

Part 2

Management and Corporate Governance

7. Securities Information and Shareholders

7.1 Securities of the Company

As at 31 December 2013, Indorama Ventures PCL had Registered Capital of Baht 4,815,856,719 and Paid-up Capital of Baht 4,814,257,245 divided into 4,814,257,245 ordinary shares with the par value of Baht 1 per share

7.2 Shareholders

1. Major Shareholders (As at December 31, 2013)

Indorama Ventures Public Company Limited

No.	Shareholders	No. of Shares	%
1.	Group of Mr. Aloke Lohia		
	- Indorama Resources Ltd. ⁽¹⁾	3,066,038,376	63.69
	- Canopus International Limited ⁽²⁾	130,000,000	2.70
	- Mr. Aloke Lohia	10	0.00
	- Mr. Anuj Lohia	10	0.00
2.	Bangkok Bank PCL.	230,180,944	4.78
3.	Thai NVDR Ltd.	162,395,674	3.37
4.	Mr. Thaweechat Chulangkul	70,050,000	1.46
5.	HSBC (Singapore) Nominees PTE Ltd.	55,724,512	1.16
6.	Mr. Natthaphol Chulangkul	50,615,000	1.05
7.	GIC Private Limited	23,787,910	0.49
8.	Chase Nominees Limited 46	22,588,803	0.47
9.	CITIBANK NOMINEES SINGAPORE PTE LTD-UBS AG LDN BRANCH A/C CLIENT NRBS	20,787,500	0.43
10.	FAM EPIF	19,108,300	0.40
	Other Shareholders	962,980,206	20.00
Total		4,814,257,245	100.00

Remarks: ⁽¹⁾ Owned by Canopus International Limited 99.98%

⁽²⁾ Mr. Aloke Lohia and his immediate family have voting rights of up to 76% and an equity interest of up to 49% in Canopus International Limited while Mr. Sri Prakash Lohia and his immediate family have voting rights of up to 24%, and equity interest of up to 51%, in Canopus International Limited

2. Shareholders' Information of a core business subsidiaries of the Holding Company

Feedstock (PTA Business)

1. Indorama Petrochem Limited

No.	Shareholders	No. of Shares	%
1.	Indorama Ventures Pcl.	472,782,036	99.99
2.	Other Shareholders	6	0.01
Total		472,782,042	100.00

2. TPT Petrochemicals Public Company Limited

No.	Shareholders	No. of Shares	%
1.	Indorama Ventures Pcl.	492,372,999	99.97
2.	Other Shareholders	127,001	0.03
Total		492,500,000	100.00

3. Indorama Holdings Rotterdam B.V.

No.	Shareholders	No. of Shares	%
1.	UAB Indorama Holdings Europe ⁽¹⁾	18,000	100.00
Total		18,000	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

Feedstock (EG/EO Business)

1. Indorama Ventures (Oxide & Glycols) LLC

No.	Shareholders	No. of Shares	%
1.	Indorama Ventures OGL Holdings LP ⁽¹⁾	N/A ⁽²⁾	100.00
Total		N/A ⁽²⁾	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

⁽²⁾ No shares issued

PET Business

1. Indorama Polymers Public Company Limited

No.	Shareholders	No. of Shares	%
1.	Indorama Ventures Pcl.	1,003,539,258	72.60
2.	Indorama Holdings Limited. ⁽¹⁾	368,442,870	26.66
3.	Other Shareholders	10,215,742	0.74
Total		1,382,197,870	100.00

Remarks: ⁽¹⁾ Owned by Indorama Ventures Pcl. 99.81%

2. Petform (Thailand) Limited

No.	Shareholders	No. of Shares	%
1.	Indorama Polymers Pcl. ⁽¹⁾	4,499,995	60.00
2.	Sermasuk Pcl.	3,000,000	40.00
3.	Other Shareholders	5	0.00
Total		7,500,000	100.00

Remarks: ⁽¹⁾ Owned by Indorama Ventures Pcl. 72.60% and owned by a subsidiary company (Indorama Holdings Limited) 26.66%

3. Asia Pet (Thailand) Limited

No.	Shareholders	No. of Shares	%
1.	Indorama Polymers Pcl. ⁽¹⁾	44,999,994	99.99
2.	Other Shareholders	6	0.01
Total		45,000,000	100.00

Remarks: ⁽¹⁾ Owned by Indorama Ventures Pcl. 72.60% and owned by a subsidiary company (Indorama Holdings Limited) 26.66%

4. Guangdong IVL PET Polymer Company Limited

No.	Shareholders	No. of Shares	%
1.	Indorama Polymers Pcl. ⁽¹⁾	31,000,000	100.00
Total		31,000,000	100.00

Remarks: ⁽¹⁾ Owned by Indorama Ventures Pcl. 72.60% and owned by a subsidiary company (Indorama Holdings Limited) 26.66%

5. PT. Indorama Polypet Indonesia

No.	Shareholders	No. of Shares	%
1.	Indorama Netherlands B.V. ⁽¹⁾	3,499	99.97
2.	Indorama Netherlands Cooperatief U.A. ⁽¹⁾	1	0.03
Total		3,500	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

6. UAB Orion Global Pet

No.	Shareholders	No. of Shares	%
1.	Indorama Polymers Pcl. ⁽¹⁾	574,891	74.00
2.	Asia Pet (Thailand) Limited ⁽²⁾	201,989	26.00
Total		776,880	100.00

Remarks: ⁽¹⁾ Owned by Indorama Ventures Pcl. 72.60% and owned by a subsidiary company (Indorama Holdings Limited) 26.66%

⁽²⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 99.99%

7. Indorama Polymers Rotterdam B.V.

No.	Shareholders	No. of Shares	%
1.	UAB Indorama Polymers Europe ⁽¹⁾	18,000	100.00
Total		18,000	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

8. Indorama Polymers Workington Limited

No.	Shareholders	No. of Shares	%
1.	UAB Indorama Polymers Europe ⁽¹⁾	1	100.00
Total		1	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

9. Beverage Plastics Limited

No.	Shareholders	No. of Shares	%
1.	Beverage Plastics (Holdings) Ltd. ⁽¹⁾	600,000	100.00
Total		600,000	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 51%

10. Indorama Ventures Poland Sp.z.o.o

No.	Shareholders	No. of Shares	%
1.	Indorama Netherlands B.V. ⁽¹⁾	993,988	100.00
Total		993,988	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

11. AlphaPet, Inc.

No.	Shareholders	No. of Shares	%
1.	Indorama Polymers (USA) LLC. ⁽¹⁾	4,400	100.00
Total		4,000	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

12. Auriga Polymers Inc.

No.	Shareholders	No. of Shares	%
1.	Indorama Ventures USA Inc. ⁽¹⁾	5,500	100.00
Total		5,500	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

13. StarPet Inc.

No.	Shareholders	No. of Shares	%
1.	Indorama Ventures USA Inc. ⁽¹⁾	5,000	100.00
Total		5,000	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

14. Indorama Ventures Polymers Mexico, S. de R.L. de C.V.

No.	Shareholders	No. of Shares	%
1.	Grupo Indorama Ventures, S. de R.L. de C.V. ⁽¹⁾	N/A ⁽²⁾	99.99
2.	Indorama Ventures Servicios Corporativos, S. de R.L. de C.V. ⁽¹⁾	N/A ⁽²⁾	0.01
Total		N/A ⁽²⁾	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

⁽²⁾ No shares issued

15. Indorama Pet (Nigeria) Limited

No.	Shareholders	No. of Shares	%
1.	Indorama Polymers Pcl. ⁽¹⁾	405,000,000	90.00
2.	Eleme Petrochemicals Co., Ltd	45,000,000	10.00
Total		450,000,000	100.00

Remarks: ⁽¹⁾ Owned by Indorama Ventures Pcl. 72.60% and owned by a subsidiary company (Indorama Holdings Limited) 26.66%

16. Aurus Packaging Limited

No.	Shareholders	No. of Shares	%
1.	Indorama Netherlands B.V. ⁽¹⁾	149,999,999	99.99
2.	Indorama Netherlands Cooperatief U.A. ⁽¹⁾	1	0.01
Total		150,000,000	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

17. Indorama Ventures Packaging (Philippines) Corporation

No.	Shareholders	No. of Shares	%
1.	Indorama Netherlands B.V. ⁽¹⁾	860,000	99.99
2.	Other Shareholders	5	0.01
Total		860,005	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

Polyester Business

1. Indorama Polyester Industries Public Company Limited

No.	Shareholders	No. of Shares	%
1.	Indorama Ventures Pcl.	1,430,636,976	64.94
2.	Indorama Holdings Limited ⁽¹⁾	762,447,905	34.61
3.	Other Shareholders	9,765,119	0.45
Total		2,202,850,000	100.00

Remark ⁽¹⁾ Owned by Indorama Ventures Pcl. 99.81%

2. PT. Indorama Polychem Indonesia

No.	Shareholders	No. of Shares	%
1.	Indorama Netherlands B.V. ⁽¹⁾	29,997	99.99
2.	Indorama Netherlands Cooperatief U.A. ⁽¹⁾	3	0.01
Total		30,000	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

3. PT. Indorama Ventures Indonesia

No.	Shareholders	No. of Shares	%
1.	Indorama Netherlands B.V. ⁽¹⁾	N/A ⁽²⁾	99.99
2.	Indorama Netherlands Cooperatief U.A. ⁽¹⁾	N/A ⁽²⁾	0.005
3.	Other Shareholders	N/A ⁽²⁾	0.005
Total		N/A ⁽²⁾	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

⁽²⁾ No shares issued

4. PT. Indorama Polyester Industries Indonesia

No.	Shareholders	No. of Shares	%
1.	KP Equity Partners Inc. ⁽¹⁾	19,990	99.95
2.	PT. Indorama Ventures Indonesia ⁽¹⁾	5	0.025
3.	Other Shareholders	5	0.025
Total		20,000	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

5. *FiberVisions (China) Textile Products Ltd.*

No.	Shareholders	No. of Shares	%
1.	FiberVision (China) A/S ⁽¹⁾	27,870,000	87.41
2.	FiberVisions A/S ⁽¹⁾	4,014,000	12.59
Total		31,884,000	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

6. *Trevira GmbH*

No.	Shareholders	No. of Shares	%
1.	Trevira Holdings GmbH ⁽¹⁾	N/A ⁽²⁾	100.00
Total		N/A ⁽²⁾	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 75%

⁽²⁾ No shares issued

7. *Wellman International Limited*

No.	Shareholders	No. of Shares	%
1.	Indorama Ventures Recycling Netherlands B.V. ⁽¹⁾	1,100,850	100.00
Total		1,100,850	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

8. *Wellman France Recyclage S.A.S*

No.	Shareholders	No. of Shares	%
1.	Wellman International Ltd. ⁽¹⁾	500	100.00
Total		500	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

9. *FiberVisions Manufacturing Company*

No.	Shareholders	No. of Shares	%
1.	FiberVisions Corporation ⁽¹⁾	100	100.00
Total		100	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

10. *FiberVisions Products, Inc*

No.	Shareholders	No. of Shares	%
1.	FiberVisions Corporation ⁽¹⁾	25,000	100.00
Total		25,000	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

11. *FiberVisions A/S*

No.	Shareholders	No. of Shares	%
1.	FiberVisions Corporation ⁽¹⁾	122,949,441 ⁽²⁾	100.00
2.	Indorama Netherlands B.V. ⁽¹⁾	29,117,600 ⁽³⁾	0.00
Total		152,067,041	100.00

Remarks: ⁽¹⁾ An indirect subsidiary company, owned by Indorama Ventures Pcl. 100%

⁽²⁾ FiberVisions Corporation held 122,949,441 shares in FiberVisions A/S and having the voting rights of 100%

⁽³⁾ Indorama Netherlands B.V. held 29,117,600 shares in FiberVisions A/S and no having the voting right

Wool Business

1. Indorama Holdings Limited

No.	Shareholders	No. of Shares	%
1.	Indorama Ventures Pcl.	77,303,050	99.81
2.	Other Shareholders	143,750	0.19
Total		77,446,800	100.00

3. Shareholders' Agreement

- None -

7.3 Debenture

The Extraordinary General Shareholders' Meeting dated 22 September 2011, resolved to approve the issuance and offering of debenture in an amount not exceeding Baht 25,000 million in form of Baht and/or the equivalent in other currencies.

As at 31 December 2012, the Company has issued debentures three times amounting to Baht 21,680 million in total out of which Baht 7,500 million was issued on 19 October 2011, Baht 9,400 million was issued on 5 April 2012 and Baht 4,780 million was issued on 14 December 2012. The details of three debentures are provided below:

Debenture issued on 19 October 2011:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL16OA	Debentures of Indorama Ventures No. 1/2011 Tranche 1	210	Year 1-3: 4.50% Year 4-5: 5.05%	5 years	19 October 2016
IVL18OA	Debentures of Indorama Ventures No. 1/2011 Tranche 2	98	Year 1-4: 4.75% Year 5-7: 5.50%	7 years	19 October 2018
IVL21OA	Debentures of Indorama Ventures No. 1/2011 Tranche 3	37	Year 1-4: 5.00% Year 5-8: 5.50% Year 9-10: 6.00%	10 years	19 October 2021
IVL16OB	Debentures of Indorama Ventures No. 1/2011 Tranche 4	2,690	4.70%	5 years	19 October 2016
IVL18OB	Debentures of Indorama Ventures No. 1/2011 Tranche 5	1,302	5.04%	7 years	19 October 2018
IVL21OB	Debentures of Indorama Ventures No. 1/2011 Tranche 6	3,163	5.35%	10 years	19 October 2021
Total		7,500			

Debenture issued on 5 April 2012:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL174A	Debentures of Indorama Ventures No. 1/2012 Tranche 1 due in 2017	1,500	Year 1-3: 4.45% Year 4-5: 5.20%	5 years	5 April 2017
IVL224A	Debentures of Indorama Ventures No. 1/2012 Tranche 2 due in 2022	1,250.50	Year 1-3: 5.10% Year 4-7: 5.60% Year 8-10: 6.00%	10 years	5 April 2022
IVL174B	Debentures of Indorama Ventures No. 1/2012 Tranche 3 due in 2017	2,500	4.73%	5 years	5 April 2017
IVL194A	Debentures of Indorama Ventures No. 1/2012 Tranche 4 due in 2019	1,500	5.09%	7 years	5 April 2019
IVL224B	Debentures of Indorama Ventures No. 1/2012 Tranche 5 due in 2019	2,649.50	5.52%	10 years	5 April 2019
Total		9,400			

Debenture issued on 14 December 2012:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
IVL18DA	Debentures of Indorama Ventures No. 2/2012 Tranche 1 due in 2018	780	4.52%	6 years	14 December 2018
IVL20DA	Debentures of Indorama Ventures No. 2/2012 Tranche 2 due in 2020	880	4.78%	8 years	14 December 2020
IVL22DA	Debentures of Indorama Ventures No. 2/2012 Tranche 3 due in 2022	1,645	5.11%	10 years	14 December 2022
IVL24DA	Debentures of Indorama Ventures No. 2/2012 Tranche 4 due in 2024	1,475	5.28%	12 years	14 December 2024
Total		4,780			

Debenture issued on 27 June 2013:

Symbol	Name of Debenture	Amount (MB)	Interest Rate per year	Term of Issue	Maturity Date
	Debentures of Indorama				
IVL184A	Ventures No. 1/2013 Tranche 1 due in 2018	550	4.40%	5 years	27 June 2018
	Debentures of Indorama				
IVL206A	Ventures No. 1/2013 Tranche 2 due in 2020	520	4.70%	7 years	27 June 2020
	Debentures of Indorama				
IVL236A	Ventures No. 1/2013 Tranche 3 due in 2023	1,100	5.10%	10 years	27 June 2023
Total		2,170			

7.4 Dividend Policy

Dividend Policy of the Company

According to the Company's policy on dividend payment, dividend will be paid at not less than 30% of the net profit after tax and the appropriation to the legal reserve. However, the Board of Directors shall have the authority to consider waiving or amending such dividend policy subject to the condition that it will bring the greatest benefit to the shareholders, such as to use such portion of the net profit as a reserve for debt repayment, capital investment for production expansion or as a support in case of changing market conditions which would affect the Company's future cash flows.

Dividend Policy of the IVL Subsidiaries Company

The payout of dividend by the IVL subsidiaries to IVL is up to 80% of their net profit after tax and after appropriation to legal reserve. However the board of directors of the subsidiaries will consider the dividend payment, and may amend the dividend policy, by taking into account the reserves for debt payment, capital investment, changing market conditions or as required to manage the future cash flows.

8. Management Structure

8.1 The Board of Directors and Management

Indorama Ventures Public Company Limited consists of Board of Directors and 3 subcommittees, namely, the Audit Committee, the Nomination, Compensation and Corporate Governance Committee and the Enterprise Risk Management Committee.

As at 31 December 2013, the Board of Directors comprises of 14 directors as follows:

Name	Position	Attendance	Total Meetings
1. Mr. Sri Prakash Lohia	Chairman of the Board	3	6
2. Mr. Aloke Lohia	Vice Chairman of the Board, Chairman of the Enterprise Risk Management Committee, Member of the Nomination, Compensation and Corporate Governance Committee and Group Chief Executive Officer	6	6
3. Mrs. Suchitra Lohia	Director and Chairperson of Corporate Social Responsibility Committee	4	6
4. Mr. Amit Lohia	Director	4	6
5. Mr. Sashi Prakash Khaitan	Director and President of Wool Business	5	6
6. Mr. Dilip Kumar Agarwal	Director, Member of the Enterprise Risk Management Committee and Chief Executive Officer of Feed Stock Business (PTA & EG/EO) and PET Business	6	6
7. Mr. Udey Paul Singh Gill	Director, Member of the Enterprise Risk Management Committee and President of Polyester Business	5	6
8. Mr. Rathian Srimongkol	Independent Director, Vice Chairman of the Board, Chairman of the Audit Committee and Member of the Enterprise Risk Management Committee	6	6
9. Mr. Chakramon Phasukavanich	Independent Director and Member of the Audit Committee	6	6
10. Mr. Maris Samaram	Independent Director, Member of the Audit Committee and Member of the Enterprise Risk Management Committee	6	6
11. Mr. William Ellwood Heinecke	Independent Director, Chairman of the Nomination, Compensation and Corporate Governance Committee	6	6
12. Dr. Siri Ganjarerndee	Independent Director and Member of the Nomination, Compensation and Corporate Governance Committee	6	6

Name	Position	Attendance	Total Meetings
13.Mr.Kanit Si	Independent Director and Member of the Nomination, Compensation and Corporate Governance Committee	6	6
14.Mr.Apisak Tantivorawong	Independent Director	3	4

Remarks: Mr.Apisak Tantivorawong has been appointed as Director on 29 April 2013

For the year 2013, the meeting attendance of core business subsidiaries are as follows:

Feedstock Business (PTA, EG/EO)

Indorama Petrochem Limited

Name	Position	Attendance	Total Meetings
1. Mrs.Suchitra Lohia	Chairperson of the Board	5	5
2. Mr.Aloke Lohia	Director	5	5
3. Mr.Dilip Kumar Agarwal	Director	4	5
4. Mr.Prem Chandra Gupta	Director / President	5	5
5. Mr. Sanjeev Sharma	Director / Vice President Commercial	5	5
6. Mr.Sandeep Pandurang Kamat	Director / Vice President Technical	5	5

TPT Petrochemicals Public Company Limited

Name	Position	Attendance	Total Meetings
1. Mrs.Suchitra Lohia	Chairperson of the Board	3	5
2. Mr.Pisit Leeahtam	Vice Chairman of the Board	5	5
3. Mr.Aloke Lohia	Director	4	5
4. Mr.Kanit Si	Director	3	5
5. Mr.Kraing Kiatfuengfoo	Director	5	5
6. Ms.Rapeepan Luangaramrut	Director	3	5
7. Mr.Dilip Kumar Agarwal	Director	4	5
8. Mr.Prem Chandra Gupta	Director / President	5	5
9. Mr. Sunil Fotedar	Director / Senior Vice President	5	5
10.Mr. Sanjeev Sharma	Director / Vice President Commercial	5	5

Indorama Holdings Rotterdam B.V.

Name	Position	Attendance	Total Meetings
1. Mr.Aloke Lohia	Chairman of the Board	4	4
2. Mrs.Suchitra Lohia	Director	4	4
3. Mr.Dilip Kumar Agarwal	Director	4	4
4. Mr. Sunil Baldi	Director / Vice President	4	4

Indorama Ventures (Oxide & Glycols) LLC.

