K. G. Goyal & Associates, Cost Auditor, for the financial year 2023-24**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to **M/s. K.G Goyal & Associates, Cost Accountants (Firm Registration No. 000024)**, appointed by the Board of Directors of the Company as cost auditor to conduct the audit of the cost records of the plants of the Company located at Haldia, West Bengal and Jagdishpur, Uttar Pradesh, for the Financial Year ending March 31, 2024, amounting to Rs. 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes, travel and out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.”



7. **Ratification of Remuneration payable to M/s. Shakti K. & Associates, Cost Auditors for the financial year 2023-24**

To consider and, if thought fit, to pass, with or without modifications(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to **M/s Shakti K. & Associates, Cost Accountants (Firm Registration No. 100580)**, appointed by the Board of Directors of the Company as cost auditor to conduct the audit of the cost records of the Plant of the company located at Baddi, Himachal Pradesh for the Financial Year ending March 31, 2024, amounting to Rs. 45,000/- (Rupees Forty Five Thousand only) plus applicable taxes, travel and out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.”

By order of the Board of Directors



Sushma Shukla
Company Secretary
Membership No. – A26825

Kolkata,
August 28, 2023

Notes:

1. **A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote in his / her stead and a proxy need not be a member of the Company.**

Proxies in order to be effective must be deposited at the registered Office of the Company not less than 48 hours before the time of the meeting. A blank proxy form is annexed herewith.

In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

2. **The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business as set out above, is annexed hereto and forms a part hereof.**



3. The members of the Company, at the First Annual General Meeting, had appointed M/s. Singhi & Co. , Chartered Accountants, having Firm Registration No. 302049E, as Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of First Annual General Meeting till the conclusion of the Sixth Annual General Meeting of the Company. In pursuance of the provisions of Section 139 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or re-appoint an audit firm as Auditors for not more than two terms of five consecutive years. M/s. Singhi & Co is eligible for re-appointment for the second term of five years. Considering the qualification and experience of M/s. Singhi & Co and their understanding of business and operations of the Company, the Board of Directors has recommended to the shareholders, the re-appointment of M/s. Singhi & Co. as Auditor of the Company for the second term of five consecutive years from the conclusion of Sixth Annual General Meeting till the conclusion of Eleventh Annual General Meeting of the Company. M/s. Singhi & Co. has accorded its consent for re-appointment as Auditor of the Company and confirmed that it is not disqualified for re-appointment under the Act and the rules made thereunder and the re-appointment, if made, shall be within the limits laid down by or under the authority of the Act. The Board commends the resolution set out at Item No. 2 of the Notice for approval of the members.
4. The documents referred in the Notice shall be available at the Registered Office of the Company for inspection by the shareholders, without any fee, from 0930 hours to 1730 hours on all working days (except Saturdays) up to the date of Annual general Meeting. The documents referred in the Notice shall also be available for inspection, without any fee, at the Annual General Meeting.
5. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") relating to the items of the special business is given below and forms part hereof:

ITEM NO. 3

The Board of Directors of the Company appointed Mr. Kapil Gupta (Director Identification Number – 00740627) as an Additional Director with effect from April 7, 2023 as per the provisions of Section 161(1) of the Companies Act, 2013 and relevant rules made thereunder. Further, Mr. Kapil Gupta holds office upto the date of this Annual General Meeting ('AGM') and is eligible for appointment as a Director and he has given his consent to act as a Director of the Company. Also, as per the confirmation received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Further, he is not liable to retire by rotation and not related to other directors and key managerial personnel of the Company.

Mr. Kapil Gupta is a Chartered Accountant by profession, having 38 years of multi-functional experience in professional practise, corporate advisory and senior management Role. He is a person of integrity and fulfils the conditions for appointment as Director as specified in the Companies Act, 2013 and the rules made thereunder.



The Board considers that the association of Mr. Kapil Gupta would be of immense benefit to the Company and accordingly, the Board recommends the **Ordinary Resolution** set out at **Item No. 3** of the accompanying Notice for approval of the Members.

Except Mr. Kapil Gupta, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at **Item No. 3** of the accompanying Notice.

ITEM NO. 4

The Board of Directors of the Company appointed Mr. Arjun Aggarwal (Director Identification Number – 07717679) as an Additional Director with effect from April 27, 2023 as per the provisions of Section 161(1) of the Companies Act, 2013 and relevant rules made thereunder. Further, Mr. Arjun Aggarwal holds office upto the date of this Annual General Meeting ('AGM') and is eligible for appointment as a Director and he has given his consent to act as a Director of the Company. Also as per the confirmation received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Further, he is not liable to retire by rotation and not related to other directors and key managerial personnel of the Company.

