

NOTICE

Notice is hereby given that the 3rd Annual General Meeting of the Members of Indorama India Private Limited (Formerly IRC Agrochemicals Private Limited) will be held on Friday the 25th day of September, 2020 at 3.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, and the Reports of the Board of Directors' and Auditors' thereon.

SPECIAL BUSINESS:

2. To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2021 and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to section 148 and other applicable provisions of the Companies Act, 2013 (including statutory modification(s) or re-enactment thereof, for the time being in force the remuneration of Rs. 400000/- (Rupees Four Lakhs Only) plus GST and reimbursement of out of pocket expenses for the financial year ending March 31, 2021 as approved by the Board of Directors of the Company be paid to M/s D.C. Dave & Co., Cost Accountants, (Registration No. 000611) for conduct of the cost audit of the cost records made and maintained by the Company, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors



Sushma Shukla

Sushma Shukla
Company Secretary
Membership No. - 26825

Kolkata, August 24, 2020

Indorama India Private Limited

(Formerly IRC Agrochemicals Private Limited)

Regd. & Corp. Office: Ecocentre, EM-4, 12th Floor, Unit No ECSL 1201, Sector V, Salt Lake, Kolkata 700091, INDIA

T: +91(0) 33 66343100, F: +91(0) 33 66343102, www.indorama.in

CIN: U74999WB2017FTC222920

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular no 20/2020 dated May 5, 2020 read with circular no 14/2020 dated April 8, 2020 and circular no. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), and the MCA Circulars, the AGM of the Company is being held through Video Conferencing (VC)/Other Audio Visual Means (OAVM).
2. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode. Electronic copy of the Annual Report for the FY 2019-20 is being sent to all the members at their email IDs.
3. The meeting will be held through video conferencing on Microsoft teams. The link/meeting id and password of the same shall be shared with the members and/or authorised persons in due course of time.
4. The meeting will allow two way teleconferencing and the members will be allowed to pose question concurrently. Members may also submit questions in advance at the email sshukla@indorama.co.
5. Facility for joining the meeting shall be kept open before 15 minutes of the scheduled time of the meeting, that is, at Microsoft Teams.
6. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
7. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
8. Corporate Members whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company at email ID: - sshukla@indorama.co, a certified copy of the Board Resolution authorising their representative to attend and e-vote on their behalf at the Meeting.
9. Members of the company being less than 50, pursuant to sub paragraph B-XIII of Para 3 of the GC14/2020 dtd 8th April 2020, the voting at the AGM may be conducted by show of hands unless a poll is demanded. In case there arise a demand for poll the members shall cast their vote on the resolution by sending emails through their emails registered with the company.

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10. Relevant 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 of the meeting.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
12. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors who were appointed for a period of 5 years from the conclusion of First Annual General Meeting held on 21st September, 2018 till the conclusion of the Sixth Annual General Meeting.



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ANNEXURE TO NOTICE

(Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 2

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors, approved the appointment of M/s D.C. Dave & Co., as Cost Accountants of the Company for the financial year 2020-21, for conducting the audit of the cost records of the Company at a remuneration of Rs. 400000/- (Rupees Four Lakhs Only) plus GST and re-imbursment of out-of-pocket expenses. The remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought by passing an Ordinary Resolution as set out at item No. 2 of the Notice.

No Director, whole-time key managerial personnel or their relatives are concerned with or interested, financially or otherwise, in the proposed Ordinary Resolution as set out at Item No. 2 of this Notice. The Directors recommend the Ordinary Resolution to the Members for their acceptance.



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