Name	Position	Attendance	Total Meetings
1. Mr.Aloke Lohia	Director	1	1
2. Mr. Dilip Kumar Agarwal	Director	1	1
3. Mr. Satyanarayan Mohta	Director / President	1	1

PET Business
Indorama Polymers Public Company Limited

Name	Position	Attendance	Total Meetings
1. Mr.Aloke Lohia	Chairman of the Board	8	8
2. Mrs.Suchitra Lohia	Director	8	8
3. Mr.Dilip Kumar Agarwal	Director	8	8
4. Mr.Gopal Lal Modi	Director	8	8
5. Mr.Ramesh Kumar Narsinghpura	Director	7	8

Asia Pet (Thailand) Limited

Name	Position	Attendance	Total Meetings
1. Mr.Aloke Lohia	Chairman of the Board	5	5
2. Mrs.Suchitra Lohia	Director	5	5
3. Mr.Dilip Kumar Agarwal	Director	5	5
4. Mr.Gopal Lal Modi	Director	5	5

Petform (Thailand) Limited

Name	Position	Attendance	Total Meetings
1. Mr.Somchai Bulsook	Chairman of the Board	5	5
2. Mr.Sukri Kaocharern	Director	4	5
3. Mr.Aloke Lohia	Director	5	5
4. Mrs.Suchitra Lohia	Director	5	5
5. Mr.Dilip Kumar Agarwal	Director	5	5
6. Mr. Sunil Marwah	Director / Senior Vice President	4	4
7. Mr.Dhitivute Bulsook	Director	5	5
8. Mr.Pisanu Vichiensanth	Director	5	5
9. Mr.Sithichai Chaikriangkrai	Director	5	5
10. Mr.Pramod Narayan Dubey	Director/Joint Vice President	5	5

Indorama Ventures Poland Sp.zo.o.

Name	Position	Attendance	Total Meetings
1. Mr.Om Prakash Mishra	President Director	3	3
2. Mr.Dilip Kumar Agarwal	Director	3	3
3. Mr.Gopal Lal Modi	Director	3	3
4. Mr.Ashok Kumar Ladha	Director	3	3

UAB Orion Global Pet

Name	Position	Attendance	Total Meetings
1. Mr.Aloke Lohia	Chairman of the Board	5	5
2. Mrs.Suchitra Lohia	Director	5	5
3. Mr.Dilip Kumar Agarwal	Director	5	5
4. Mr.Jitendra Kumar Kishori Lal Malik	General Director	5	5

Indorama Pet (Nigeria) Limited

Name	Position	Attendance	Total Meetings
1. Mr.Dilip Kumar Agarwal	Director	-	3
2. Mr.Manish Mundra	Director	3	3
3. Mr. Sandeep Pahariya	Director / Vice President	3	3

Guangdong IVL PET Polymer Company Limited

Name	Position	Attendance	Total Meetings
1. Mr.Dilip Kumar Agarwal	Director	1	1
2. Mr.Gopal Lal Modi	Director	1	1
3. Mr.Sanjay Ahuja	Director	1	1
4. Mr. Vipin Kumar	Director	1	1
5. Mr.Padmanabhan Suresh	Director / Legal Representative	1	1

PT. Indorama Polypet Indonesia

Name	Position	Attendance	Total Meetings
1. Mr.Narendra Kumar Malpanil	President Director	3	3
2. Mr.Dilip Kumar Agarwal	Director	-	3
3. Mr.Saurabh Mishra	Director /Vice President	3	3
4. Mr.Deepak Baldwa	Director /Joint Vice President	3	3

Auriga Polymers Inc.

Name	Position	Attendance	Total Meetings
1. Mr.Dilip Kumar Agarwal	Director	3	3
2. Mr.Gopal Lal Modi	Director	3	3
3. Mr.Hussam Mohamed Awad	Director /Senior Vice President	3	3

StarPet Inc.

Name	Position	Attendance	Total Meetings
1. Mr.Dilip Kumar Agarwal	Director	3	3
2. Mr.Gopal Lal Modi	Director	3	3
3. Mr.Hussam Mohamed Awad	Director /Senior Vice President	3	3

Indorama Polymers Workington Limited

Name	Position	Attendance	Total Meetings
1. Mr.Aloke Lohia	Chairman of the Board	4	4
2. Mrs.Suchitra Lohia	Director	4	4
3. Mr.Dilip Kumar Agarwal	Director	4	4
4. Mr. Sunil Baldi	Director / Vice President	4	4

Indorama Polymers Rotterdam B.V.

Name	Position	Attendance	Total Meetings
1. Mr.Aloke Lohia	Chairman of the Board	4	4
2. Mrs.Suchitra Lohia	Director	4	4
3. Mr.Dilip Kumar Agarwal	Director	4	4
4. Mr. Sunil Baldi	Director / Vice President	4	4

AlphaPet Inc.

Name	Position	Attendance	Total Meetings
1. Mr.Aloke Lohia	Chairman of the Board	2	2
2. Mrs.Suchitra Lohia	Director	2	2
3. Mr.Dilip Kumar Agarwal	Director	2	2

Beverage Plastics Limited

Name	Position	Attendance	Total Meetings
1. Mr.Manoj Kumar Singhi	Director	1	1
2. Mr.Vikas Gupta	Director	1	1
3. Mr.Robert Jerausch	Director	1	1

Name	Position	Attendance	Total Meetings
4. Mr.William Leslie Dalton	Director / Commercial & Production Head	1	1
5. Mr.David John Horan	Director / Marketing Head	1	1

Indorama Ventures Polymers Mexico, S. de R.L. de C.V.

Name	Position	Attendance	Total Meetings
1. Mr.Dilip Kumar Agarwal	Director	2	3
2. Mr.Gopal Lal Modi	Director	2	3
3. Mr.Hussam Mohamed Awad	Director /Senior Vice President	3	3
4. Mr.Srinivasan Andagudi Prabhushankar	Director /Senior Vice President	3	3
5. Mr.Carlos Sierra	General Director	3	3
6. Mr.Anand Kumar Agrawal	Director and Legal Representative	3	3

Aurus Packaging Limited

Name	Position	Attendance	Total Meetings
1. Mr.Sandeep Pahariya	Director / Vice President	1	1
2. Mr. M.G. Sridhara	Director / General Manager	1	1

Indorama Ventures Packaging (Philippines) Corporation

Name	Position	Attendance	Total Meetings
1. Mr. Sunil Marwah	Director	-	3
2. Mr. Vikas Gupta	Director	-	3
3. Mr. Henry Yao	Director	3	3
4. Mr. Jose Anselmo L. Cadiz	Director	3	3
5. Mr. Randall C. Tabayoyong	Director	3	3

Polyester Business.

Indorama Polyester Industries Public Company Limited

Name	Position	Attendance	Total Meetings
1. Mr.Aloke Lohia	Chairman of the Board	5	5
2. Mrs.Suchitra Lohia	Director	5	5
3. Mr.Udey Paul Singh Gill	Director	4	5
4. Mr.Sashi Prakash Khaitan	Director	4	5
5. Mr.Ramesh Kumar Narsinghpura	Director	5	5
6. Mr.Vachara Phanchet	Director	5	5
7. Mr. Kanit Si	Director	5	5
8. Mrs.Suchada Sukpantavorn	Director	5	5

PT.Indorama Polychem Indonesia

Name	Position	Attendance	Total Meetings
1. Mr.Udey Paul Singh Gill	President Director	10	10
2. Mr.Saurabh Mishra	Director / Vice President	10	10
3. Mr.Ramesh Kumar Narsinghpura	Director	10	10
4. Mr. Ashok Kumar Ladha	Director	10	10

PT.Indorama Ventures Indonesia

Name	Position	Attendance	Total Meetings
1. Mr. Udey Paul Singh Gill	President Director	5	5
2. Mr. Shin Yong Sig	Director / Business Head	5	5
3. Mr. Dilip Kumar Agarwal	Director	5	5
4. Mr. Gopal Lal Modi	Director	5	5
5. Mr. Ashok Kumar Ladha	Director	4	5
6. Mr. Saurabh Mishra	Director / Vice President	4	5

Trevira GmbH

Name	Position	Attendance	Total Meetings
1. Mr. Klaus Holz	Director / Chief Executive Officer	5	5

PT.Indorama Polyester Industries Indonesia

Name	Position	Attendance	Total Meetings
1. Mr. Udey Paul Singh Gill	President Director	5	5
2. Mr. Shin Yong Sig	Director / Business Head	5	5
3. Mr. Dilip Kumar Agarwal	Director	5	5
4. Mr. Gopal Lal Modi	Director	5	5

FiberVisions A/S

Name	Position	Attendance	Total Meetings
1. Mr.Gary M. Spitz	Director	1	1
2. Mr.Geoffrey E. Meyer	Director	1	1
3. Ms.Helle Vingolf Larsen	Managing Director	1	1
4. Ms.Susanne Christansen-Dahl	Director	1	1
5. Mr.Jens Verner Sorensen	Director	1	1

FiberVisions Products, Inc

Name	Position	Attendance	Total Meetings
1. Mr.Gary M. Spitz	Director / President	2	2
2. Mr.Geoffrey E. Meyer	Director / Vice President	2	2

FiberVisions Manufacturing Company

Name	Position	Attendance	Total Meetings
1. Mr.Gary M. Spitz	Director / President	2	2
2. Mr.Geoffrey E. Meyer	Director / Vice President	2	2

Wellman International Limited

Name	Position	Attendance	Total Meetings
1. Mr. Udey Paul Singh Gill	Director	1	1
2. Mr. Frank Gleeson	Director / Chief Executive Officer	1	1
3. Mr. Eamon Martyn	Director / Chief Financial Officer	1	1
4. Mr. Vivek Kaul	Director	1	1

Wellman France Recyclage S.A.S.

Name	Position	Attendance	Total Meetings
1. Mr. Frank Gleeson	Director / Chief Executive Officer	1	1

Fiber Visions (China) Textile Products Ltd.

Name	Position	Attendance	Total Meetings
1. Mr.Stephen M. Wood	Director	-	-
2. Mr.Geoffrey E. Meyer	Director	-	-
3. Mr. Deng Fuyuan	Director	-	-

Wool Business
Indorama Holdings Limited

Name	Position	Attendance	Total Meetings
1. Mr.Aloke Lohia	Chairman of the Board	7	8
2. Mr. Mohan Lal Lohia	Director	5	8
3. Mrs.Suchitra Lohia	Director	7	8
4. Mr.Sashi Prakash Khaitan	Director	7	8
5. Mr. Ramesh Kumar Narsinghpura	Director	8	8
6. Mr.Rajesh Banka	Director	8	8

8.2 The Company Secretary

The Board of Directors of the Company has appointed Mr.Souvik Roy Chowdhury as the Company Secretary of the Company effective on 15 February 2010.The duties and responsibilities are as follows:

Duties and Responsibilities of Company Secretary

The Company Secretary must perform the duties as prescribed in Section 89/15 and Section 89/16 of Securities and Exchange Act (No.4) B.E.2551, effective 31 August 2008 with responsibility, carefulness and honesty and must comply with the laws, objectives, Articles of Association, resolution of the board of Directors as well as resolution of Shareholders. The duties of Company Secretary prescribed by the law are as follows:

1. Preparing and keeping the following documents
 - a. Register of Directors
 - b. Notice of Board of Directors Meeting, Minutes of Board of Directors Meeting and annual report
 - c. Notice of the Shareholders Meeting and Minutes of Shareholders Meeting
2. Keeping reports of interest filed by Directors and Executives and present reports of interest in Section 89/14 to Chairman of the Board and Chairman of Audit Committee for acknowledge within 7 days from the date it is received by the Company;
3. Performing any other acts as determined by the Capital Market Supervisory Board

In addition, the Company Secretary has other duties as assigned by the Company as follows:

- Providing basic advice pertaining to the securities laws and regulations and Articles of Association as well as monitoring compliance on a regular basis and reporting any significant changes to the Board.
- Arranging the Shareholders Meeting and the Board of Directors Meeting in accordance with the laws, regulations and related best practices.
- Preparing minutes of the Shareholders Meeting and the Board of Directors Meeting, and monitoring subsequent compliance with the resolutions of those meetings.
- Preparing and keeping registrations of directors, annual reports, notice of the Shareholders Meeting, notice of Board of Directors Meeting, minutes of the Shareholders Meeting and the Board of Directors Meeting.
- Keeping reports of interest filed by directors and executives, and presenting such reports as specified by the relevant laws.
- Ensuring statutory compliances across all subsidiaries.
- Ensuring that corporate information disclosures to regulatory agencies are in accordance with the laws and regulations.

- Timely reporting of all necessary disclosures to SEC and SET.
- Assisting in Board activities including provide preliminary advice and recommendations pertaining to legal, regulatory, corporate governance issues and best practices related to the Board and Committees.

8.3 Remuneration of Directors and Management

Please see the details in the topic of "Corporate Governance"

8.5 Personnel

Please see the details in the topic of "Corporate Governance"

9. Corporate Governance

Corporate Governance Report 2013

Indorama Ventures PCL (IVL) is committed to the highest standard of corporate governance and strongly believes in striking a balance between economic and social goals.

The Board of Directors of IVL believes that corporate governance is a key to create credibility for the company as it enables the company to a sustainable growth and increases long term value for its various stakeholders. The Board and management therefore are strongly committed to the implementation and practice of the Corporate Governance principles and this reflects our allegiance to doing what is fair, right and legal in the most transparent and ethical manner.

9.1 Corporate Governance Policy

IVL has in place a written Corporate Governance Policy and the policy follows the guidelines set out by the SET and the criteria of Corporate Governance of OECD principles covering the following: a) Rights of Shareholders b) Equitable treatment of Shareholders c) Role of Stakeholders d) Disclosure and transparency e) Responsibility of the Board of Directors. The Policy defines the framework of duties and responsibilities of the Board of Directors, management and employees.

Corporate Governance Awareness Campaign 2013

To ensure the continuous practice of the highest standards of Governance and to reinforce that everyone working at IVL is aware of and understands all Corporate Governance related policies and that they are implemented in the spirit that they were created the Board of Directors in 2013 instituted the Corporate Governance Policy Awareness Campaign (CGPAC).

The Board assigned the Investor Relations and Corporate Communications department and Company Secretarial and Compliance department to lead the CGPAC committee and to carry out a compliance audit with respect to the various policies of the Company across all IVL units and submit their report to the Board.

CGPAC will be a continuous program of training, seminars and monitored implementation. To ensure clear understanding by all, the Company has been encouraging translation of all the policies into the local language. Policies handbook containing all the policies are made available to all employees. All site heads are responsible for the implementation of CGPAC and will report results of the implementation to the CGPAC committee who in turn will report to the Board. Most employees globally have now read and signed the code of conduct and all Site/HR heads are ensuring that all new employees are provided with a policies handbook. The new employees are required to acknowledge that they have read and understood the policies and sign the code of conduct. They have also drawn up plans to conduct training.

Part of the website has been designed to ensure employees can access the latest information and revisions of all policies.

The CGPAC Committee is undertaking to setup a dedicated team at HO that will coordinate directly with Site/HR heads in this regard.

The Board further decided that starting from 2014 all the policies of the Company will be reviewed annually.

The following policies were approved by the Board during the year

- HIV –AIDS Policy
- Hygiene and Safety Policy
- Treatment of Shareholder Policy
- Treatment of Customer Policy
- Investor Relations Policy

In January 2014, the Board approved the “Anti-Corruption Policy” of the Company.

All policies of the Company are available on the Company’s website www.indoramaventures.com under the Corporate Governance section.

The continued practice of good Corporate Governance in 2013 the Company received the following assessment and awards:

1. A score of 100 percent for the 2013 Annual General Meeting of Shareholders, judged by the Thai investors association. This was the second year in succession.
2. An “excellent- 5 star” CG score in the practice of Corporate Governance of Thai listed Companies 2013 which was carried out by Thai Institute of Directors,(IOD) in conjunction with Stock Exchange and Security Exchange Commission of Thailand. An excellent CG scoring is the highest possible scoring and is awarded to firms with a score of 90-100 percent. IVL scored 93 percent. The previous year IVL received a “Very Good,” a 4 star score.
3. IVL received both the prestigious Board of the Year and Audit Committee of the Year awards in 2013. The awards were organized by the Thai Institute of Directors Association in collaboration with The Stock Exchange of Thailand, Board of Trade of Thailand, The Federation of Thai Industries, The Thai Bankers’ Association, Thai Listed Companies Association, and Federation of Thai Capital Market Organizations. The awards were given as an acknowledgement of the terrific work put into establishing and implementing good corporate governance by the Board and the Audit Committee over the past year.

The Company’s head of Investor Relations was recognized as one of the top 25 practitioners in the World of all time by IR Magazine.

9.2 Sub-Committees

IVL Board has appointed the following three sub-committees- (a) Audit Committee, (b) Nomination, Compensation and Corporate Governance Committee and (c) Enterprise Risk Management Committee.

Audit Committee

The Audit Committee consists of three members with Mr. Rathian Srimongkol as Chairman, and Mr. Chakramon Phasukavanich and Mr. Maris Samaram as members. All members are Independent

Directors and have the requisite experience and knowledge to review financial statements. The present Audit Committee was appointed in 2013 for another two year term expiring on 18 September 2015.

The Audit Committee held five meetings during the year with the attendance of members as follows:

Name	Attendance
Mr. Rathian Srimongkol *	5/5
Mr. Chakramon Phasukavanich	5/5
Mr. Maris Samaram *	5/5

* Mr. Rathian Srimongkol and Mr. Maris Samaram have accounting knowledge to review financial statements.

The main duties and responsibilities of the Audit Committee include:

1. To review the Company's financial reporting process to ensure that it is accurate and adequate;
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;
3. To review the Company's compliance with the law on securities exchange, the regulations of the Stock Exchange of Thailand, and the laws relating to the Company's business;
4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;
5. To review the connected transactions, or the transactions that may lead to conflicts of interest, to ensure that they are in compliance with the laws and the regulations of the Stock Exchange of Thailand, and are reasonable and for the highest benefit of the Company;
6. To prepare, and to disclose in the Company's annual report, an Audit Committee's report which must be signed by the Chairman of the Audit Committee and consist of at least the following information:
 - (a) an opinion on the accuracy, completeness and credibility of the Company's financial report;
 - (b) an opinion on the adequacy of the Company's internal control system;
 - (c) an opinion on the compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand, or the laws relating to the Company's business;
 - (d) an opinion on the suitability of an auditor;
 - (e) an opinion on the transactions that may lead to conflicts of interests;
 - (f) the number of the Audit Committee meetings, and the attendance at such meetings by each committee member;
 - (g) an opinion or overview of comments received by the Audit Committee from its performance of duties in accordance with the charter; and
 - (h) other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors.

7. To perform any other act as assigned by the Company's Board of Directors, with the approval of the Audit Committee.

The Chairman of the Audit Committee reported on the Audit Committee's activities to the Board, immediately following the Audit Committee meetings. Between the meetings, the Committee reviewed emerging issues with the management team, Secretary of Audit Committee, Chief of Internal Audit and with the statutory auditors. The Minutes of the Audit Committee form part of the Board papers every quarter.

The Audit Committee has attended Indorama Ventures Fibers and Filaments Business Global Conference held in USA in March 2013 and also made a visit to the FiberVisions Manufacturing Company plant in Covington, USA in March 2013 in order to understand and review the process and practice of internal controls with the local management.

The Audit Committee Report on its performance to the shareholders was separately disclosed in the Annual Report.

A report from the Audit Committee is provided in the Annual Report.

Internal Audit

The Company has its own Internal Audit Department Internal Audit Manual and Internal Audit Charter. The department is headed by Mr. Anil Ailani. The Internal Audit Department is entrusted to carry out internal audit activities of the Company and its subsidiaries under the supervision of the Chief of Internal Audit. The Internal Audit Department reports functionally to the Audit Committee. A detailed plan for the year is formulated for the units and approved by the Audit Committee which then reviews the work of the internal audit department against the plan periodically and makes recommendations to management. For the year 2013, the audit was carried out for Thailand units and several overseas units. The Secretary of Audit Committee follows up on the implementation of recommendations and reports the progress to the Audit Committee and also undertakes periodic checks to ensure compliance with statutory and regulatory requirements.

Nomination, Compensation and Corporate Governance Committee (NCCG)

The term of the current NCCG Committee consisting of Mr. William Ellwood Heinecke as Chairman, Mr. Alope Lohia, Dr. Siri Ganjarende and Mr. Kanit Si expire on May 12, 2014. Other than Mr. Alope Lohia all other members are Independent Directors.

The Nomination, Compensation and Corporate Governance Committee held three meetings during 2013 with the attendance of members as follows:

Name	Attendance
Mr. William Ellwood Heinecke	3/3
Mr. Alope Lohia	3/3
Dr. Siri Ganjarende	2/3
Mr. Kanit Si	3/3

The main duties and responsibilities of the NCCG Committee include:

Nominating

The Committee has the following authority and responsibilities:

- To determine the composition of the Board and its Committees, and monitor and assess Board effectiveness.
- To lead the search for and identify suitable candidates qualified to become members of the Board of Directors. The Committee shall select candidates with the highest personal and professional integrity, with demonstrated and exceptional ability and judgment and who shall be most effective, in conjunction with the other candidates and serving Directors, in collectively serving the long-term interests of the shareholders.

In addition the Committee shall consider the appropriate mix of skills, education, experiences, independence and knowledge i.e. a broad diversity to match with the Company's requirements.

In the event that the Committee is unable to identify suitable candidates, the Committee may use a professional search firm or IOD director pool as it deems appropriate.