Mr. Arjun Aggarwal holds a Bachelor of Science degree from the University of Salford. He has more than 14 years of business experience, having founded & mentored many companies across South Asia. His main focus has been in the emerging technology & sustainability space. He is a person of integrity and fulfils the conditions for appointment as Director as specified in the Companies Act, 2013 and the rules made thereunder.

Based on the qualifications, experience and knowledge, the Board considers that Mr. Arjun Aggarwal's association would be of immense benefit to the Company and accordingly, the Board commends the **Ordinary Resolution** set out at **Item No. 4** of the accompanying Notice for approval of the Members.

Except Mr. Arjun Aggarwal, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at **Item No. 4** of the accompanying Notice.

Item No. 5

The Board of Directors of the Company appointed Mr. Rajveer Singh (DIN – 07515336) as an Additional Director with effect from May 17, 2023 as per the provisions of Section 161(1) of the Companies Act, 2013 and relevant rules made thereunder. Further, Mr. Rajveer Singh holds office of Directorship upto the date of this Annual General Meeting ('AGM') and is eligible for appointment as a Director and he has given his consent to act as a Director of the Company. Also as per the confirmation received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Further, he is not liable to retire by rotation and not related to other directors and key managerial personnel of the Company. Mr. Rajveer Singh is working as Chief Executive Officer of the Company with effect from May 17, 2023.

Mr. Rajveer Singh is a law graduate from University of Delhi and a Fellow Member of the Institute of Company Secretaries of India. Mr. Rajveer Singh also holds a graduate degree from the University of Ajmer and has completed his post graduation from the University of Rajasthan. Mr. Rajveer Singh has rich experience of more than three



A handwritten signature in blue ink, appearing to be 'Rajveer Singh', located at the bottom right of the page.

decades across various fields and multi-functional roles, especially in the fertiliser industry. He is a person of integrity and fulfils the conditions for appointment as Director as specified in the Companies Act, 2013 and the rules made thereunder.

Based on the qualifications, experience and knowledge, the Board considers that Mr. Rajveer Singh's association would be of immense benefit to the Company and accordingly, the Board commends the **Ordinary Resolution** set out at **Item No. 5** of the accompanying Notice for approval of the Members.

Except Rajveer Singh, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at **Item No. 5** of the accompanying Notice.

Item No.6

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the Company is required to have the audit of its cost records conducted by a Cost Accountant. Further, in accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

The Board of Directors have approved the appointment of **M/s. K.G Goyal & Associates, Cost Accountants (Firm Registration No. 000024)**, as Cost Auditor to conduct the audit of the cost records of the Haldia and Jagdishpur plants of the Company located at West Bengal and Uttar Pradesh respectively for the Financial Year ending 31st March, 2024.

Accordingly, consent of the Members is sought by way of an **Ordinary Resolution** as set out at **Item No. 6** of the accompanying Notice for ratification of the remuneration amounting to Rs. 3,00,000/- (Indian Rupees Three Lakh Only) plus applicable taxes, travel and out-of-pocket expenses payable to M/s. K.G Goyal & Associates, Cost Accountants for the Financial Year ending 31st March, 2024.

The Board commends the **Ordinary Resolution** set out at **Item No. 6** of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

ITEM NO. 7

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the Company is required to have the audit of its cost records conducted by a Cost Accountant. Further, in accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

The Board of Directors have approved the appointment of **M/s Shakti K. & Associates, Cost Accountants (Registration No. 100580)**, as the Cost Auditor to conduct the audit of the cost records of the plant of the Company located at Baddi,



Himachal Pradesh for the financial year ending March 31, 2024 at a remuneration of INR 45,000/- (Indian Rupees Forty Five Thousand) plus applicable taxes, travel and out-of-pocket expenses.

Accordingly, consent of the Members is sought by way of an **Ordinary Resolution** as set out at **Item No.7** of the accompanying Notice for ratification of the remuneration amounting to Rs. 45,000/- (Indian Rupees Forty Five Thousand) plus applicable taxes, travel and out-of-pocket expenses payable to **M/s Shakti K. & Associates, Cost Accountants** for the financial year ending March 31, 2024.

The Board commends the **Ordinary Resolution** set out at **Item No.7** of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting

[Pursuant to Secretarial Standard–2 on General Meetings]

Name of Director	Mr. Kapil Gupta (Director)	Mr. Arjun Aggarwal (Director)	Mr. Rajveer Singh (Director)
Director Identification Number (DIN)	00740627	07717679	07515336
Designation/ category of the Director	Additional Director – Non-Executive	Additional Director- Non-Executive	Additional Director - Executive – Chief Executive Officer
Age (years)	61	36	54
Date of the first appointment on the Board	7 th April, 2023	27 th April, 2023	17 th May, 2023
Qualifications	B.Com degree from Shri Ram College of Commerce and fellow member of the Institute of Chartered Accountants of India	Bachelor's degree in Science from University of Salford.	Graduate degree from the University of Ajmer, Post Graduation from the University of Rajasthan and Bachelor of Laws from University of Delhi. He is a Fellow Member of the Institute of Company Secretaries of India.