- To assist the Board in developing and evaluating potential candidates for executive positions, including the chief executive officer, and to oversee the development of executive succession plans.
- To develop and to recommend to the Board of Directors for its approval, qualifications for director candidates, and to review these qualifications periodically.
- To review the Board of Directors' Committee structure and to recommend to the Board for its approval, Directors to serve as members of each Committee, and as Committee Chairs. The Committee shall review and recommend Committee candidates annually and shall recommend additional Committee members to fill vacancies as needed.
- To develop and recommend to the Board of Directors for its approval, a set of corporate governance principles, the Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- To develop and recommend to the Board of Directors for its approval, an annual self-evaluation process for the Board and its Committees. The Committee shall oversee the annual self-evaluations.
- The Committee shall have the authority to delegate any of its responsibilities to subcommittees as appropriate.
- The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate. The Committee shall have authority to approve related fees and retention terms.
- The Committee shall report its actions and any recommendations to the Board and shall conduct and present to the Board an annual performance evaluation of the Committee.
- The Committee shall review the adequacy of its charter as required and recommend any proposed changes to the Board for approval.

Compensation

The Committee shall have the following authority and responsibilities:

- To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the Group Chief Executive Officer.
- The Committee shall evaluate at least once a year the Group Chief Executive Officer's performance in light of these established goals and objectives and based upon these evaluations shall set the Group Chief Executive Officer's annual compensation, including salary, bonus and equity and non-equity incentive compensation (if any).
- To review and approve on an annual basis the evaluation process and compensation structure for the Company's Executive Directors. The Committee shall evaluate the performance of the Company's Executive Directors and shall approve the annual compensation, including salary, bonus and equity or non-equity incentive compensation, for such Executive Directors, based on initial recommendations from the Group CEO. Moreover, the Committee shall maintain regular contact with the leadership of the Company. This should include interaction with the Company's leadership development activities, review of data from employee surveys and regular review of the results of the annual leadership evaluation process.
- To review and approve on an annual basis the evaluation process and compensation structure for senior executives. The Committee shall approve or may assign the Human Resources department to approve the annual compensation, including salary, bonus and equity and non-equity incentive compensation for senior executives.
- To review and discuss with management the Company's Compensation Discussion and Analysis (CD&A) and to recommend to the Board that the CD&A be included in the Company's annual report.
- The Committee has the authority to retain compensation consultants, outside counsel and other advisors as the Committee may deem appropriate. The Committee has the authority to approve related fees and retention terms.
- The Committee shall report its actions and any recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee.

Corporate Governance

The Committee shall have the following duties with regard to corporate governance.

- Formulation of a corporate governance policy for consideration and adoption by the Board, monitoring compliance with that policy, and reviewing and adapting it on a continuing basis as appropriate.
- Coordinating the annual performance assessment of the Chairman of the Board, Individual Directors; the Board as a whole and Board Committees.
- Ensure processes are in place for maintaining the integrity of the Company-the integrity of the financial statements, the integrity of compliance with law and ethics, the integrity of relationships with customers and suppliers, and the integrity of relationships with other stakeholders;

- Ensure processes are in place for preventing and mitigating conflicts of interest for the best interest of the Company and its shareholders; and
- Ensure processes are in place for effective good governance, risk management, internal controls, and compliance.

A report from the NCCG Committee is provided in the Annual Report

Enterprise Risk Management Committee (ERM)

The Board of Directors of the Company in its Meeting No.1/2013 held on February 2, 2013 formed the Enterprise Risk Management Committee (ERM Committee) comprising of five members, including two Independent Directors. The ERM Committee is chaired by Mr. Alope Lohia, the Group CEO and Vice-Chairman of the Board and other members of the Committee are Mr. Rathian Srimongkol, Independent Director, Vice-Chairman of the Board and Chairman of the Audit Committee, Mr. Maris Samaram, Independent Director and Member of the Audit Committee, Mr. Dilip Kumar Agarwal, CEO of the PET, PTA and EG/EO Businesses and Mr. Udey Paul Singh Gill, President of the Polyester Business.

The ERM Committee held two meetings during the year with the attendance of members as follows:

Name	Attendance
Mr. Alope Lohia	2/2
Mr. Rathian Srimongkol	2/2
Mr. Maris Samaram	2/2
Mr. DK Agarwal	2/2
Mr. Udey Paul Singh Gill	2/2

The main objectives of Enterprise Risk Management are:

1. To embed a prudent 'risk culture' throughout the organization, to oversee overall risk management to ensure compliance with all applicable laws and regulations;
2. To improve greater transparency and foresight into risk management across the organization, to ensure steady progress towards the organizational goal, to remain resilient and responsive to challenges and opportunities; and
3. To identify and evaluate the impact of significant business risks (including economic downturn) on the organization and to mitigate the same by adapting appropriate strategies.

The main duties and responsibilities of the ERM Committee and Sub Committees are:

- To set up the policies and strategy for enterprise risk management framework of the Company including but not limited to the risk governance structure, risk tolerance, risk management etc.
- To review the Company's overall global risk exposure including but not limited to strategic risks, risks relating to compliances including environment, corruption risks, reputational risks including investors relations, credit risks, liquidity & funding risks and market risks etc.

- To review risks associated with growth plans of the Company, deviations from budgeted forecasts, impact of delays in implementation of the projects as approved by the Board including escalation in project costs.
- To ensure that sound policies, procedures and practices are in place for the enterprise-wide management of the Company's material risks and to report the results of the Committee's activities to the Board of Directors.
- To monitor the cyclicity of polyester industry, our strategy and approach.
- To carry out any other responsibilities and duties as delegated by the Board from time to time.
- To identify the risks, and to adopt appropriate risk management strategies to mitigate the risks.
- To evaluate the implementation and effectiveness risk management practices, to provide ongoing guidance and support for the refinement of the overall risk management framework ensuring best practices are incorporated.
- To propagate a 'risk averse culture' amongst all the employees in their respective business segments.
- To prepare appropriate procedures, practices and manuals in line with the policies.
- To review and ensure appropriate insurance coverage and other risk transfer arrangements.
- To develop the risk response process including contingency and business continuity plans.

A report from the ERM Committee is provided elsewhere in the Annual Report

9.3 Selection and Appointment of Directors and Group CEO

Directors

The selection, appointment and the withdrawal of the Board of Directors of Indorama Ventures PCL shall be as prescribed by the Articles of Association, which can be summarized as follows:

1. To conduct the business of the Company, the Board of Directors shall consist of at least five directors. Not less than one half of all directors shall have residence in the Kingdom of Thailand.
2. The appointment of a director shall be made by a majority vote of the shareholders meeting in accordance with the following conditions and procedures:
 - (a) A shareholder shall have one vote for each share;
 - (b) The shareholder shall vote for the election of each director in turn, person by person;
 - (c) Each shareholder may exercise all the votes he or she has (a) to elect one or several persons as a director or directors, but the shareholder cannot divide his or her votes to any nominated director by any an allotment of shares of any number;
 - (d) The persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.
3. At every annual general meeting, one-third of the total number of the directors shall vacate office. If the number is not a multiple of three, then the number nearest to one-third must retire from the office. The directors to retire during the first and second years following the registration of the

Company shall be drawn by lots. In subsequent years, the director who has been in office for the longest term shall retire. A retiring director is eligible for re-election.

4. Any director wishing to resign from the director's position shall submit a resignation letter to the Company. The resignation shall take effect upon the date on which the resignation letter reaches the Company.
5. The shareholders meeting may pass a resolution removing any director prior to retirement by rotation, by a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote, and the shares held by them shall not, in aggregate, be less than one half the number of the shares held by the shareholders attending the meeting and having the right to vote.

Qualifications of a Director

1. Aged not over 70 years
2. Meets the stipulations under various regulations and those prescribed by the Company's Articles of Association.
3. Have at least a Bachelor's Degree in any field.
4. Be knowledgeable in the Company's business and provide adequate time and inputs to the benefit of the Company.
5. Be an individual with honesty, integrity and high morals.

A Non-Executive Director and an Independent Director shall not take a position as a director in more than five other listed companies.

The Executive Directors shall not take a position as director in more than three other listed Companies or in any company having conflict of interest with IVL. However the Executive Directors can take up any number of Directorships in the IVL Group Companies including Joint Ventures.

In the case that a director takes directorship positions in excess of the criteria, the Board of Directors shall consider the effectiveness in the performance of the said directors' duties and shall report the reasons for the appointment in the corporate governance report in the annual registration statement (Form 56-1) and the annual report (Form 56-2).

Qualifications of an Independent Director

1. The Holding not exceeding 0.75% of the total shares with voting rights of the Company, its parent company, its subsidiary company, its associated company, major shareholder or controlling person of the Company (to be calculated by including the shares held by any related persons of said independent director);
2. Not being, nor having been, a director who participates in the management, or as an employee, staff member or advisor who receives a regular salary, or a controlling person of the Company, its parent company, subsidiary company, its associated company, its subsidiary company at the same level, major shareholder or controlling person of the Company unless the holding of the aforementioned positions has been discontinued for at least two years before the date of submission of the application for the issue of newly issued shares to the SEC. However, such

prohibition shall not apply in the case where such independent director has been a government official or consultant of the government sector, which is a major shareholder, or controlling person of the Company;

3. Not being person who has a blood relationship or registration under law, as father, mother, spouse, sibling and child, including spouse of a child, of its executives, its major shareholders, its controlling person or the person who will be nominated to take up the position of executive or controlling person of the Company or its subsidiary;
4. Not having, or not having had, any business relationship with the Company, its parent company, its subsidiary company, its associated company, major shareholder or controlling person of the Company in a manner which may obstruct its independent judgment, and not being or not having been a substantial shareholder or controlling person of a person who has a business relationship with the Company, its parent company, its subsidiary company, its associated company, major shareholder or controlling person of the Company, unless such business relationship has been discontinued for at least two years before the date of submission of the application for the issue of newly issued shares to the SEC;

Please note that the aforementioned business relationship and transaction size shall have the same definition as in the notification of the Thai Capital Market Supervisory Board Re: Application for and Approval of Offer for Sale of Newly Issued Shares.

5. Not being, or not having been, an auditor of the Company, its parent company, its subsidiary company, its associated company, major shareholder, controlling person of the Company, major shareholder or controlling person of the partner of the audit company for which the auditor of the Company, its parent company, its subsidiary company, its associated company, major shareholder or controlling person of the Company has worked therein, unless such holding of the aforementioned positions has been discontinued for at least two years before the date of submission of the application for the issue of newly issued shares to the SEC;
6. Not being or not having been a professional service provider, including service provided as legal counsel or financial advisor which is retained for a fee exceeding Baht two million per annum from the Company, its parent company, its subsidiary company, its associated company, major shareholder or controlling person of the Company, and not being controlling person of the partner of such professional service provider, unless such business relationship has been discontinued for at least two years before the date of submission of the application for the issue of newly issued shares to the SEC;
7. Not being a director nominated to be a representative of a director of the Company, major shareholder or shareholder who are related persons to the major shareholder;
8. Not undertaking business of the same nature as and materially competing with that of the business of the Company or its subsidiary company or not being a partner of the partnership or a director who participates in the management, an employee, a staff member, or advisor who receives a regular salary or holds shares exceeding 1% of the total shares with voting right of other companies which undertakes business of the same nature as and materially compete with that of the business of the Company or its subsidiary company; and

9. Having no other qualifications causing any inability to express independent judgment in respect of the Company's business operation.

The qualification of the Independent Directors is more stringent than the requirement of the Thai Capital Market Supervisory Board.

Group CEO

The Board of Directors will appoint the Group CEO. The Group CEO will be a person with the highest personal and professional integrity, with demonstrated and exceptional ability and judgment and who shall be most effective in serving the long-term interests of the Company and have knowledge in the industry in which IVL operates.

9.4 Governance in Subsidiary and Associated Companies

It is the policy of the Company to send its representative to be a director of its subsidiaries and associated companies; such representative might be the Chairman of the Board of Directors, Chief Executive Officer, Managing Director, Executive Directors, senior executives or any third person who has the qualifications and experience suitable for such business with no conflict of interest directly with the business of those subsidiaries. Such representative shall manage and administer the business of such subsidiaries according to the regulations and procedures provided in the Articles of Association of the Company and of such subsidiaries and relevant laws and also implement the policies, procedures, guidelines and recommendations of IVL.

9.5 The Use of Internal Information of the Company

The Company has in place a written policy on the use of confidential and/or internal information so as to prevent any illegal use. The statement is prominently displayed at the head office and at the offices and the working places of all its subsidiaries, for the knowledge of all employees.

The code of conduct prohibits Directors and employees from buying, selling, transferring or accepting the transfer of Company securities by using confidential and/or internal information in any manner that may take advantage of outsiders by using inside information.

All Directors, senior management, auditors and employees having access to financial statements of the Company are required to make a declaration of their movement in shareholding including their spouse and minor children, to the Company Secretary. A summary of the shareholding is presented to the Board on a quarterly basis.

Each year, the IVL Directors submit to the Company Secretary an annual report, in the form as approved by the Board, on their interest or a related person's interest in the Company or its subsidiaries.

The Regulations on the Use of Internal Information of the Company

The regulations on the use of internal information of the Company are as follows:

1. All Directors, executives, staff and employees of the Company shall keep confidential and/or internal, all information of the Company except for the purpose of the operation of the Company's businesses;

2. All Directors, executives, staff and employees of the Company shall not disclose confidential and/or internal information of the Company with the aim to seek benefit for oneself or for other persons either directly or indirectly regardless of whether or not such benefit is to be received; and
3. All Directors, executives, staff and employees of the Company shall not sell, purchase, transfer or take the assignment of securities of the Company by using confidential and/ or internal information of the Company and/ or enter into any transactions by using confidential and/or internal information of the Company in a manner that could possibly cause damage to the Company either directly or indirectly. This provision shall also apply to spouses and minor children of the Directors, executives, staff and employees of the Company. Violators of the regulations shall be deemed as committing a serious offence.

Post listing of its shares on the Stock Exchange of Thailand (SET), all Directors, executives, managers, any persons responsible for the operation, auditors, staffs or employees of the Company may not purchase or sell, offer to purchase or sell or invite any other person to purchase, sell or offer to purchase or sell the shares of the Company in such a way as to take advantage of other persons by using internal information material to changes in the prices of the shares of the Company which has not yet been disclosed to the public and to which information he has access by virtue of his office or position, and whether or not such act is done for his own or another person's benefit, or to disclose such information so that he will receive consideration from the person who engages in the aforesaid acts, such person shall be liable under the applicable laws with respect to insider trading as a result of such contravention.

In case, Directors, executives, managers, any persons responsible for the operation, auditors of the Company acquire or dispose of shares or other securities (if any) of the Company, such person have to report on such acquisition or disposal to the SEC within the time described by SEC Act B.E. 2535. The said acquisition or disposal by the abovementioned person shall include the holding of shares and other securities in the Company (if any) by his spouse and minor children.

These regulations have been informed to all employees.

9.6 Audit Fee

The total audit fees and non-audit fee paid during 2013 for IVL and all its subsidiaries, jointly controlled entities and associates globally were as following.

Particulars	2013 (Baht)	2012 (Baht)
1. The total audit fees for IVL and all its subsidiaries, jointly-controlled entities and associates globally	98,000,000	100,000,000
a) Payment to KPMG Phoomchai Audit Ltd and other members firms of KPMG Phoomchai Audit Ltd.	91,000,000	97,000,000
b) Other Audit firms	7,000,000	3,000,000
2. The total non-audit fees paid to member firms of KPMG International other than KPMG Phoomchai Audit Ltd *	49,000,000	11,000,000

* The amount of non audit fees relates to tax advice, due diligence in relation to the acquisitions, restructuring and other advisory services.

9.7 The Practice of Corporate Governance in 2013

IVL upheld the core and relevant principles of its corporate governance policy as below:

Rights of Shareholders and Equitable Treatment of Shareholders

It is the Company's top most priority is to protect shareholders' rights, irrespective of their shareholding, and encourage them to exercise those rights as spelt out in relevant laws.

The Company recognizes the basic legitimate right of shareholders whether major or minor, local, foreign or institutional to participate in Shareholders' Meetings; the right to appoint a proxy to participate and vote at the said meeting; the right to vote for the appointment or removal of Individual Directors; the right to vote on the annual appointment of statutory auditors and fix their remuneration and the right to vote on various other businesses of the Company. IVL implemented all these rights of the shareholders at their Annual General Meeting of Shareholders 1/2013 held on April 29, 2013.

Shareholders rights also include the eligibility to receive dividend payments, the right to give opinions and enquire into business matters of the Company at the Shareholders' Meeting.

Apart from the above, IVL also recognizes the equal rights of all shareholders to obtain accurate, adequate and timely information from the Company, for their decision-making and will always strive to provide the same.

IVL has no agreement of any kind with any of its shareholders and has a straight forward structure with its subsidiaries, affiliates and joint venture partners with no joint holding and cross holding of shares. Moreover it has no pyramid shareholding structure within the Group.

The IVL Group structure is uploaded on the Company website under "Our Company" and updated every quarter.

a) General Rights and Equality

IVL provides the opportunity to minority shareholders to propose agenda items and to nominate qualified individuals to be elected as Directors of the Company before the AGM for a period of over 90 days. Such notification to the shareholders was informed to SET website on September, 12, 2013 and posted on the Company's website on September 16, 2013. The notification clearly mentioned the procedure and criteria. The Company received no proposal from any shareholder and the same was informed to the Board at their first meeting held in January 2014.

IVL will continue to provide opportunities to the minority shareholders to participate in fundamental corporate decisions.

In order to ensure that the shareholders receive the annual audited financial statements and the quarterly reviewed financial results on time, IVL disclosed the annual audited financial statements (2012) and the three reviewed quarterly financial statements of 2013 on the same day of its approval

by the Board of Directors and or Audit Committee through the website of the Stock Exchange of Thailand and also through its website - www.indoramaventures.com, both in English and Thai.

IVL ensures regular and timely disclosures through its website and also through the SET about all relevant information like the Annual Report, Form 56-1, Shareholders' Meeting resolutions, important Board resolutions, acquisition updates, opportunity day presentations, analyst reports, press releases and other relevant information about the Company and its subsidiaries in an effort to keep the shareholders timely and adequately informed.

IVL strongly believes in the participation of its shareholders and the vital need for them to understand the operation and business activities of the Company and its subsidiaries and to interact with the management. The Company has organized a visit by shareholders to Rayong factories on 11 December 2013 and two visits by bondholders to our plants in Lopburi and Rayong on 16 August 2013 and 16 October 2013 respectively. The bondholders and shareholders who visited the plants showed keen interest and enthusiasm. The Company also arranged for a plant visit by local analysts to Lopburi on 3 April 2013. Such annual visits shall continue to be organized in future.

Shareholders were notified more than 30 days before the shareholders meeting. Each shareholder received complete and adequate information on the criteria and procedure of the meeting. The AGM was held on April 29, 2013 and the Notice was issued out on March 25, 2013.

All information sent to the shareholders was posted on the Company's website both in English and Thai on March 22, 2013 more than 30 days before the meeting date. The shareholders were provided the facility to download the relevant information including the proxy forms.

Notice of the meeting was also communicated through the SET on the March 22, 2013.

The shareholders were given the opportunity to submit questions in advance regarding the agenda, together with comments if any, from the date they were notified of the meeting. The procedure for submitting such questions was clearly mentioned in the Notice to the meeting.

IVL shareholders were encouraged to attend the AGM in person or by proxy. In case of proxy, shareholders could either appoint their authorized person or any one of the four Independent Directors nominated by the Company in this regard. The profiles of the Independent Director(s) were attached to the notification of the meeting.

The venue of the AGM was at a central location easily accessible to all and a map of the location was provided in the Notice to the Meeting. The meeting was held from 2.00 pm in the afternoon.

On the meeting date the Company arranged for the shareholder registration to start more than two hour before the meeting. Preparation of the venue, greeters and appropriate number of registration staff were arranged to assist the shareholders in the registration process. The registration continued even after the meeting started in order to ensure the participation of all shareholders who came to attend the meeting.

The Company had detailed which documents were necessary for shareholders to present on the meeting date in order to have the right to attend the meeting, including the designated proxy form and shareholders were assisted by the Company staff.

A barcode scanning system from the Thailand Security Depository (TSD) was used for registration, allowing for a quick and efficient registration process. Barcoded ballots were handed out to each shareholder for voting.

To enable shareholders to make decisions, IVL provided adequate information in the Notice to the meeting on the agenda items.

Following the feedback from the last shareholders meeting, the Company deployed simultaneous translation into Thai language at the Shareholders' Meeting no 1/2013.

b) Re-appointment of retiring Directors and appointment of a new Director

In 2013, five Directors on the Board retired by rotation and agreed to be re-appointed for another term. In this regard they signed a consent form to the NCCG Committee to consider their re-appointment. The NCCG Committee after considering the experience and contribution of the Directors retiring deemed it appropriate to re-appoint them for another term and recommended the same to the Board.

Profiles of the five Directors retiring and offering themselves for re-appointment together with their name, age, type of directorship, family relationship with other directors, educational background, director training, working experience, positions held in other listed organizations, position in competing company/ connected business that may cause conflict of interest, number of years as director of the Company, shareholding, legal dispute, meeting attendance and the opinion of the Board, in order to facilitate the voting of the shareholders.

The NCCG Committee after reviewing the composition of the Board and its size recommended the appointment of another independent Director thereby increasing the size of the Board to 14 Directors consisting of seven Independent, two Non-executive and five Executive Directors.

While nominating the new Independent Director the NCCG Committee took into consideration the appropriate mix of skills, education, experiences, independence and knowledge i.e. a broad diversity to match with the Company's requirements as per the nomination policy and criteria stated in the NCCG Charter. The minimum Director qualifications are provided in the Board of Directors Charter. Detailed profile of the new Independent Director together with the opinion of the Board was provided in the Notice of the meeting.

No Director of the Board has been proposed by major Shareholders.

The re-appointment of retiring Directors and appointment of new Independent Director was approved by the Shareholders on the basis of the "One share one vote" method.

Minority shareholders were given the opportunity to nominate qualified individuals to be elected as Directors of the Company before the AGM for a period of over 90 days but the Company did not receive any proposal from them.

c) Approving Directors Remuneration

Independent and Non-Executive Directors

The Board reviewed and recommended to the shareholders the remuneration of the Independent and Non-Executive Directors for 2013 and the annual bonus for all IVL Directors payable for the year 2012 as recommended by the NCCG Committee.

The Policy followed by the NCCG Committee to recommend to the Board and Shareholders' the compensation and benefits of Independent and Non-Executive Directors are as follows:

- Compensation should fairly pay directors for work required in a company commensurate with the size and scope of the work;
- Compensation should, if possible, align directors' interests with the long-term interests of shareholders;
- Structure of the compensation should be simple, transparent and easy for shareholders to understand.
- Compensation for Non-executive Directors and Independent Directors is inclusive of monthly retainer fee and annual bonus based on the previous year's Company performance.
- Additional compensation will be paid to directors serving on various sub committees.

To implement the policy, the Committee designs an appropriate compensation package based on comparable listed Companies with the following criteria:

The remuneration of the Chairman of the Board and Chairmen of the sub committees who are independent and Non-Executive Directors is calculated at approx. 1.5 times of the other members.

In determining the bonus payable to all Directors' the NCCG Committee assesses the individual performance annually based on their contribution, responsibilities, expertise and attendance. This assessment is undertaken by way of a Director Self Evaluation Form.

The total bonus is calculated as a fixed percentage of the annual consolidated net profit of the Company and uses a point system approved by the Board.

There was no change in the retainer fee in 2013.

No retainer fee is paid to the Executive Directors on the Board of IVL.

Details of remuneration for the year 2013 paid to the Independent Directors and Non-Executive Directors and the bonus for the year 2012 to all Directors is in the latter part of this report under Director Performance.

The Chairman of the NCCG Committee explained the above policy and basis of calculation of the remuneration of Independent and Non-Executive Directors to shareholders at the 2013 Annual General Meeting.

Executive Directors and Management

The policy and criteria for Executive Directors and Management is elaborated in Board of Directors Performance in the later part of this report.

d) Appointing the external auditor and approving the audit fee

The name of the audit firm and the auditors' names, independence of the proposed auditors, number of years as the Company's auditor, total audit and non-audit fees paid for the year 2012 and remuneration proposed for the year 2013, together with the opinion of the Board based on the recommendation of the Audit Committee was detailed in the Notice to Meeting in order to facilitate the voting of the shareholders.

e) Payment of dividend

The dividend policy of the Company states that a dividend will be paid at not less than 30% of the net profits after tax and appropriation to the legal reserve.

In compliance with the dividend policy of the Company, the Board proposed a final dividend payout for the year 2012 at Baht 0.36 per share or representing 37.58% of the consolidated 2012 profit available for distribution to equity holders of the Company and amounting to Baht 1,733,132,608.20. Out the said final dividend, an interim dividend of Baht 0.18 per share amounting to Baht 866,566,304.10 was paid by the Company on September 06, 2012.

f) Shareholders Meeting

It is IVL's policy to conduct Shareholders' Meetings properly in accordance with the Articles of Association of the Company and related laws to allow shareholders to exercise their rights fully and in an informed manner.

The annual general meeting of shareholders was organized within four months from the closure of the fiscal year of December. For the fiscal year 2012, the AGM was held on April 29, 2013. The meeting started with 1,661 shareholders in person or proxy and representing 77.25% of the total shares sold. At the close of the meeting there were 2,045 shareholders in person or proxy and representing 78.77%. The meeting started at 2.00 pm and ended at 4.30 pm.

During the meeting, all the shareholders were encouraged to ask questions, express their opinions, suggestions, recommendations and request for additional information to clarify any issues relating to the Meeting.

Prior to starting the meeting, the Chairman and his representative briefed the shareholders on the criteria governing the meeting including the voting procedure. One independent observer from the shareholders' present witnessed the vote counting procedure and she was assisted by the representative from the Company's legal counsel Weerawong, Chinnavat and Peangpanor Ltd. (WCP)

In order to make the voting process fast and accurate, the Company used an electronic voting system. For each agenda/sub-agenda separate ballots were provided. After every agenda item was discussed and put to the vote, the ballots were collected and scanned. The results of the voting for each agenda were declared during the meeting and a summary of the results was presented at the close of the meeting.

The vote counting was carried out in a transparent manner with one share being equal to one vote. Approval of a resolution was based on majority of votes as there was no special resolution which would require three fourths of the eligible votes.

During the meeting, the Company did not introduce any unexpected important information or any new agenda items that were not notified to the shareholders earlier.

The Company ensured that all shareholders were accommodated to attend the meeting even beyond the specified time limit. The Chairman of the Board chaired the meeting. There were 12 out of 13 Directors including the Group Chief Executive Officer (GCEO), Chairman of the Audit Committee, Chairmen of NCCG Committee, the external auditors, the internal auditor of the Company, the legal counsel of the Company and senior management team members attending the meeting.

The Chairman gave the shareholders sufficient opportunity to ask questions and make recommendations about the operations, financial matters and other issues of the Company without prejudicing the rights of any Shareholder. The Chairman, GCEO, Chairman of the Audit Committee, chairman of the NCCG Committee, Chairman of the Enterprise Risk Management Committee and the management team provided clarifications during the meeting and met the shareholders informally after the meeting.

All the agenda items were passed by an average of around 98% of the total eligible votes. The resolution of the meeting including the number of votes cast was disclosed through the SET website on the same day of the meeting.

Comprehensive Minutes of the meeting were recorded. They included names of Directors who attended and who did not attend the meeting, summary of questions asked, important explanations and clarifications, and the voting results of each agenda and sub-agenda divided into for/against/abstained. The Minutes were submitted to SET within the required time frame of fourteen days after the AGM date.

The copy of the Minutes was also posted on the Company's website at the same time.

g) Reporting of and Trading in IVL Securities

The Company has in place a written policy on reporting of and trading in IVL Securities. Under this policy no director or "management" shall directly or indirectly trade in IVL Securities during the period of 15 working days prior to and two working days subsequent to the date of filing with the SET of the quarterly and annual financial statements of the Company. Further, if any director or "management" trades in IVL securities, they have to report to SEC in the prescribed form within three working days and inform the Company Secretary's Department. Every Quarter a summary of the shareholding of Directors and "management" is reported to the Board.

h) Code of Conduct for Directors and Employees

The Company has a Code of Conduct for Directors and employees, approved by the Board and communicated to everyone. The Company through this Code of Conduct strives to achieve

observance of ethical practices, honesty, and accountability, as well as a responsibility to all stakeholders and external agencies.

As part of the Corporate Governance Policy Awareness Campaign (CGPAC) initiative started in 2013 most of the IVL global employees have read and signed the Employee Code of conduct. The code is periodically reviewed. Based on the feedback received from the units in 2013, the CGPAC Committee made some revisions to the Code, which was approved by the Board of Directors on January 12, 2014. The revised Employee Code of Conduct was communicated to all Site/HR heads and uploaded on the Company website. The CGPAC Committee will continue to reinforce awareness of the Code of Conduct amongst all IVL employees.

The Board of Directors of IVL have all read and signed the Directors Code of Conduct.

i) Anti-Corruption and Bribery

The Company's Code of Conduct for Directors and Employees explains among other things the Company's firm stance against bribery and corruption. As a global Company, IVL would like to ensure that it reaches the highest level of governance and for this reason the Company has stipulated that it will abide by strict policies regarding corruption and bribery and initiated the following.

At their meeting in May 2013 the Board authorized the management to participate in the Private Sector Collective Action Coalition against Corruption (CAC) by signing the declaration of intent.

At their meeting in November 2013 the Board authorized the management to undertake the Certification process of the Private Sector Collective Action Coalition against Corruption to which the Company is a signatory. The self-evaluation form is under review by the Audit Committee and will be completed in the early part of 2014.

To demonstrate its firm commitment against corruption and bribery the Board of Directors approved the Anti-Corruption Policy of the Company at its meeting in January 2014.

The Company also adheres to the UK Bribery Act.

All the Policies are communicated to the employees and uploaded to the Company's website under the Corporate Governance section.

j) Connected Transactions

The Company has in place a detailed policy on connected transactions which is stringently followed. The policy states who is a connected party and what constitutes a connected transaction, the various types of connected transaction and their threshold criteria/values for approval and disclosure purpose and what procedures to follow when there is a new connected transaction. The guideline is circulated at the beginning of each year in order to remind all concerned about the compliance requirements regarding connected transactions. The Internal Audit Department is responsible to ensure that all connected transactions follow the rules and regulations as prescribed by SEC/SET and the internal policy guidelines. Any proposed new connected transaction is brought to the notice of the Internal Audit Department who after their verification forwards to the Audit Committee with their

recommendation through the Secretary of Audit Committee. The Audit Committee after their review will recommend to the Board. Without IVL Board approval, no new connected transaction can be made effective. At every quarterly meeting of the Audit Committee and Board of Directors, a statement of all the continuing connected transactions of the Company and its subsidiaries is submitted for acknowledgement.

However, the Company and its subsidiaries may have connected transactions with their Directors, management or potential connected persons. As a result, the Board of Directors Meeting approves, in principle, that the management is empowered to approve such transactions under reasonable, transparent and non-corrupt conditions, provided that such transaction is categorized as a transaction with the same commercial terms as those an ordinary person would agree with any unrelated counterparty under similar circumstances, on the basis of commercial negotiation (general trading conditions) and without any dependent interest resulted from the status of director, management or connected person, as the case may be.

Any Director who is directly or indirectly interested in any transaction abstains from discussions and voting.

The Company has not given any financial assistance or guarantee to any external party.

Role of Stakeholders

IVL gives equal importance to all of its stakeholders both internal and external such as shareholders, personnel, business partners, customers, competitors, creditors, community, environment and society. The Company is fully aware that support from each stakeholder will sustain and reinforce its competitive advantage and profitability.

It is the policy of IVL to safeguard their rights by strictly complying with applicable laws and regulations and to take into consideration their interests.

IVL has issued the following Stakeholder policies:

- Policy on the Treatment of Shareholders'
- Policy on the Treatment of Customers
- Business Partners and Competitors Policy
- Environment policy
- Human Rights Policy
- Intellectual Rights Policy
- Trading Partners and Creditors Policy
- HIV-AIDS Policy
- Hygiene and Safety Policy
- UK Bribery Act
- Whistleblower Policy
- Anti-Corruption Policy

These policies have been circulated globally and uploaded to the Company's website.

As part of the CGPAC initiative and in order to develop and improve the relationship between IVL and its stakeholders, the management will on a continuous basis reinforce that everyone working at IVL is aware of and understands all the stakeholder related policies and that they are implemented in the spirit that they were created through continuous program of training, seminars and monitored implementation

The policies are reviewed annually and changes are implemented as required.

The Company publishes a sustainability report every year. This is available on the Company's website in the corporate document section.

- *Shareholders:*

IVL and its subsidiaries strive to conduct its business in a transparent and efficient manner with a view to enhancing shareholder value and returns. We will seek new businesses and projects that are accretive to shareholder value only.

- *Customers:*

IVL and its subsidiaries will strive to maintain and strengthen its long-term and loyal relationships with its customers and is determined to ensure customer delight by providing high quality products and services that best fit customer needs at competitive prices, supported by a high standard of service and accurate information regarding our operations and products.

The Company believes in and will strive to keep communication channels open for constant customer feedback.

- *Personnel:*

All personnel of IVL and its subsidiaries are considered to be valuable assets, critical to the growth and profitability of the Company and its subsidiaries, and strive to provide a conducive and quality oriented work environment with utmost emphasis on safety along with fair and equitable compensation compatible with similar businesses.

The Company gives importance to developing skills, knowledge and potential of its employees, and strives to build a work environment that is rich in diversity and will attract and retain high performance employees.

The Company and its subsidiaries provide an orientation program for all new employees and development programs thereafter to develop and refresh their skills. All employees receive training in environmental issues and encouraged to involve themselves in local environmental conservation and preservation projects in the local area.

As the Company operates globally, each of its facilities has its own employee welfare policy which is in line with local laws and regulations.

The Company has comprehensive policies on compensation and welfare for employees across all its global locations. These follow the local rules and regulations of the country where they are situated. Indorama Ventures strongly believes that its employees are the foundation of its success and therefore their continued development is a key to its sustainability as a business. Among other issues, employees are developed to have a keener understanding of the environment and their impact on it.

The details of Indorama Ventures' compensation and training activities are provided below in the section on "People" at the end of this report.

- *Business Partners:*

IVL and its subsidiaries fosters symbiotic, long-standing and growing relationships with all its business partners, based on mutual benefit and guided by good business ethics. We also want to work with business partners who operate in a fair, honest, and socially responsible manner. We feel strongly that we have a responsibility to ensure that consumers can trust the safety and quality of our products. Business partners are expected to provide goods and services that meet all government and agreed-upon quality and safety standards.

Just as we have set standards for our business through our policies, we expect our partners, in addition to complying with all environmental regulations, to share our commitment to use resources responsibly; eliminate and reduce waste; minimize their carbon footprint; offer a selection of natural, organic, and eco-friendly products and develop facilities that align environmental, community, and business needs.

They should ensure that they adopt and implement acceptable safety, product quality, labor, human rights, social and legal principles in line with our own policies and to ensure these issues are adequately managed within the business for any goods or services supplied to us.

We have set ethical boundaries for ourselves and expect our partners to comply with them, acting with integrity and lawfully in the handling of competitive data, proprietary information and other intellectual property, and complying with legal requirements regarding competition, antitrust, and accurate and truthful marketing.

- *Intellectual Property:*

The Company is aware of the importance of intellectual property and strictly forbids the use of illegal software and the use of the intellectual property of others.

- *Creditors:*

IVL and its subsidiaries attempt to provide its creditors with all full and accurate information about the progress of the Company, as required for smooth business dealings and to comply with all its obligations.

Moreover, we want to see our creditors adhere to business principles consistent with our own and ensure that their products and services are produced and delivered to comply with all legislation relevant to their business in the areas where they operate.

- *Community, Environment & Society:*

IVL and its subsidiaries cares about safety of its society, environment, and quality of life of people associated with all its operations and strives to comply with applicable laws and regulations.

IVL and its subsidiaries try to actively participate in all activities that support and care for the environment and society and promote the cultures in which the Company operates.

IVL and its subsidiaries treat and dispose of waste in a manner that will have least impact on society, environment and people.

IVL has taken various steps towards the sustainability of not only the Company, but of the community as a whole. We want to ensure:

- A consistent supply high quality products and services to our customers
- That we create value for our investors
- That we provide a favorable working environment
- That we are a good community neighbor
- That we minimize the environmental footprint we leave behind

We are committed to meet and surpass the environmental laws and regulations pertaining to each business and region, with periodic analysis and third party inspection conducted in each plant.

- *Competitors:*

IVL and its subsidiaries will act within the rules with respect to its competitors and employ best practices in dealing with them, as well as working towards market development and growth for the benefit of the industry as a whole.

- *Whistle Blower Policy:*

The Company has developed a “Whistle Blower” policy that allows all employees the opportunity to raise issues on any unethical practice (whether or not a violation of law), to a Whistle Blower Committee without necessarily informing their line managers and without revealing their identity. The Policy has been communicated to all employees globally and uploaded to the Company website.

Disclosure and Transparency

It is IVL’s policy to deliver all-important information relevant to the Company, both financial and non-financial that may have an impact on the interests of the shareholders or any decision to invest in or on the price of its shares. All such information is disclosed sufficiently, accurately, on a timely basis and transparently through easy-to-access channels that are fair and trustworthy and all such information complies with the relevant rules of SEC/SET.

The communication channels used are: Annual Report, Form 56-1, Management Discussion and Analysis (MD&A), press releases, the SET’s website, shareholders’ meetings, analysts’ meetings and the Company’s own website.

The designated executives that can disclose information about IVL include the Group Chief Executive Officer (Group CEO), the Company Secretary’s Department and the Investor Relations and Corporate Communications Department. They provide information to interested parties on various occasions such as one-on-one meetings with shareholders, creditors, analysts, quarterly meetings with analysts to discuss the recent financial performance, road shows and others.

The Nomination, Compensation and Corporate Governance Charter defines the policy on nomination of Directors of the Company and the policy on remuneration of Directors and management of the Company which is followed by the NCCG Committee and management team.

In the section above on Re-Appointment of Retiring Directors and Appointment of New Directors and Approving Remuneration of Directors the key highlights of the policy and criteria of nomination and remuneration are stated.

For remuneration of management the policy and criteria is stated below in the “remuneration” section under Board Performance.

The Company provides the opportunity to outsiders to communicate their genuine grievances if any, to the Board by addressing it to the independentdirectors@indorama.net.

Company employees can send their grievances to the Whistleblower Committee at ethics@indorama.net.

The communication channels are all well-defined on the Company’s website.

The policies and Charters of the Company are reviewed annually by the Board. The following were revised and approved by the Board at their meeting in January 12, 2014.

- Charter of the Board of Directors
- Charter of the Nomination, Compensation and Corporate Governance Committee
- Code of Conduct for Employees
- Whistleblower Policy

They were communicated to all employees globally and uploaded on the Company website.

The Company gives utmost importance to its website, which is both in Thai and English, and regularly reviews it to ensure all information provided is current and up-to date.

For better understanding of the industry, the Annual Report for 2012 has included in the Business Description an explanation of the Company’s position in the industry and a description of the Company’s major competitors globally.

For the year 2013, and all previous years, the Company has never been penalized by the SEC/SET for breaching any disclosure rules and regulations.

The following information on the Company website is regularly updated:

Vision, Mission, Value Statements, financial statements, analyst reports, press releases, Annual Report, Corporate structure, IVL Board and management structure, shareholding structure and major shareholders. Form 56-1 is updated every year and includes detailed information on business operation, financial status, risks, litigations, capital structure, including information on ultimate shareholding. The Company maintains a calendar of all major events that investors or shareholders may wish to attend.

The Company has a designated department/person for Investor relations for disclosing essential information to investors on matters relating to financial reporting and others. An annual investor relations plan is established and the executive in charge is involved in various investor relations activities including but not limited to periodical plant visits for the benefits of shareholders, investors and analysts etc. Also regular investor meetings are organized.

To contact the Company’s Investor Relations Department, the general public may call (+66) 2 661 6661 ext. 680 or email richard.j@indorama.net. The details are provided on the Company’s website.

A statement on the Board’s responsibility concerning the Company’s financial report is disclosed in the Annual Report, which mentions among other things that the Company complies with generally

accepted accounting principles and that accounting standards and practices used are appropriate and consistent to the nature of the business. It also states that all information presented in the financial reports is accurate, complete and adequate. The Chairman of the Board and the Group CEO sign the statement.

The individual shareholdings of Directors, Management, including their spouse and minor children for the period January 1, 2013 to December 31, 2013 was as follows:

Name	Opening	Purchased	Sold	Balance
Mr. Sri Prakash Lohia	-	-	-	-
Mr. Alope Lohia	10	-	-	10
Mrs. Suchitra Lohia	-	-	-	-
Mr. Amit Lohia	-	-	-	-
Mr. Sashi Prakash Khaitan	120,000	-	-	120,000
Mr. Dilip Kumar Agarwal	-	-	-	-
Mr. Udey Paul Singh Gill	-	-	-	-
Mr. Rathian Srimongkol	60,000	120,000	-	180,000
Mr. Chakramon Phasukavanich (held by spouse)	134,944	-	-	134,944
Mr. Maris Samaram	-	-	-	-
Mr. William Ellwood Heinecke	2,394,132	615,000	-	3,009,132
Dr. Siri Ganjarende	-	-	-	-
Mr. Kanit Si	100,000	-	-	100,000
Mr. Prem Chandra Gupta	-	-	-	-
Mr. Satyanarayan Mohta	35,249	-	10,000	25,249
Mr. Sanjay Ahuja	-	-	-	-
Mr. Manoj Kumar Sharma	-	-	-	-

Remarks: As of December 31, 2013 the direct and indirect shareholding of companies owned by Lohia family and related persons totaled 3,196,038,396 shares, representing 66.39% of the issued shares.