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Brief Profile, Experience, and Expertise in specific functional areas	Mr. Kapil Gupta is having 38 years of Multi-Functional experience in professional practise, corporate advisory and senior management	Mr. Arjun Aggarwal has more than 14 years of business experience, having founded & mentored many companies across South Asia. His main focus has been in the emerging technology & sustainability space.	Mr. Rajveer Singh has rich experience of more than three decades across various fields and multi-functional roles, especially in the fertiliser industry.
Directorships held in other companies including listed companies (^) and excluding foreign companies as of the date of this Notice.	<ol style="list-style-type: none"> 1. Irama Global Services Private Limited 2. IT Textile Private Limited 3. Symphony Environmental India Private Limited 4. Indorama Viridian India Private Limited 5. Roura Non Conventional Energy Private Limited 6. Indorama International Private Limited 7. UIB Insurance Brokers (India) Private Limited 	<ol style="list-style-type: none"> 1. PHD Chamber of Commerce and Industry 2. Digishala IT Technologies Private Limited 3. Aeroarc Private Limited 4. ARCV Holdings Private Limited 5. Geek Pictures Private Limited 6. Aerodyne India Ventures Private Limited 7. Phicode Private Limited 8. ACSL India Private Limited 9. Symphony Environmental India Private Limited 10. IVORA International LLP 	The Fertiliser Association of India
Name of listed entities from which the person has resigned in the	NIL	NIL	Resigned as Company Secretary of Chambal Fertilisers and Chemical Limited



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past three years			
Memberships / Chairmanships of committees of other companies including listed companies and excluding foreign companies as of the date of this Notice	NIL	NIL	NIL
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	NIL	NIL	NIL
Shareholding in the Company including shareholding as a beneficial owner	One (1) Equity Share	NIL	NIL
Terms and Conditions of appointment / reappointment	N.A	N.A	N.A
Details of Remuneration sought to be paid	NIL	NIL	Remuneration payable as Chief Executive Officer as per the approval of the Board of Directors



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In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Not Applicable
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Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74999WB2017FTC222920

Name of the Company: Indorama India Private Limited

Registered office: Ecocentre, EM -4, 12th Floor, Unit No. ECSL -1201, Sector V, Salt Lake WB 700091

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Clint Id:
DP ID:

I/ We being the member(s) of shares of the above named Company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature: _____, or failing him/her

2. Name:
Address:
E-mail Id:
Signature: _____, or failing him/her

3. Name:
Address:
E-mail Id:
Signature: _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of members of the Company, to be held on Thursday, 28th September, 2023 at 1530 hours at the Registered Office of the Company at Ecocentre, EM -4, 12th floor, unit no. ECSL -1201, Sector V, Salt Lake, Kolkata, West Bengal – 700091 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional	
		For*	Against*
Ordinary Business			
1	To receive, consider and adopt :		

	<p>a) Audited financial statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon; and</p> <p>b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2023 and the report of the Auditors thereon.</p>		
2	To re-appoint Auditors of the company		
Special Business			
3	Appointment of Mr. Kapil Gupta (DIN - 00740627) as a Director of the Company		
4	Appointment of Mr. Arjun Aggarwal (DIN - 07717679) as a Director of the Company		
5	Appointment of Mr. Rajveer Singh (DIN - 07515336) as a Director of the Company		
6	Ratification of Remuneration payable to M/s. K. G. Goyal & Associates, Cost Auditor, for the financial year 2023-24		
7	Ratification of Remuneration payable to M/s. Shakti K & Associates, Cost Auditor, for the financial year 2023-24		

Signed this day of..... 2023

Signature(s) of Shareholder(s)

Signature of 1st Proxy Holder Signature of 2nd Proxy Holder Signature of 3rd Proxy Holder

Notes:

1. * It is optional to indicate your preference. If you leave 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, either in person or through post, not less than 48 hours before the commencement of the Annual General Meeting.
3. Any alteration or correction made to this Proxy form must be initialed by the signatory/signatories.

Indorama India Private Limited
Route Map for venue of 6th Annual General Meeting (AGM)



Venue of Annual General Meeting- Ecocentre, EM -4,12th Floor, Unit No. ECSL -1201, Sector V, Salt Lake, Kolkata, -700091, West Bengal