Responsibility of the Board

1. Responsibility and Duties of the Board of Directors

The Board of Directors of IVL has the vision, mission, value statement, plans, strategies, key policies and budgets of the Company with a view to effectively and efficiently managing the business for maximum shareholder value. Detailed budgets and plans are formulated for the Company and its subsidiaries. The Board closely monitors the management and implementation of business plans to achieve targets. The Board also sets internal controls and audit procedures, including risk management. All major CAPEX requires the approval of the IVL Board. Detailed presentations are made by the respective business segment head.

At the beginning of each year the Board holds a Strategy and Annual Business Plan meeting and at the meeting the Vision and Mission statement is reviewed along with the Strategy as presented by management.

At the Board meetings and the many informal meetings with the Group CEO and senior management the Board gets updated on the business performance, strategy vis-à-vis targets and industry trends. Based on such meetings, the Board provides their thoughts and recommendations. The management updates are based on the regular Excom meeting that each business segment holds on the operating performance.

The Board requires each business head to explain the details of why their business fell below target and the plans to improve performance. The Board follows up on the action plan status in subsequent meetings.

The Board through the Audit Committee, internal auditor, and compliance department reviews potential conflicts of interest. The internal guidelines of the Company on related party transactions and the relevant rules and regulations of SET/SEC provide a basis for avoiding conflicts of interest. Details of all related party transactions are updated in Form 56-1 and reported in the Annual Report. Those Board members who have an interest in a matter that might involve a conflict of interest must abstain from voting and other involvement, as prescribed by the Board. Company policy prohibits personnel at all levels from using inside information for personal benefit with all business decisions based on achieving the maximum benefit for the Company and its subsidiaries.

The Board every year evaluates the efficacy and sufficiency of the Internal controls of the Company by reviewing the Evaluation Form of Sufficiency of Internal Control Systems for IVL and its subsidiaries.

2. Board Structure

There are 14 Directors on the IVL Board comprising of five Executive Directors, two Non-Executive Directors and seven Independent Directors. The Board has a diversity of nationalities, genders, ages and skills.

The Board structure is appropriate in relation to the size of the Company, number of Executive, Non-Executive and Independent Directors and qualification in terms of knowledge and expertise and provides a fair balance of power and effective management monitoring. The Company intends to maintain this broad base of knowledge and experience when it searches for new Directors in future.

The role of the Board is clearly set out in the Board of Directors Charter.

In order to achieve a balance of power, the position of the Chairman of the Board and that of the Group CEO are different. The Chairman of the Board of Directors is a Non-Executive Director.

In the Directors' profile, IVL discloses its director's names, profiles, qualifications, experience, and shareholding in the Company to demonstrate the Board's knowledge, competence, qualification and experience via the Annual Report and its website. It also mentions which Director is independent, executive and non-executive and representative of a major shareholder.

The profile mentions the Board membership(s) of other Companies held by the Directors.

The Board has appointed the Company Secretary in order to meet the requirements of the SEC/SET regulations. The Company Secretary is responsible for matters connected with meetings of the Board and shareholders and to advise the Board on law and regulations that the Board must know to

effectively perform its duties and to administer the Board's activities and ensure Board and Shareholders' resolutions are complied with.

3. Charters

The Company has in place the following Charters:

- Board of Directors
- Audit Committee
- Nomination, Compensation and Corporate Governance Committee (NCCG)
- Enterprise Risk Management Committee (ERM)

The Board and NCCG Charters were revised in 2013 and approved by the Board at its meeting on January 14, 2014.

The Charters are all uploaded on the Company website under the Corporate Governance section.

4. Other Directorships

The Board Charter specifies the outside Directorship for Executive, Non-Executive and Independent Directors. Details are provided in the section "Selection and appointment of Directors" at the beginning of this report.

None of the Directors of IVL have breached the above Directorship criteria in 2013.

5. Retirement of Directors

One third of the Directors retire by rotation at every Annual General Meeting as specified in the Articles of Association of the Company. A retiring director is eligible for re-election. Voting for appointment/ re-appointment of Directors is done individually. The Company provides a detailed profile of the retiring Director who has given his consent to be re-appointed in the Notice to the Shareholders' meeting.

The Board and the NCCG Committee after due deliberation has taken a decision not to limit the term of Independent Directors for the reason that the business is complex, multi-location and evolving. It requires thorough knowledge and understanding and there is a long learning curve. It is therefore not considered prudent to limit the number of years as of now. However the retirement age has been fixed at 70 for all Directors.

Directors who have been appointed/re-appointed will continue for their full term even if they attain the age of 70 during their tenure.

6. Evaluation of Performance

The Board and subcommittee members carried out a self-evaluation on the Board and subcommittee performance for the year 2013. The results were summarized and discussed at the Board meeting held in February 2014. The Board and subcommittee members were evaluated as having given very good performance rating in 2013.

The Chairman of the Board through the NCCG Committee does an individual assessment of all Directors.

7. Functional Performance

The Board of Directors held 6 meetings during 2013. The Company generally proposes to schedule a minimum of 5 meetings a year. Typically, a meeting is convened every 3 months with extra meetings convened as and when deemed necessary to review operations, financial matters, plans, or other matters. Prior to the close of each year a schedule of meetings for the next year is circulated to the members so as to fix the meeting dates well in advance and also to ensure maximum participation. In 2013, the Company maintained a quorum of two thirds of the members of the Board of Directors at each meeting.

All the independent Directors met on March 06, 2013 to review and discuss the Company's performance and other matters. The Independent Directors thereafter met the Group CEO and informed and discussed with him the outcome of their meeting. Similar meeting of the Independent Directors will be held in Feb 2014.

The Chairman, Group CEO and Company Secretary set Board meeting agendas and the Company Secretary sends invitation letters together with the Agenda and relevant documents to the Directors at least 7 days prior to the meeting to allow adequate time for the Directors to study the information.

At each Board Meeting, the Chairman allows each Board member to express his or her views and management to answer all queries in full. If desired, Directors can request for additional information from a designated person.

Detailed minutes are prepared for each meeting which includes the meeting date, beginning and ending times, name of Directors who attended and were absent from the meeting, summarized information proposed to the Board on each issue, summarized discussion and Director's observations and the person authorizing the Minutes. The Minutes are circulated within 14 days of the Board meeting.

The summary of Minutes of all subsidiary companies is attached to the Board papers and provided on CD every quarter in order for the Board members to gain full knowledge of the activities at the various locations.

The followings are the details of attendance of the Board of Directors' meeting in 2013

Name	Attendance / Total Meetings
1. Mr. Sri Prakash Lohia	3/6
2. Mr. Alope Lohia	6/6
3. Mrs. Suchitra Lohia	4/6
4. Mr. Amit Lohia	4/6
5. Mr. Sashi Prakash Khaitan	5/6
6. Mr. Dilip Kumar Agarwal	6/6
7. Mr. Udey Paul Singh Gill	5/6
8. Mr. Rathian Srimongkol	6/6
9. Mr. Chakramon Phasukavanich	6/6

	Name	Attendance / Total Meetings
10.	Mr. Maris Samaram	6/6
11.	Mr. William Ellwood Heinecke	6/6
12.	Dr. Siri Ganjarerndee	6/6
13.	Mr. Kanit Si	6/6
14.	Mr. Apisak Tantivorawong*	3/4

*Mr. Apisak Tantivorawong was appointed a new Independent Director at the Annual Shareholders' meeting on April 29, 2013

8. Performance Measurement of Executive Directors and Management

The GROUP CEO and other executive Directors have their Key Performance Indicators (KPI) set by the Board on the recommendation of The NCCG committee. This takes the form of a Balanced Scorecard. At the end of each year their performance is used in the calculation of their compensation by the NCCG Committee.

For Senior Executives the NCCG Committee reviews and approves on an annual basis the evaluation process and compensation structure and assigns the Human Resources department to approve the annual compensation, including salary, bonus and non-equity incentive compensation. Similarly, the line managers will follow the same principles when evaluating their staff.

Details discussed in the section "Executive Director and Management Remuneration" below.

9. Remuneration

The current remuneration of Independent Directors and Non-Executive Directors including bonus to all Directors is established based on assignments and responsibilities. Such remuneration proposed by the Board and recommend by the NCCG Committee requires the approval of the Shareholders' Meeting.

The Policy and criteria followed by the NCCG Committee has been explained above in the section on Approving Directors Remuneration.

For the year 2013 the total annual remuneration approved at the Annual General Meeting of Shareholders No. 1/2013 held on April 29, 2013 was for an amount not exceeding Baht 17,000,000 to be allocated by the Board.

The actual remuneration paid in 2013 is Baht 15,970,000 as against the approved amount of Baht 17,000,000. The details of the remuneration paid are hereunder:

As Directors of the Company

No.	Independent/ Non-Executive Directors	Amount Approved (Baht)	Actual Paid (Baht)
1	Mr. Sri Prakash Lohia	75,000 per month	900,000
2	Mr. Rathian Srimongkol	50,000 per month	600,000
3	Mr. William Ellwood Heinecke	50,000 per month	600,000
4	Mr. Chakramon Phasukavanich	50,000 per month	600,000
5	Mr. Amit Lohia	50,000 per month	600,000
6	Mr. Maris Samaram	50,000 per month	600,000

No.	Independent/ Non-Executive Directors	Amount Approved (Baht)	Actual Paid (Baht)
7	Dr. Siri Ganjarende	50,000 per month	600,000
8	Mr. Kanit Si	50,000 per month	600,000
9	Mr. Apisak Tantivorawong*	50,000 per month	400,000
Total			5,500,000

*Mr. Apisak Tantivorawong was appointed on 29 April, 2013

As Audit Committee members

No.	Members	Amount Approved (Baht)	Actual Paid (Baht)
1	Mr. Rathian Srimongkol	75,000 per month	900,000
2	Mr. Chakramon Phasukavanich	50,000 per month	600,000
3	Mr. Maris Samaram	50,000 per month	600,000
Total			2,100,000

As Nomination, Compensation and Corporate Governance Committee Members

No.	Members	Amount Approved (Baht)	Actual Paid (Baht)
1	Mr. William Ellwood Heinecke	35,000 per month	420,000
2	Dr. Siri Ganjarende	25,000 per month	300,000
3	Mr. Kanit Si	25,000 per month	300,000
Total			1,020,000

As Enterprise Risk Management Committee Members

No.	Members	Amount approved (Baht)	Actual Paid (Baht)
1	Mr. Rathian Srimongkol	25,000 per month	300,000
2	Mr. Maris Samaram	25,000 per month	300,000
Total			600,000

Bonus for the year 2012, as Directors of the Company

No.	Directors	Actual Paid (Baht)
1	Mr. Sri Prakash Lohia	675,000
2	Mr. Alope Lohia	675,000
3	Mrs. Suchitra Lohia	540,000
4	Mr. Amit Lohia	270,000
5	Mr. Sashi Prakash Khaitan	540,000
6	Mr. Dilip Kumar Agarwal	405,000
7	Mr. Udey Paul Singh Gill	270,000
8	Mr. Rathian Srimongkol	810,000
9	Mr. Maris Samaram	405,000
10	Mr. Chakramon Phasukavanich	540,000
11	Mr. William Ellwood Heinecke	540,000
12	Dr. Siri Ganjarende	540,000
13	Mr. Kanit Si	540,000
Total		6,750,000

The Executive Directors on the IVL Board and Sub Committees are not paid any retainer fee.

10. Executive Director and Management Remuneration

The key principles followed by the NCCG Committee in determining the compensation are:

- To review and approve on an annual basis the evaluation process and compensation structure for the Company's Executive Directors. The Committee shall evaluate the performance of the Company's executive directors and shall approve the annual compensation, including salary, bonus and non-equity incentive compensation, for such executive directors, based on initial recommendations from the Group CEO. Moreover, the Committee shall maintain regular contact with the leadership of the Company. This should include interaction with the Company's leadership development activities, review of data from employee surveys and regular review of the results of the annual leadership evaluation process.
- To review and approve on an annual basis the corporate goals and objectives (KPI) with respect to compensation for the Group Chief Executive Officer. The Committee shall evaluate at least once a year the Group Chief Executive Officer's performance in light of these established goals and objectives and based upon these evaluations shall set the Group Chief Executive Officer's annual compensation, including salary, bonus and non-equity incentive compensation (if any).
- To review and approve on an annual basis the evaluation process and compensation structure for the senior executives. The Committee shall approve or may assign the Human Resources department to approve the annual compensation, including salary, bonus and equity and non-equity incentive compensation for senior executives.
- Base salaries for the Company's Group CEO and Executive Directors depend on the scope of their responsibilities, their capabilities, and the period over which they have performed those responsibilities.
- Annual bonuses for the year and the percent change from the prior year's bonus for senior executive officers are determined after an evaluation of the overall performance of the Company, the performance of the business or function that the officer leads and an assessment of each officer's performance against expectations, which were established at the beginning of the year. The bonuses also reflect (and are proportionate to) the annual financial results of the company.
- Other non-equity compensation is paid as per the HR manual of the Company which is reviewed from time to time.

Remuneration paid to the IVL Management team for the year 2013 was approx. Baht 75 million. The IVL management team comprises of the Group CEO, Executive Director, CEO of PET and Feedstock business, President of PTA business, President of EG/EO business, President of Polyester business, President of Wool business, the Head of Finance and Head of Accounting.

No compensation was paid to Directors or Management in the form of shares.

11. Succession Planning

The NCCG Committee has put into place a Succession Plan for the Group CEO and Key Management team in consultation with the Board.

For all other employees the Global HR department works with Line management to create Succession Plans.

To ensure that the Succession plans are effective, the Global HR implements employee development and training and also implements a fast track process for those it believes have high potential.

12. Strategy Meeting

The Company holds one Board meeting every year to approve the Company's strategy and Annual Business Plan. This allows the senior management to interact with the Members of the Board for free and frank discussions on future direction of the Company. The Strategy meeting for 2013 was held on February 02, 2013.

In order for the Board to be fully cognizant of the operations in various parts of the business globally, management arranges for the Board to visit different manufacturing sites each year. In 2013 the Board visited FiberVisions in Atlanta, Georgia, USA as part of the Global polyester meet. FiberVisions is part of Company's specialty Fiber business line.

13. Professional Development of Directors

The Director who joined the Company during the year was given a Directors Orientation folder with complete information about the Company and its subsidiaries to assist him in getting well acquainted with the business, practices and procedures of the Company and his rights, duties and obligations as Director. In addition orientation meetings were arranged with the management team members.

Apart from the periodic informal meetings with the management teams, the Directors are invited to attend the various business meets held during the year. For the year 2013 business meets were held for the Feedstock and Polyester businesses, which most of the Directors and senior management attended. Such meets enables the Directors to interact with the wide spectrum of the management team of each business segment and have a better understanding of the various facets of the industry in which the Company operates.

The Board encourages the Board members, Audit Committee members, management team members, Company Secretary and Internal Auditor to attend seminars, training and courses which would assist in further improving their contribution/performance in the Company. IVL encourages the members of the Board to undergo applicable training programs. Two IVL Directors attended the following programs in 2013 as below:

- Mr. DK Agarwal – Director Certification Program Class No. 182/2013, Thai Institute of Directors
- Mr. Udey Gill - Director Certification Program Class No. 182/2013, Thai Institute of Directors.

The details of all courses attended are in the Directors profiles.

The NCCG Committee has identified members of the Board and management who will attend the IOD training programs in 2014, details of which will be disclosed in the next year's report.

Our Company's policies, integrity, ethics and disclosures always seek to emulate the best practices in Corporate Governance.

PEOPLE

At Indorama Ventures PCL., we believe that a talented, diverse and inclusive employee base helps drive the creativity that is central to our organization. Our employee base includes a broad range of functions and roles globally, from manufacturing and maintenance experts to new product designers and plant workers, from specialists in marketing, sales, logistics, customs, tax and trade, to finance & accounts, managers and many, many more.

Our Approach

We believe that our company's guiding philosophy has the power to influence, inspire and challenge employees on a daily basis. With **"People First"** as one of IVL's value, our global strategy for human resources (HR) is to help unleash this potential across every area of our business by enabling leaders to make great decisions that, in turn, enable IVL's business growth. Our HR function supports growth goals as partners to our leaders to ensure we evolve the organization to support all of our business segments, ensure operational and functional excellence, and plan the size and cost of our global workforce.

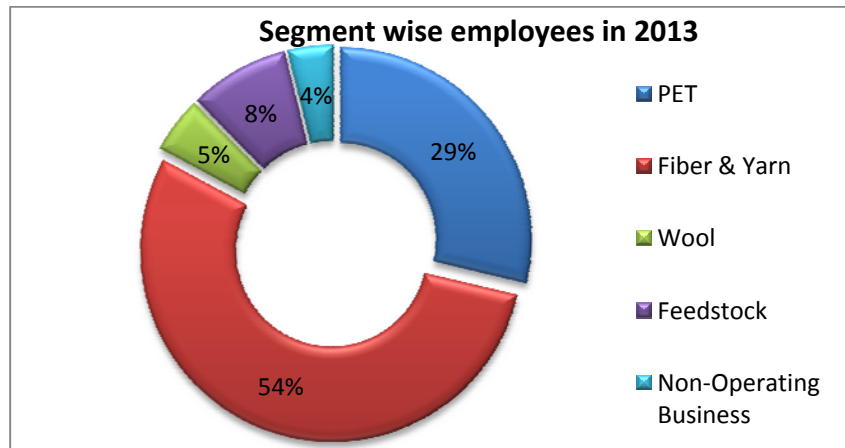
Our employees are well positioned to address change. In fact, the nature of IVL's business is change. Customers are constantly evolving what they expect, and we know that employees across the company, at all levels, making quick, but wise, decisions is crucial to our success. Honing the ability of employees to ask the right questions, examining learning opportunities, and continually rethinking the needs of the business are ever-present priorities that are supported by leaders who coach and inspire.

Global Permanent Workforce

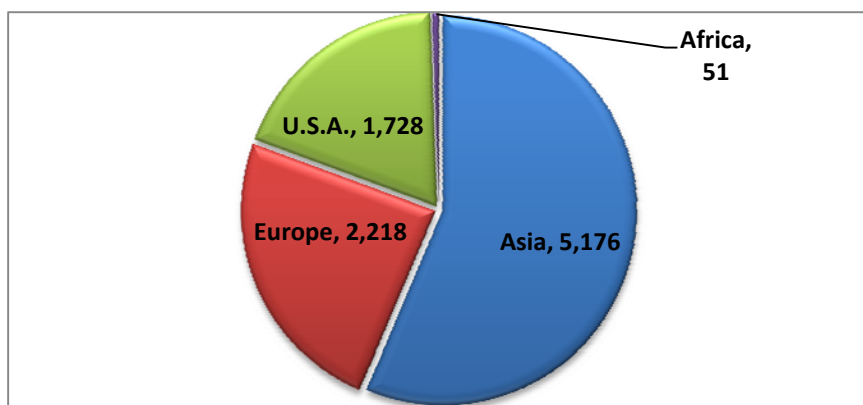
As Indorama Ventures PCL is a holding company whose business is investing in its subsidiaries and affiliates. As at December 31, 2013, the permanent employee's workforce under different subsidiaries of IVL is 9,173.

Type of Business	As of December 31, 2013
PET	2,633
Fiber & Yarn	4,969
Wool	436
Feedstock ⁽¹⁾	781
Non-Operating Business	354
Total Permanent Employees	9,173 ⁽²⁾

Remarks: ⁽¹⁾ PTA Business and EG/EO Business; ⁽²⁾ doesn't include temporary manpower

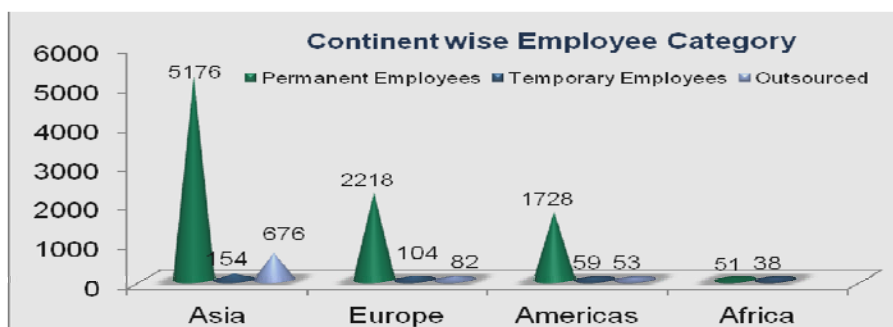
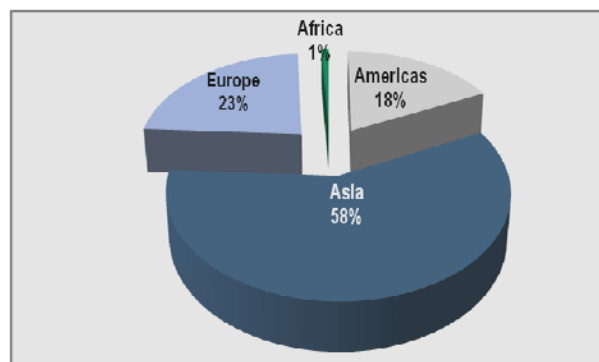


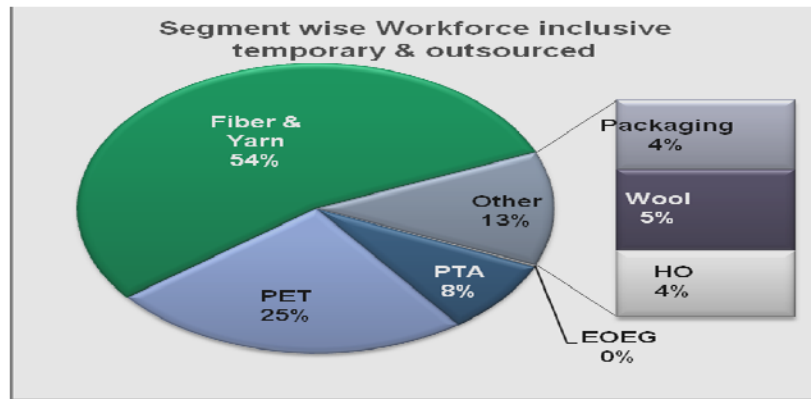
Geographical spread of 9,173 permanent employees is in four continents.



Global Total Workforce

When we club the entire employee workforce who consists of permanent, temporary and outsourced employees, our strength becomes 10,339 and the continent wise distribution is as follows:





Acquiring, Managing and Developing Talent

IVL's recruiting efforts mine the best suited talent. In building our teams, we focus on company's future business needs and how we can plan for growth. HR continues to undertake extensive outreach recruitment activities to identify more qualified and diverse candidates.

The company appreciates in value as employees develop their skills and organizational knowledge. We view training as a whole system and not a one-time event. This means that what happens before and after the actual training is just as important as the training itself.

We concentrate on key areas that help to sustain our business performance. Our talent strategy focuses on critical assignment planning, manager accountability for coaching and mentoring, and team learning. We also plan to work on ensuring successful leadership transitions, develop the next generation of leaders and grow emerging and diverse talent.

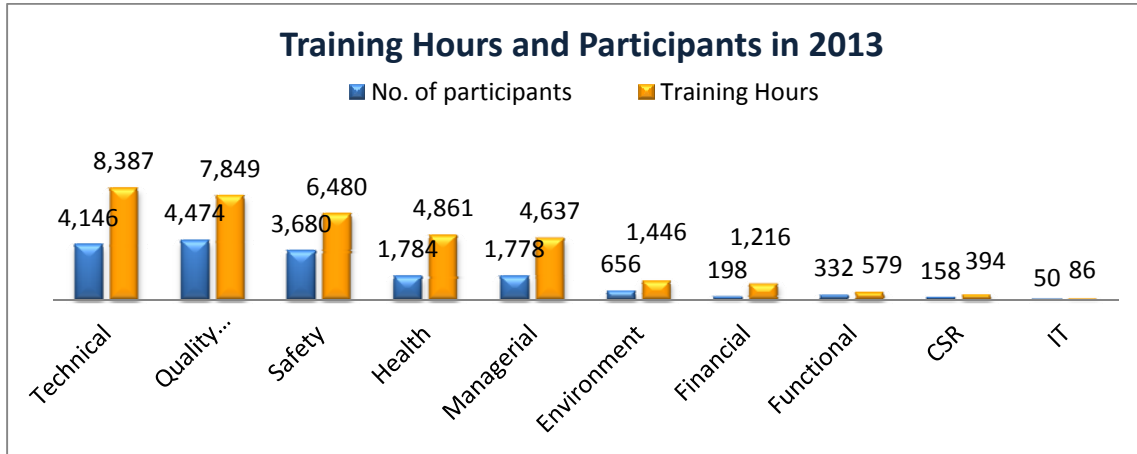
Training

IVL believes in balancing training inputs have multi dimensions, from technical to behavioral, from organizational to individual level, on-the-job training to e-learning platform. Some of the global statistics of the training impacted in 2013 across all locations of IVL speaks about the intensity and the coverage of employees.

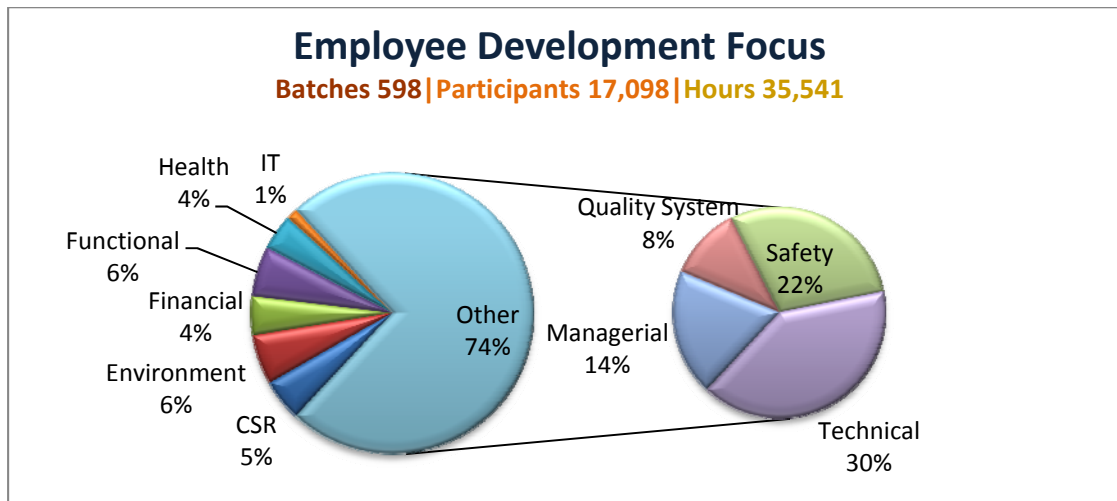
Training programs were designed based on the requirements organizational, functional and individual levels. These programs are grouped in 10 broad focused areas.

SL	Focus Area	Batches	No. of participants	Training Hours
1	Technical	186	4,146	8,387
2	Quality System	52	4,474	7,849
3	Safety	136	3,680	6,480
4	Health	26	1,784	4,861
5	Managerial	90	1,778	4,637
6	Environment	36	656	1,446
7	Financial	28	198	1,216
8	Functional	36	332	579
9	CSR	30	158	394
10	IT	8	50	86
Total		628	17,256	35,935

Organizational level programs are related to Quality System, CSR, Safety, Health & Environment. Functional level programs are grouped in Technical & Functional programs. Individual level training requirements were addressed through the programs which were related to Finance, IT and Managerial.



Individual development was focused maximum as 30% of the training was in Technical, 22% on individual safety and 14% on enhancing individual Managerial skills.



Role of Manager to Inspire Individuals and Teams

IVL's commitment to its workforce includes enabling managers and leaders to be levers for accelerating the company's growth. We invest in our leaders by providing learning and development opportunities that teach managers how to amplify their employees' talent, energy and capabilities. Being a "talent multiplier" is not about making people work harder, but about engaging them in a way that helps them produce better and more relevant work.

The senior management has four principles of manager excellence: lead, coach, drive and inspire. These principles define how we reach our individual and collective potential. Managers are role models who inspire their teams, live the passion of our excellence and promote creative environments for best thinking and work.

IVL equips leaders to plan, land and grow individual talent, align strategy and manage team performance, celebrate and reward performance and drive excellence across the organization. Through it all, managers listen to their teams. To support this process, we are developing a new multi level feedback tool that will give IVL managers the insights they need to identify their own opportunities to improve.

Succession Planning

The planned talent reviews plays a key role in deepening the strength of our bench and help leaders make thoughtful choices about putting the right people to work in the right areas. In these reviews, leaders will be accountable for improving the performance, potential, diversity and continuity of their teams while ensuring the highest return on investments in our talent. This comprehensive career approach will strengthen our globally diverse talent with the critical experiences and leadership skills they need to achieve IVL's business objectives and realize their own potential.

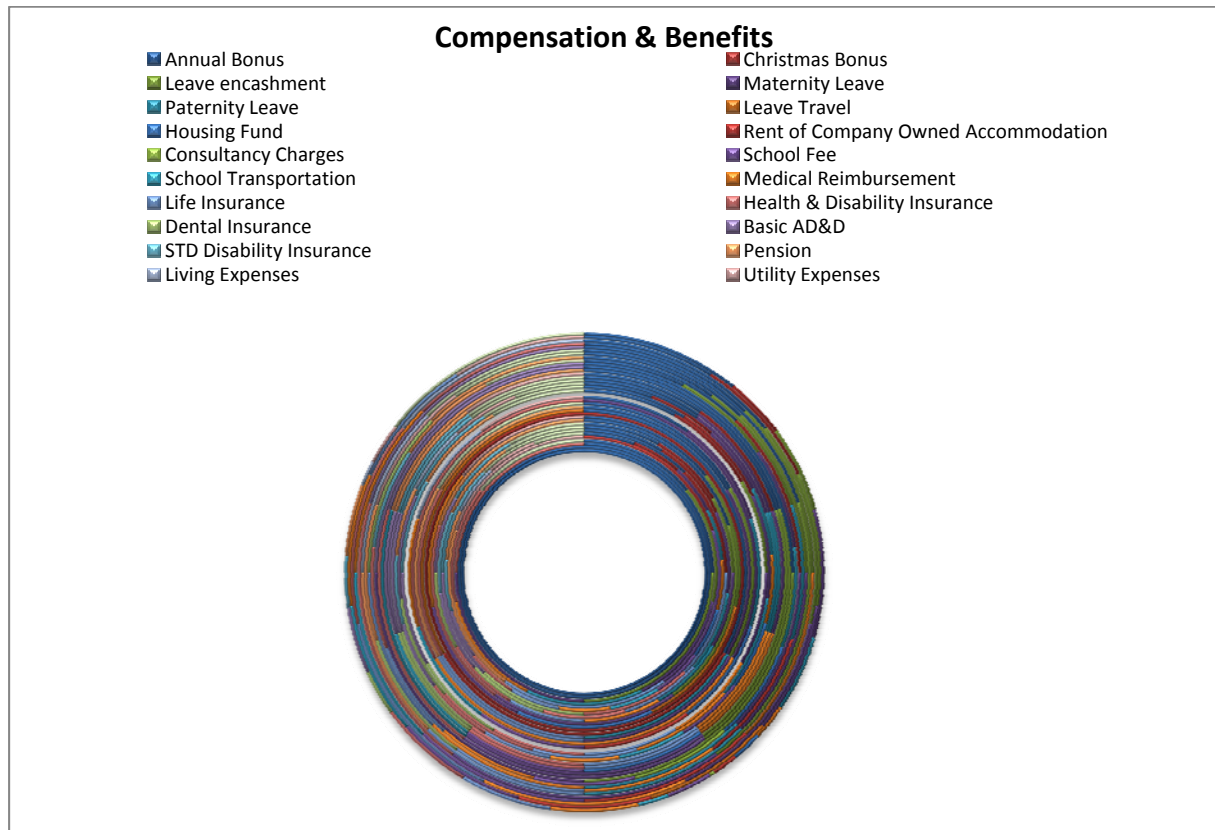
Rewards and Benefits

We celebrate and reward successful employee results through excellent benefits and rewards. IVL offers competitive total compensation, including benefits that provide employees the opportunity to stay fit, ensure the wellness of their families and create a positive working environment. As a global company, every geographic location is different, but each provides for variable health coverage, time off, retirement savings and more. Total benefits packages depend on position, location and years with the company. There is range of benefits across 42 locations and the common benefits at most of the locations are:

- Health insurance
- Life and accident insurance
- Disability insurance
- Retirement savings plan with a company contribution
- Paid vacations and holidays

There are more than 140 types of different benefits which are applicable to specific locations/ units based on the unit's requirement.

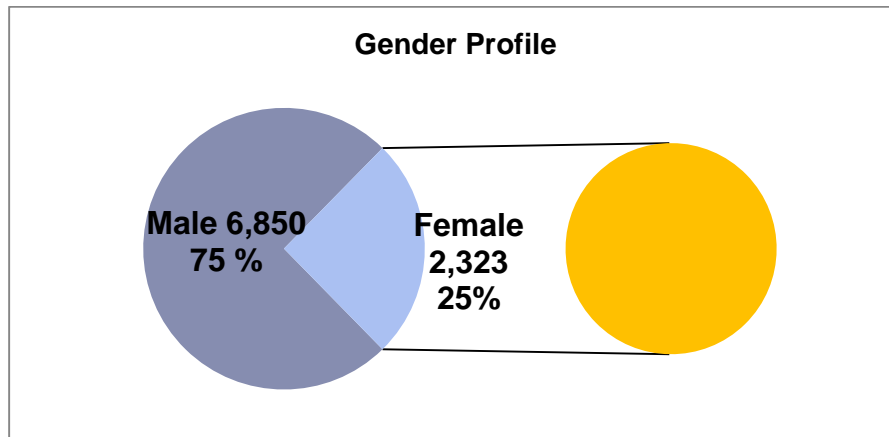
Most common compensation & benefits across locations are given below:



Culture

At IVL, we want an open and creative culture that harnesses diversity and inclusion to inspire ideas and ignite innovation. All units are unique in terms of their culture. However, Operation Excellence and innovation has brought signification shift in the culture of saving cost and development of new products.

With manufacturing facilities in 15 countries and employees from more than 17 countries brings a great learning platform from each other. It also encourages adaptability of different culture and practices. There is an emphasis for expats to learn local language to help them to get integrated with the local culture easily. Learning of local language by expats is given addition incentive in term remuneration. We recognize there is no single approach nor is there a finish line to this type of work. There are many factors that need to be in play to create high-performing, diverse and inclusive teams. Team composition, manager excellence and team culture are all critical to success. While we take an innovative approach to this work, we balance it with the need to offer the fundamentals through education and awareness programs. These basic principles of diversity and inclusion not only make IVL a better company, but have the ability to contribute to making a better world. Gender diversity is also an important criterion and hence the ratio of female is about 25% in the workforce.



Health and Safety

We promote and manage a healthy and safe working environment for employees. We offer everything from healthy-living pledges included in employee-benefit plans to risk-based safety assessments and tracking globally. We provide extensive safety training to employees based on the type of job they do and the level of risk associated with that job.

We track and assess recordable and lost-time incident rates against industry and benchmarked world-class averages. Measured facilities include high-risk facilities, consisting of distribution centers, in-house manufacturing and high employee population locations. We use internal and external audits to assess facility performance, on a one- to three-year cycle based on performance and risk profile – targeting high-hazard and large-population facilities. We audit for compliance with IVL's environmental, safety and health standards.

10. Corporate Social Responsibility and Sustainability

Our Approach to Corporate Social Responsibility

1. Vision and Goal

Indorama Ventures will be one of the leading global producers in the polyester space with our key focus on people and processes, thus making us one of the most admired companies in the world.

2. Sustainable Business

To achieve our long-term strategic vision of being one of the most admired global chemical companies in the world, we are dedicated to creating balance among economic goals, society and the environment. Integrating sustainable development as part of the way we do business is a key for us to achieve sustainable growth.

3. Corporate Social Responsibility Policy

IVL will operate within established laws and promote an ethical organizational foundation. The Company will cooperate with all authorities to ensure it utilizes fair employment practices that meet international standards with respect to human rights and common labor practices.

IVL will conduct its business ethically and treat all stakeholders with respect. The Company will comply with all applicable laws and regulations and maintain open dialogue with authorities and NGOs to promote and maintain a good image for the Company in all its business and social transactions.

As a leading industrial corporation, IVL will seek to limit its impact on the environment and adjacent communities by actively seeking methods to reduce industrial waste through reusing, recycling and the promotion of energy conservation.

4. Seven Pillars of IVL's Sustainable Development

IVL has implemented corporate social responsibility activities in both in-process and after-process to create balance between economy, society and environment. Our Sustainability Approach should be related to the Seven Pillars for the Sustainable Development of the Company that we believe is the core to our philosophy.

- Recycling
- Waste Reduction
- Reusing Resources
- Renewable Energy
- Employee Development

- Stakeholder Engagement
- Local Community Development

5. Managing Sustainability

CSR Committee

IVL appointed a Global CSR committee based at its Bangkok Head Office to oversee the creation and communication of its CSR policy; monitoring and assessing the impact of its policies towards the community and environment on a regular basis. Each business office or factory is responsible for the creation of activities for its employees and community in line with IVL's CSR policy. Local working groups will be set up to coordinate activities with employees, communities and local authorities. All activities will be monitored locally for effectiveness and feedback. Data on the implementation and related statistics will be kept and also sent back to Head Office for assessment.

Head Office will monitor and assess CSR activities on a global basis, assisting local working groups to learn from the experience of other working groups and benchmark themselves to the group as a whole.

Responsibility

It is the responsibility of departmental heads and the officers entrusted with the CSR policy to ensure that the CSR Policy and Procedure is adhered to and all employees are fully briefed and acquainted with the procedure.

6. Strategic directions to sustainability

We developed our sustainability strategy that aligns with key business strategies aiming to balance economic growth, the environment and society.

Reporting and Implementation

1. Standard Disclosures

We firmly believe that transparent reporting helps us improve our long-term sustainability. By communicating clear and accurate information, our stakeholders can fully understand the business, our sustainability challenges and how we respond to these challenges.

In this annual report, we demonstrated our CSR implementation compliance with the Stock Exchange of Thailand's eight principles. In line with the annual report, IVL's Sustainability Report has been prepared using the Global Reporting Initiative's (GRI) G3.1 Reporting Guidelines as a framework.

For a full sustainability report, please visit the CSR section on our corporate website www.indoramaventures.com.

2. Implementation according to the Eight Principles

1. Ethical Business Practices

Our commitment to high standards is embodied in our company culture. Indorama Ventures believes strongly in ethical business practices. We are committed to fully comply with laws and regulations and to conducting business with the highest level of ethics and integrity. We also expect that our business partners will operate to the same ethical standards.

1.1 Fair Competition

We conduct business in a manner that is free, fair, legal, and in environment of mutual respect. We respect our competitors and compete with them fairly and honestly. Our standards of business competition are following antitrust and competition laws in every country in which we operate. We act with integrity in all our business dealings and do not discriminate against any person because of race, color, gender, religion, age, national origin, or other legally protected status.

1.2 Respect the intellectual property of our partners

We believe in the importance of respecting their privacy and confidentiality. Our policy on intellectual property applies to the Company's property as well as others. We make every effort not to infringe upon the intellectual property rights of all of those with whom we do business. Intellectual property includes copyrights, patents, trademarks or trade secrets.

1.3 Promoting social responsibility in the value chain

IVL's suppliers are demanding the same high standard with regard to ethics, labor practices, health and safety, human rights and environment. We communicate our Code of Conduct requirements and share best practices with our partners to improve social and environmental performance of the entire value chain. The selection of suppliers is based not only on the quality and pricing of their products and services, but also their commitment to social, ethical and environmental principles.

We expect our suppliers to

- Build and maintain relationships based on fairness, trust, respect for the rights of individuals
- Provide safe and fair working conditions for their employees as we do within IVL.
- Commit to a workforce free of harassment, discrimination and child labor.
- Comply with all applicable environmental, health and safety regulations.

2. Anti-corruption and Bribery

In May 2013, the Board authorized the management to participate in the Private Sector Collective Action Coalition against Corruption (CAC) by signing the declaration of intent. The Board also

authorized the management to undertake the Certification process of the Private Sector Collective Action Coalition against Corruption to which the Company is a signatory in November 2013. The self-evaluation form of certification process is under review by the Audit Committee and will be completed in the early part of 2014.

To demonstrate its firm commitment against corruption and bribery the Board of Directors approved the Anti-Corruption Policy of the Company at its meeting in January 2014.

The purpose of the Anti-Corruption policy is to ensure that IVL and its subsidiaries have the appropriate systems and procedures to prevent bribery and corruption.

The Company has in place internal procedures for reporting unethical practices/corruption. If anyone becomes aware of any issue or practice involving a potential or actual violation of this policy, they are required to report the matter immediately to one of the following: their line manager or the Whistleblower Committee or the Corporate Compliance Department or by email to ethics@indorama.net. Anyone making a report via any of these channels will be kept anonymous.

The Anti-Corruption Policy are communicated to directors, management and employees and uploaded to the Company's website under the Corporate Governance section.

3. Human Rights

3.1 Respect for Human Rights

IVL is committed to fulfilling its responsibilities on human rights in all of its companies around the world by applying the Universal Declaration of Human Rights and its two corresponding covenants, The International Covenant on Civil and Political Rights and The International Covenant on Economic, Social, and Cultural Rights across all of our businesses.

As a global company operating in 15 countries on four continents, we work in a very diverse range of operational contexts. It is our responsibility to ensure the best possible respect of human rights in every context.

3.2 Human Rights Policy and Implementation

IVL's Human Rights Policy identifies eight elements on which IVL will focus its human rights efforts

- Fair Treatment of Employees : Treat all employees fairly and honestly, regardless of where they work. All staff will have agreed employment terms and conditions in accordance with local law or practice and will be given appropriate job skills training.
- Staff Training : Provide training to ensure effective implementation of this policy through employee induction and human resources communications.

- Legislation and Codes of Practices : Seeking continuous improvement and compliance
- Rights of Access : Provide equal access to facilities and services
- Working Hours : Comply with national standard and industry practices on working hours.
- Recruitment : Ensure decisions on hiring, promotion and training, are made with regard to fairness and non-discrimination.
- Child Labor : Prohibit all forms of child labor.
- Disciplinary Issues : Prohibit physical punishment or abuse.

Details of our approach to human rights can be found on the IVL website ([http://www.indoramaventures.com/EN/corporate Governance/ pdf/ Human_Rights_Policy_EN.pdf](http://www.indoramaventures.com/EN/corporate%20Governance/pdf/Human_Rights_Policy_EN.pdf))

Our Human Rights Policy applies on a global basis to all of our employees and sites. The Policy and Code of Conduct were approved and announced by our Board of Directors. All employees are being required to sign a document stating that they are aware of the policy and code of conduct. New employees receive human rights training at induction. Some sites implemented e-training for their employees to ensure the policy is communicated. Annual refresher training has been planned and will be implemented in 2014. Additionally, we planned to further communicate our approach to human rights and code of conduct externally through our quarterly corporate magazine.

It is important to ensure that our policy and code of conduct are well communicated to new operations or acquisitions. We immediately apply and integrate the policy into their systems once we have closed the acquisition and brief management.

We have a Whistleblower Policy which specifies grievance procedures through which staff can raise personal and work-related issues. Global HR Head, the Company Secretary and Head of Internal Audit maintain a direct line of reporting to the NCCG Committee of Independent Board Directors (NCCG - Nomination, Compensation & Corporate Governance) on compliance-related issues including with respect to human rights and investigations.

Detailed of grievance procedure can be found on Whistleblower Policy on the website http://www.indoramaventures.com/EN/corporateGovernance/corporateGovernance_Documents_OtherPolicies_Whistleblower.php) IVL reported zero grievances in 2013.

4. Fair Labor Practices

IVL is committed to treating our people fairly and with respect. To ensure consistent and fair labor practices worldwide, we have included standard practices for respectful and ethical treatment of employees in our Human Rights and Human Resources Policy.

4.1 Recruitment and Talent Attraction

The Human Resources policy has been designed and implemented to attract potential employees and retain, develop and promote existing employees. The HR policy and practices are reviewed every year to keep it current with the requirement of business and changing dynamics in the job market. For the long term sustainability of the organization, the focus is on assessment of current performance and competency (potential for future) of the individual employee (both at management and staff levels).

Indorama Ventures offers an international grade of benefits to expatriate employees and benefits for local employees that are equal to or better than similar companies in the industry. Management believes in rewarding talent and has a fast-track system in place to encourage the development of individuals who are considered outperformers. Training is provided regularly to technical or specialist staff to enable them to be aware of latest developments in their fields.

Details on acquiring, managing and developing talent can be found in the Corporate Governance Report under the Human Resources and Training section.

4.2 Remunerations and Benefits

The Company is in a highly competitive industry and in order to attract and retain high quality employees it is necessary to ensure that salaries are comparable in order to be attractive. The Company also offers special packages to expatriate employees that include benefits for the employee's family.

Details on remunerations and benefits can be found in the Corporate Governance Report under Human Resources and Training, Rewards and Benefits Section.

4.3 Training and Development

The growth of employees is an important factor for the success and sustainability of IVL. It is a global company and we want our people to have with a global outlook. The company is also a growth company and plans to continue building and acquiring assets and businesses around the world with a focus on the Polyester Value Chain. With the Performance Management System (PMS), we identify employees who are high on performance and competence both. These employees are identified for their career advancement. They are given opportunities for exposure to other units of IVL within or outside the country for short intervals initially and then they are transferred to those units. These transfers are the part of career path which makes them to grow their knowledge and skills and in turn to the next level of the hierarchy.

HR presents its annual strategy which is line with business to the Board of Directors for their approval. HR strategies are to support business growth, manpower optimization, business/functions integration, and identification and development of the workforce to meet business requirements. Some of the

examples are the availability of the right people for expanding units, restructuring of the organization to enhance its effectiveness, assessment of high potential employees for effective succession planning, etc.

The Performance Evaluation process is for Management Staff. This is an annual process which takes the calendar year as the assessment period.

The process has two steps i.e. Self-Appraisal and Assessment by the immediate superior. The process is based on open discussion with the superior on the performance and expectations from the next year.

Based on the outcome of the PMS process, the training needs are identified for each employee. Details on training programs and related numbers can be found in Corporate Governance Report under Human Resources and Training section.

4.4 Health, Safety, Hygiene and Working

Environment IVL is committed to protecting the health and safety of all employees, contractors, visitors and other people who may be affected by our work and activities. At each location, we integrate occupational health and safety into all aspects of the business. We implement programs from accident prevention to health protection.

We are committed to complying with applicable laws and regulations regarding occupational health and safety in the countries in which we operate.

IVL has a Hygiene and Safety Policy at the Group level to govern all the health and safety related activities. Each site has assigned a designate person to be the Site Hygiene and Safety Officer (SHSO). The SHSO will examine the implementation and audit of Safety Directives on a regular basis and oversee control of contractors in respect to hygiene and safety. Each site will conduct an in-depth analysis of severe accidents. The Site head will ensure that all employees have access to the Hygiene and Safety Policy. Employees are working toward achieving the goal of zero accidents and injuries.

All sites are also committed to operate to meet the requirements of OHSAS 18001 (an international standard for occupational health and safety management system) or equivalent. To date, seven sites have become OHSAS 18001 certified.

In addition, IVL requires all sites to conduct health and safety risk assessment to identify areas where operational procedures or other controls are required or should be reviewed. The risk assessment is reviewed annually or when there is a change in operation that could affect the risk profile such as installation of new equipment.

Some work at sites are being carried out by the contractor. We require all our contractors and sub-contractors to meet strict health and safety requirements. To further promote safety awareness and reduce factory incidents, Indorama Petrochem introduced an Incentive Program to motivate all permanent contractors working at IRPL plant on safety and occupational health.

4.5 Diversity and Equal Opportunity

Today, Indorama Ventures has more cultural and racial diversity than ever before. We commit to ensure that there is no unjustified discrimination in the business activities such as recruitment, compensation, promotions, training and development. All activities are conducted without discrimination against anyone based on their age, race, color, religion, nation of origin, sexual orientation, disability, HIV/AIDs status, political opinion or any status regarded a human right.

The Company has a specific policy on HIV-AIDS and committed to providing employees with a work environment free from AIDS discrimination. IVL's commitment to protection of the human rights of HIV/AIDS infected persons apply to all business operations and to all employees globally. Employees with HIV/AIDS infection will be treated in the same way as other staff including health and life insurance, disability benefits and leaves of absence. Any form of discrimination or harassment, directly or indirectly, towards HIV/AIDS infected persons is considered to be subject to disciplinary action up to termination of employment.

5. Responsibility towards Customers

We value the customer at every level of the Company and have made customer satisfaction one of the goals of the company that is also reflected in our mission statement, whereby we focus our activities to achieve customer delight and loyalty for a long- lasting relationship.

We are committed to operating in a way which is fair, transparent, non-discriminatory and delivers to the highest levels of professionalism and integrity. We seek to better understand our customers' unique requirements and their current business needs. We always deliver our products and services to fully meet our customers' expectations today and their long-term requirements. We want our customers to see IVL as their best business partner.

5.1 Product Quality and Safety

We are committed to developing and providing high quality and safe products. We continuously improve our processes and products and stay current with new regulation and industry best practices. To ensure the highest quality and safety of our products, we adopted third-party certification and quality standards such as AIB Food Safety Compliance, the Oeko-Tex® Standard 100, HALAL, GMP, ISO 22000: 2005, ISO/TS 22002-1: 2009, FSSC 22000.

We also implemented Quality Management Standards like ISO 9001:2008 to ensure consistently products and services and quality improvement, with the aim of enhancing customer satisfaction.

In terms of the product itself, IVL offers a wide range of specialty and high performance polymers used in home textiles, building, transportation, automotive, consumer goods and industrial applications to keep people and property safe from harm.

With numerous stringent regulations and standards established worldwide, our flame-retardant polyesters have been used in many products where safety is required. Trevira offers built-in safety fibers and yarns. Unlike fabric that receives a surface treatment at a later stage, Trevira CS textiles are inherently flame retardant, therefore, offering long-term security. Trevira CS textiles are environmentally and ecologically friendly materials as there are no additional fire protection chemicals required. Furthermore, a comparative fire test shows Trevira CS develops only very slight amounts of toxic fumes compared to a normal flame protection fiber.

In North America, we developed a new formula of PET resin that is more suitable for extrusion blow-molding (EBM) large container, providing strength and stiffness yet the transparency required by marketing people to show the freshness of a fruit juice and the sustainability of a PET product that can be recycled 100%. A jug with a built-in handle made from PET is considered to be safer for large containers and easy to carry, therefore, with more convenience than an attached handle. Today, PepsiCo uses our EBM resin to make their award-winning Tropicana™ fruit juice containers.

5.2 Material Safety Data Sheet and Product Labels

A Material Safety Data Sheet and labeling are important sources of information for safe handling of products. Whether or not required by law, we provide health, safety and environmental information on our product labels and packaging. All important information included chemical name, ingredients, hazard identification, first-aid measures, fire-fighting measures, physical and chemical properties, stability and reactivity, toxicity, disposal consideration, transportation information and regulatory information.

IRPL has been awarded the Carbon Reduction Label from the Thailand Greenhouse Gas Management Organization, Thailand Business Council for Sustainable Development (TBCSD) and Thailand Environment Institute (TEI) for its PTA product. The Carbon Reduction Label is a certified label awarded to a manufacturer achieving reduction of at least 10% of greenhouse gas emissions resulting from its manufacturing process. This certification marks an important step forward for IVL in terms of reducing greenhouse gas emissions emitted from the production process of each product and service.

5.3 Communication with Customers

We believe that trust and loyalty can be built through regular interaction with customers. We communicate regularly with our customers in many ways such as direct contact through sales and marketing executives, meetings, conferences, email, website, publications and social media

platforms. Senior executives make a point of visiting key accounts regularly in order to gauge satisfaction.

In communicating with customers, we respect the voice of the customer and respond to complaints, requests and inquiries promptly. Complaints from customers are received by our customer sales representatives whose duty is to pass on reports to their supervisors and management team for further consideration, advice and most appropriate response. Management will then make a decision to solve the issue employing short, medium and long term initiatives.

Customers can be a source of new ideas. We listen and respond to our customer feedback and take it into account when it comes to quality improvements and new product development. We work together with our customers to develop products that are tailored to their specific needs, for example, Coca-Cola's PlantBottle®.

IVL value trustworthiness, honesty and open communications. We provide accurate, sufficient and useful information to customers and keep our customers up-to-date with new developments. In any communication, we aim not to mislead customers by providing false or exaggerated information.

5.4 Customer Privacy

IVL respects individual rights of customers and committed to keeping individual customers information accurate, confidential, and not to disclose to a third party. We have developed the Policy on the Treatment of Customers to explain our practices for appropriate handling of customer information.

6. Caring for the Environment

IVL gives high priority to environment issues and demonstrates our commitment everywhere we conduct business. We have issued Environmental Policy with the aim to outline principles in relation to managing potential environmental impacts from our operations.

Our employees are responsible and play a full role in implementing environment policy. We provide training to employees where necessary to achieve compliance and contribute to the success of this policy.

Our worldwide operations are conducted in compliance with all relevant environmental laws and regulations. We implement environmental management standard such as ISO 14001 and making continuous improvements in the environmental performance of our production sites worldwide.

6.1 Responsible Use of Resources

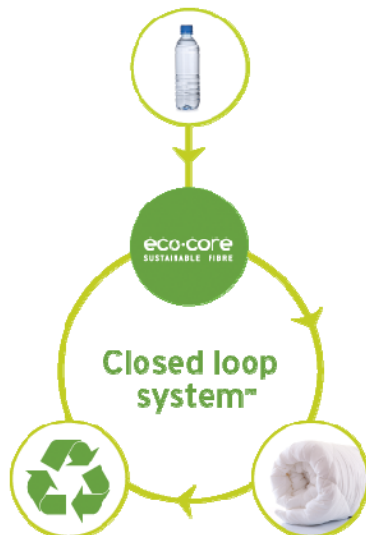
IVL spends an average 50-60% of total conversion costs on utilities, energy and chemicals. Efficient use of resources therefore positively impacts the profitability.

We strictly control and continue to minimize consumption of resources. All manufacturing sites are required to report their environmental performance indicators annually according to Global Reporting Initiatives (GRI) guideline. We introduced various environmental initiatives to increase resource efficiency, which is involved in the reduction of materials, energy, water and waste.

• Raw materials

We are working continually to make the most of raw materials. Many R&D activities at IVL are focused on improving resource and material efficiency, for example lightweight design, fibers made from renewable plant compounds and post-consumer recycled content.

Wellman introduced a Close Loop SystemTM which can recover up to 100% of polyester components from end-of-life products. Products developed from Wellman Fiber can be re- introduced into the raw material stream and once again made into Wellman Fiber.



• Energy

We continue our efforts on reducing energy used in our operations. Energy consumption is measured to eliminate waste and identify the potential for improvement. We replace inefficient equipment with higher efficiencies to bring down energy consumption and conduct regular maintenance to keep its run efficiently.

We utilize the best available technologies and upgrade plants in order to reduce energylighting, ISO 50001) consumption and increase process efficiency. For example, we replaced conventional solid-state polymerization (SSP) with a Melt-to-ResinTM technology which produces a resin within one step. It therefore significantly reduce costs for energy due to the reduction of production cycle time.

We invested in our onsite energy production to produce energy from renewable sources e.g. solar and wind power. By diversify energy sources, we are able to reduce our energy needs and lower our impacts on environment.

Additionally, other simple methods were implemented to improve efficiency such as installations of energy efficient lighting and the use of videoconferencing instead of business travel.

To date, five of our manufacturing sites have achieved the ISO 50001 certification for energy management standard. The certification recognizes IVL's ongoing commitment to ensure environmental excellence across its operation.

• Water

IVL regards water as a scarce resource that requires appropriate management. We strictly control water demand and supply across all processes and operations to improve water utilization and eliminate water waste. Various actions have been taken to make water use more efficient e.g. reduce raw water consumption in dewatering unit by reusing water from waste water treatment plant, replace the hydrant ring main to prevent water leakage in the pipeline.

Water quality is also important to keep our communities clean and healthy. Our process water must be treated to meet water quality standards, either by our own water treatment plants or by discharging effluents to external treatment plants.

• Waste

Waste reduction in production process is a key part of our cost reduction program. We constantly monitor our production processes and conduct preventive maintenance to preventing waste before it is the generated. By improving manufacturing process, we can identify and reduce excessive consumption of energy or raw materials, losses in the production process and rejection at the inspection stage.

Apart from waste prevention, we also reuse waste materials by converting waste streams into reusable materials e.g. reuse waste heat from exhaust air, reprocess PET dust onsite, recycle the drained slurry back to process and remove glycol from the waste water stream. We continue to invest in recycling and increase the use of recycled raw materials in our production.

Further waste reduction has been achieved by utilizing reusable packaging, recycling waste paper, print cartridges, kitchen waste and electronic equipment.

For more details on initiatives and performance data, please see our Sustainability Report 2013.

6.2 Prevention of Pollution

We implement systems to manage pollutions and carry out activities to reduce the amount of substances used and emitted in our operations. Apart from controlling the air pollution, we also initiated programs for wastewater treatment and waste management.

We establish GHG Management System to reduce greenhouse gas emissions to meet the ISO 14064-1 standard requirement and use low emissions or renewable sources on-site where possible to reduce air emissions. Transportation also has significant impacts on air quality. We use lower impact forms of transportation such as changing company vehicles from diesel to CNG and reduce business travel to lower pollution.

We are committed to minimizing the use of fresh water through operational efficiency and recycling it back into the process where practicable. To avoid impacts on local water sources, we effectively manage wastewater to achieve high standards of effluent. Our ongoing initiatives include the implementation of CO₂ neutralization to decrease the amount of sulfate in waste water, the reduction of excessive Biochemical Oxygen Demand (BOD) in waste water to produce better quality effluent and trigger level setting for storm water emissions to provide early detection of the limits on storm water discharges before release to the environment. We have additionally investigated alternative treatment for process wastewater to ensure conformity with all applicable laws, regulations and standards.

Details of all chemical used in our operations have been maintained and available to relevant regulators and interested stakeholders.

6.3 Protecting Biodiversity

Our environment policy is to strive to enhance biodiversity where practicable. We work with the relevant authorities and affected parties to ensure protection of natural habitats through effective pollution control measures and management plans to conserve or enhance the biodiversity.

Where we develop new site, we will comply with all relevant statutory requirements and guidelines in respect of designated areas. Where we need to build, we will aim to promote biodiversity, taking account of any local biodiversity networks or action plans. We will seek to identify any existing sites where the potential exists for enhancing biodiversity and over time develop appropriate actions plans to achieve this and do this in partnership with the relevant authorities and affected parties who promote biodiversity on a local and national level and seek to identify ways in which we may be able to support the development of selected schemes or initiatives.

7. Social and Community Development

Indorama Ventures is committed to strengthening local communities and contribute towards sustainable and long-term benefits in the areas where we operate. We play a significant role in local communities by stimulating local economies, creating local jobs and contributing to social development projects.

7.1 Job creation and skill development for the communities

Job creation is one of the core elements contributing to local economic development. In order to support community development and stimulate the local economy, IVL focus is on local employment when establishing or expanding our operations. At the end of 2013, IVL has 9,000 employees worldwide. We employed a greater percentage of local workers that those from other areas.

Other than direct employment, we work in collaboration with local communities to provide education and training in areas that are of interest to the community. For example, the PET Group at Lopburi invited speakers from the Provincial Fisheries Department to talk to villagers on how to raise catfish. Indorama Polyester Industries (Nakhon Pathom) arranged a workshop to teach villagers basket weaving and artificial flower making to generate more income and become self- sustaining.

IVL also engage in a wide range of career development activities. We hosted several factory visits for local schools to gives students experience in a real work environment and guide them in their future careers. We arranged a knowledge session for postgraduate students to support their studies and we act as a guest speaker at various universities.

To enhance more local job creation, we procure a diverse range of products and services from local businesses within and adjacent to our sites. By purchasing goods and services locally, we help local business grow and build community strength.

7.2 Community Involvement

IVL has been involved in various community development programs to promote local communities' social well-being and economic growth. Our activities consist of six focus areas; philanthropic giving, arts and cultural programs and sponsorships, environment, education, community health and wellbeing and employee volunteerism.

Our philanthropic contribution aims to improve the quality of life in the communities. Each site has its own fund and will support charities that align with our CSR practices and are within the community. We also support a variety of local events and activities to help communities enhance arts and culture.

We integrate environmental practices into business activities worldwide and contribute to a healthy environment within the community. Our ongoing initiatives include promoting reuse and recycling of PET and Polyester fibers and yarns and community clean-up.

IVL has been supporting local communities to improve their local educational standards and play a part in building better citizens and communities. We continue to support education through scholarship and other programs including internship, speaking engagement and vocational training.

We provide a wide variety of support in the area of health and wellbeing, from health training to improvement of health infrastructure. Our employees are encouraged to give their time to make positive changes to their communities.

Additionally, we conduct open house sessions and regular community meetings to allow people living in the local community to discuss and share their views. All issues raised and comments received have been documented and response is made directly by each site.

For more information on the CSR activity regarding community involvement, please see our sustainability report 2013.

8. CSR Innovation and Diffusion

Sustainability is directly linked to innovative capability. Acquisition of R&D targets allows the Company to leapfrog the long development incumbent in a Greenfield process by owning innovations that usually would take several years to develop. Through innovation, we can continuously make products that are more environmentally sustainable and directly contribute to social sustainability.

8.1 Creative CSR

Polyester is recyclable, making it the sustainable material of choice. IVL acquired Wellman International, Europe's largest recycler of PET bottles as well as a leading European producer of polyester staple fiber products and rPET. Through IVL's global synergies, we are able to transfer recycling technology to the Company's Asian assets in Nakhon Pathom, Thailand. Under the project, post-consumer PET bottles will be collected and recycled to produce high-quality resin for making containers for consumer drinks; yarns for premium garments and color fibers for automotive and non-woven applications.

Indorama Ventures launched ECORAMATM, a 100% recycled fiber manufactured from postconsumer resin (PCR) flakes-to-fibers. This product has been awarded a Green Label certificate by the Thailand Environment Institute.

Trevira is producing PLA fibers (IngeoTM), a biodegradable (compostable) fiber made from renewable plant compounds which are used in various applications e.g. wet wipes, hygiene products and technical nonwovens.

Eco-core is Wellman International's fully validated range of sustainable polyester staple fibers made from post-consumer recycled plastic bottles. 2.2 billion bottles are recycled annually to make eco-core fiber.

8.2 Co-Creating Unique Value with Customers

Indorama Ventures innovations are developed in response to unmet demand and create new opportunities for customers to market materials that have unique traits. We not only provide the highest quality products to our customers but

We have worked with Coca-Cola in efforts to develop a polymer resin that utilize a derivative of plant material. The resin is now being used to make beverage packaging that is fully recyclable, convenient, light weight and uses materials made from plants, called "PlantBottle™".

PepsiCo was facing challenges in making strong enough large containers from PET with built-in handle to make carrying a large jug convenient. We developed a new extrusion blow molded (EBM) of PET that offer a clear, handled and recyclable bottles. Polyclear® EBM PET has been used in PepsiCo's Tropicana™ fruit juice containers and recognized by the Association of Post-Consumer Plastic Recyclers as meeting or exceeding the APR PET Critical Guidance Document protocol.



11. Internal Control and Risk Management

The Board of Directors of IVL has assigned Audit Committee of IVL to supervise the financial reporting process of the Company and its subsidiaries in accordance with generally accepted and consistently applied accounting standards and in line with the rules and regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) as well as concerned legislations. The responsibilities of Audit Committee also includes reviewing the Company performance in compliance with corporate governance principles, maintaining suitable, effective, and well-recognized internal control and audit systems, selection and recommendation of external auditors, and any other tasks as designated by the Board of Directors.

The Company has in house Internal Audit Department reporting directly to the Audit Committee. The Internal Audit Department is responsible for reviewing the adequacy of internal control systems for IVL and its all subsidiaries. Internal Audit Department reports its findings and recommendations to the Management and the Audit Committee. The Audit Committee periodically reviews the internal audit findings with the Internal Audit Department. The Audit Committee together with Internal Audit Department ensures that recommendations for improvement of Internal Controls are implemented by the respective entities. The Internal Audit Department carries out the internal control reviews of various business processes of IVL and all subsidiaries including overseas subsidiaries. The objective of internal control reviews is to ensure that there exist an effective system of internal controls which provide reasonable assurance regarding achievement of Company's objectives.

The Board of Directors of the Company in the Meeting No. 1/2014 held on 12 January 2014 which was attended by all members of the Audit Committee, after considering the recommendation of the Audit Committee, has evaluated the opinion for the internal control systems of the Company and its subsidiaries for the year 2013 and found the internal control system satisfactory. Below is a summary on the Sufficiency of Internal Control Systems of the Company and its subsidiaries:

Control Environment

The Company has set its vision and mission statements and informed all employees. This forms the basis of employee goals and objectives at all the operating units.

The Company defines the goals and objectives of all its operating units yearly and the steps to be followed in achieving the Company's objectives and reviews it from time to time. IVL encourages teamwork and firmly believes in team performance and rewards rather than individual incentives. All employees are rewarded appropriately considering their performance of the group. There is a policy in this regard clearly specifying how bonuses and incentives are to be formulated for employees. The Company has in place an annual performance evaluation system (PMS) for all its employees.

The Company has a well-structured organisation structure in place which indicates the individual's responsibility for key businesses and other functions. The Company has Internal Audit Department

which reports functionally to the Audit Committee of the Company. The organisation structure clearly mentions the reporting structure of Internal Audit to the Audit Committee. Need based trainings and exposures through rotation are the tools which used for enhancement of the knowledge, skills & capabilities of the employees. The Company has Succession Planning for Life Line positions which is evident in Balance Score Card of the Group CEO (GCEO) and Segment Heads. The GCEO has the succession plan for top life line positions including his own. The list of successors is discussed by GCEO with the Independent Directors of the Board under Nomination, Compensation & Corporate Governance Committee (NC&CG). This is also mentioned in the Corporate Governance Charter of the Company. IVL has detailed Code of Conduct for its Directors, executives and employees. The Code of Conduct of Company has been announced to all the employees of the Company and is signed off by them. All the new employees are provided with the copy of Code of Conduct as part of their orientation program and their sign off is obtained. All the employees are required to sign the Code of Conduct in case of any revision in Code of Conduct. The Code of Conduct for employees and directors is published on the website of Indorama Ventures Public Company Limited.

Risk Assessment

IVL has Enterprise Risk Management Committee. There is an effective process to identify and manage business risks. Respective Business Heads who are also member of Risk Management Committee closely monitor key business risks and the respective management teams regularly review the underlying factors that may cause the risks so that the risks are identified and analysed periodically and adequate preventive measures/ controls are taken for risk mitigation. The Company has Enterprise Risk Management Charter which has been approved by the ERM Committee and Board of Directors. The Enterprise Risk Management Charter emphasizes on developing/creating awareness of risk and embed the 'Risk Culture' amongst all the employees, at all levels, of each business segment in every plant in the Organization. As part of embedding the 'risk culture', the Committee has further advised to inculcate the system of identifying the root cause of the risk, especially of those of repetitive nature, and to take appropriate risk mitigation action to curb the occurrence of such risks in future. All significant risks identified are recorded in the risk management report maintained by the Business Core Committee and other sub-committees at plant level. The risk management report includes probability of risk and its impact together with the action plan for risk mitigation. The risk management report together with risk mitigation plan is reviewed quarterly by the Business Core Committees and sub-committees. Various policies, procedures and internal control systems of Company and its subsidiaries provide the efficient system of checks and balances to ensure that any possible fraud is detected.

Control Activities

All operating units of IVL have policy and procedures in writing with regard to general management, procurement, sales & marketing and financial activities for all its units. IVL also have Accounting Policy Manual in line with Thai Accounting Standards and IFRS to be followed across all subsidiaries

of IVL. This together with the financial authority manual ensures that adequate controls and checks are exercised by the management to operate efficiently & to mitigate the risk of frauds or misappropriations. Financial Authority Manual is also been implemented for all newly acquired subsidiaries of IVL. There is an adequate segregation of duties in respect of authorization, accounting and asset keeping at all its units. The IT department of the Company does not have any authority to approve or record transactions. All information related to major shareholder, Directors, management and related persons is maintained by the Secretarial Department of the Company. There is a well defined process of granting access rights for electronic information. There exists a process of communicating to all new employees about the IT Security Policy of the Company. The IT Security Policy of the Company is communicated to all existing employees annually.

There is an internal policy on connected and related party transactions which very clearly stipulates what is a connected transaction, who is a connected/related party and the procedure to be followed in case the Company enters into a connected transaction. All connected transactions have to follow the rules and regulations of the SEC/SET. As per the Regulations of the SEC/SET, depending on the size of the transaction a new connected transaction is reviewed by the Audit Committee and recommended to the Board for their approval. Every quarter, a statement of all connected transaction is submitted to the Audit Committee and the Board. All connected party transactions are business driven. Persons granting authorizations have no interest from those activities and the Company and its executives are fully aware of the rules and guidelines of SEC/SET and the internal guidelines adopted in this regard. All connected party transactions above prescribe limits are approved by the Audit Committee of IVL. The rationale, benefit to the Company and pricing mechanism for each connected party transaction is first considered by the Audit Committee and then by the Board. The Company ensures and follows the guidelines on the classification of connected party transactions as prescribed by the SEC/SET to ensure that the transactions are on arms length basis.

Connected party transaction policy is reviewed periodically by the management and the Audit Committee. All subsidiaries and associates of IVL have common directors who regularly monitor the operations of the subsidiaries and ensure that they are in line with the overall objectives of IVL. The IVL Board is briefed regularly on the performance of the subsidiaries. Minutes of subsidiary units are provided at each quarterly meeting of the Board.

It is the policy of the Company to strictly abide by all laws and regulations in force. Compliance of the same is reviewed by the legal department and Internal Audit. A Compliance Certificate is obtained from the respective Plant Head confirming or informing the status of the compliance with all applicable laws and regulations, statutory filings and is reported to the Audit Committee on a quarterly basis and to the Board on need basis. The Company has Disaster Recovery Plan for IT processes to bring the IT system back to normal within the time frame. The Company is in the process of developing Business Contingency Plan to ensure business continuity in case of any disaster.

Information and Communication

The Company/ management ensure adequate and sufficient information is provided to the Board for their review and consideration. The minutes of the meeting of Board of Directors are prepared by the Company Secretary. The minutes cover all aspects of discussion held during the Board meeting. The minutes of the meeting are reviewed by all directors and signed off by the Chairman of the Meeting. IVL has the Accounting Policy Manual in line with Thai Accounting Standards and IFRS which is followed by all its subsidiaries. Accounting policies of the Company are also reviewed by the external auditors of the Company. The Company Secretary and Audit Committee Secretary fulfil any requirement / information / provide assistance to the Directors as per their request. The Company has Whistle Blower Policy which provides a channel to employees to lodge any anonymous complaint. The Website of the Company provides various communication channel for external parties e.g. Company Secretary, Investor Relations, HR Department etc. The Legal & Secretarial Department of the Company are authorised to communicate with the regulators. Website of the Company provides a channel of communication to external parties to contact directly with independent directors by sending an email at independentdirectors@indorama.net.

Monitoring

Annual operational and performance budget of the Company and its subsidiaries is reviewed and approved by the Board of Directors. The Company's performance is reviewed by Board of Directors on quarterly basis which include comparison of actual performance with budget. Further, Company's quarterly consolidated financial statements are reviewed and approved by the Audit Committee in their quarterly meeting. Further, the Audit Committee reviews the annual audited financial statements and recommends to the board for their consideration and approval. The Company's Internal Audit Department reviews the internal control system throughout the various business processes across subsidiaries as per the annual Internal Audit Plan approved by the Audit Committee. The Internal Audit reviews for various business processes across subsidiaries and give special emphasis on the adequacy and effectiveness of internal controls. Moreover at each quarterly meeting the Audit Committee also reviews management letter from external auditors for all the units. As per the organisation structure of the Company, the Internal Audit Department has direct reporting to the Audit Committee. The Audit Committee approves the Annual Internal Audit Plan. The Internal Auditors discuss the audit findings with the auditee department and CEO/COO and then presents the final report to the auditee and Management. Presentation of Internal Audit Department on significant finding is periodically reviewed by the Audit Committee. The Internal Audit Department reports the internal control weaknesses, recommendations for improvement of controls along with the corrective action plan for implementation to the Audit Committee on half yearly basis.

Head of Internal Audit and Head of Compliance**1. Head of Internal Audit**

The Company has its own Internal Audit Department, Internal Audit Manual and Internal Audit Charter. The Audit Committee has the authority to approve the appointment, transfer and dismissal of the Head of Internal Audit. The Audit Committee has appointed Mr. Anil Kumar Ailani as the department head. The Internal Audit Department is entrusted to carry out internal audit activities of the Company and its subsidiaries under the supervision of the Head of Internal Audit. The Internal Audit Department reports functionally to the Audit Committee.

2. Head of Compliance

The Company has appointed the Company Secretary, Mr. Souvik Roy Chowdhury as the Head of Compliance in order to review and evaluate the various statutory and legal compliances for all IVL units and to ensure that they are in accordance with the applicable rules and regulations and company policies.

12. Connected Transaction

The connected transactions of IVL occur in the normal course of business and the pricing is akin to market prices that would normally be charged to/by any other customers/suppliers with comparable and reasonable terms and conditions. The following is a summary of such transactions as at 31 December 2013 with the rationale for each:

1. Normal Business Transactions

Transaction by	Connected Party	Relationship	Type of transaction	Rationale	Pricing Method	Year Ended 31 December 2013 (Amount in MB)	Going Forward
Indorama Petrochem Ltd. and TPT Petrochemicals Pcl.	Indo Rama Synthetics (India) Ltd.	Mr. O.P. Lohia, a major shareholder of Indo Rama Synthetics (India) Ltd., is a blood brother of Mr. Aloke Lohia, director of Indorama Petrochem Ltd. and TPT Petrochemicals Pcl.	Sale of Purified Terephthalic Acid	Indo Rama Synthetics (India) Ltd. is a Polyester manufacturer and distributor, which uses PTA as a major raw material.	The price paid is a negotiated price at arm's length basis based on prevailing market prices.	4,632.76	This transaction will continue based on normal agreed terms.
Indorama Petrochem Ltd. and TPT Petrochemicals Pcl.	PT. Indorama Synthetics Tbk. (PTIRS)	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr. S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Sale of Purified Terephthalic Acid	PTIRS is a Polyester manufacturer and distributor, which use PTA as a major raw material.	The price paid is a negotiated price at arm's length basis based on prevailing market prices.	459.80	This transaction will continue based on normal agreed terms.
PT. Indorama Ventures Indonesia and PT. Indorama Polyester Industries Indonesia	PT. Indorama Synthetics Tbk. (PTIRS)	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr. S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Sale Polyester Filament Yarn	PT. Indorama Synthetics Tbk is a Polyester manufacture and distributor, which use Filament Yarn as a major raw material.	The price paid is a negotiated price at arm's length basis based on prevailing market prices.	128.31	This transaction will continue based on normal agreed terms.
Indorama Polyester Industries Pcl.	PT. Indorama Synthetics Tbk. (PTIRS)	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr. S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Sale of all kinds of polyester products such as Polyester Chips including recycled chips, Filament Yarn, PSF including recycled Fiber, HCF and BICO Fiber	IPI is selling its product to different customer in order to explore the possibility of selling more products to PTIRS at prevailing market prices as and when any opportunity arises going forward.	The price paid is a negotiated price at arm's length basis based on prevailing market prices.	974.25	This transaction will continue based on normal agreed terms.

Transaction by	Connected Party	Relationship	Type of transaction	Rationale	Pricing Method	Year Ended 31 December 2013 (Amount in MB)	Going Forward
Wellman International Limited (WIL)	PT. Indorama Synthetics Tbk. (PTIRS)	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr. S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Purchases Substandard PET Chips	Wellman International Limited uses substandard PET chips as one of its raw material.	The price paid is a negotiated price at arm's length basis based on prevailing market prices.	87.23	This transaction will continue based on normal agreed terms.
Indorama Polyester Industries Pcl (IPI)	PT. Indorama Synthetics Tbk. (PTIRS)	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr. S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Purchase of Polyester Resin Chips	IPI is in the process of establishing a Bi component Staple Fiber manufacturing plant at Rayong and for the production of this product, Polyester chips of a certain quality is required. The chips produced by PTIRS have been approved by the technology licensors Toyobo as one of RM source.	The price paid is a negotiated price at arm's length basis based on prevailing market prices.	1.71	This transaction will continue based on normal agreed terms.
PT. Indorama Polypet Indonesia (PTIPPI)	PT. Indorama Synthetics Tbk. (PTIRS)	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr. S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Purchase of Polyester waste	PTIPPI has potential to sell waste with good margin while PTIRS has regular production of White Lump waste of approximately 10 MT/month and SSP dust of approximately 8 MT/month and can supply to PTIPPI.	The price paid is a negotiated price at arm's length basis based on prevailing market prices.	2.20	This transaction will continue based on normal agreed terms.
Indorama Ventures Polymers Mexico, S. de R.L. de C.V.	PT. Indorama Synthetics Tbk. (PTIRS)	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr. S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Purchase of Polyester Filament Products and PET Products of PTIRS	Sale of non related products to service customer requirements with some margin	The price paid is a negotiated price at arm's length basis based on prevailing market prices.	63.84	This transaction will continue based on normal agreed terms.
FiberVisions A/S	PT. Indorama Synthetics Tbk. (PTIRS)	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr. S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Purchase of Polyester Semi Dull Chips	To use as raw material	The price paid is a negotiated price at arm's length basis based on prevailing market prices.	16.21	This transaction will continue based on normal agreed terms.

Transaction by	Connected Party	Relationship	Type of transaction	Rationale	Pricing Method	Year Ended 31 December 2013 (Amount in MB)	Going Forward
PT. Indorama Polychem Indonesia (PTIPCI)	PT. Indorama Synthetics Tbk. (PTIRS)	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr. S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Sale of Polyester Textile Chips and Polyester Waste	PTIPCI sold some quantity of polyester textile chips to PTIRS to get feedback on quality concerns, if any, before the product is being exported. Further, polyst waste also will be sold to PTIRS as they use the same as one of their raw material.	The price paid is a negotiated price at arm's length basis based on prevailing market prices.	2.32	This transaction will continue based on normal agreed terms.
PT. Indorama Polypet Indonesia (PTIPPI)	PT. Indorama Petrochemicals	Mr. S.P. Lohia, Chairman of IVL, is the President Commissioner and Mr. Amit Lohia, Director of IVL, is the President Director of PT Indorama Synthetics Tbk, which is one of the major shareholder of PT Indorama Petrochemicals and Mr. SP Lohia family holds, directly or indirectly, majority shareholding in Indorama Synthetics Tbk. Further, Mr.S.P.Lohia is the President Commissioner and Mr.Amit Lohia is the Director of PT Indorama Petrochemicals.	Purchase of Purified Terephthalic Acid	To use as raw material	The price paid is a negotiated price at arm's length basis based on prevailing market prices.	976.25	This transaction will continue based on normal agreed terms.
PT. Indorama Polychem Indonesia (PTIPCI)	PT. Indorama Petrochemicals	Mr. S.P. Lohia, Chairman of IVL, is the President Commissioner and Mr. Amit Lohia, Director of IVL, is the President Director of PT Indorama Synthetics Tbk, which is one of the major shareholder of PT Indorama Petrochemicals and Mr. SP Lohia family holds, directly or indirectly, majority shareholding in Indorama Synthetics Tbk. Further, Mr.S.P.Lohia is the President Commissioner and Mr.Amit Lohia is the Director of PT Indorama Petrochemicals.	Purchase of Purified Terephthalic Acid	To use as raw material	The price paid is a negotiated price at arm's length basis based on prevailing market prices.	213.82	This transaction will continue based on normal agreed terms.
PT. Indorama Ventures Indonesia (PTIVI)	PT. Indorama Petrochemicals	Mr. S.P. Lohia, Chairman of IVL, is the President Commissioner and Mr. Amit Lohia, Director of IVL, is the President Director of PT Indorama Synthetics Tbk, which is one of the major shareholder of PT Indorama Petrochemicals and Mr. SP Lohia family holds, directly or indirectly, majority shareholding in Indorama Synthetics Tbk. Further, Mr.S.P.Lohia is the President Commissioner and Mr.Amit Lohia is the Director of PT Indorama Petrochemicals.	Purchase of Purified Terephthalic Acid	To use as raw material	The price paid is a negotiated price at arm's length basis based on prevailing market prices.	274.46	This transaction will continue based on normal agreed terms.

2. Supporting Normal Business Transactions

Transaction by	Connected Party	Relationship	Type of transaction	Rationale	Pricing Method	Year Ended 31 December 2013 (Amount in MB)	Going Forward
Indorama Pet (Nigeria) Limited (IPNL) and Aurus Packaging Limited (APL)	Indorama Eleme Petrochemicals Ltd. (IEPL)	The ultimate major shareholder of IEPL is Mr. S.P. Lohia who is a Chairman of Indorama Ventures Pcl.	Purchase of Power and other utilities	Since IPNL and APL needs power and other utilities for its SSP plant operations, purchases the same from IEPL.	Price is paid at a discount or as per the rates prevailing in the market at arm's length basis.	13.46	Contract which is initially for 5 years can be renewed further on mutually agreed terms.
Auriga Polymers Inc.	PT. Indorama Synthetics Tbk.	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr.S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Purchase of Filament Yarn	Sale of non related products to service customer requirements and to create new market	Price paid based on prevailing market price.	23.74	This transaction will continue based on normal agreed terms.
Indorama Ventures Polymers Mexico, S. de R.L. de C.V. (IVPM)	PT. Indorama Synthetics Tbk.	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr.S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Purchase of products of PTIRS and sale of the same to the customers with some margin	Sale of non related products to service customer requirements and to create new market.	Price paid based on prevailing market price.	0.29	This transaction will continue based on normal agreed terms.
Indorama Polyester Industries Pcl. (IPI)	PT. Indorama Synthetics Tbk.	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr.S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Sale of Chips and purchase of Fire Retardant Yarn	There is no converter in Thailand to convert Chips to Fire Retardant Yarn. PTIRS is doing the conversion to IPI. This way IPI able to retain the customer and also get good margin.	Price paid based on prevailing market price.	58.65	This transaction will continue based on normal agreed terms.
Indorama Petrochem Limited (IRPL)	PT. Indorama Petrochemicals (PTIP)	Mr. S.P. Lohia, Chairman of IVL, is the President Commissioner and Mr. Amit Lohia, Director of IVL, is the President Director of PT Indorama Synthetics Tbk, which is one of the major shareholder of PT Indorama Petrochemicals and Mr. SP Lohia family holds, directly or indirectly, majority shareholding in Indorama Synthetics Tbk. Further, Mr.S.P.Lohia is the President Commissioner and Mr.Amit Lohia is the Director of PT Indorama Petrochemicals.	Sale of Catalyst	Catalyst, which was available with IRPL for its future requirement, was supplied to PTIP at cost due to urgent requirement and to avoid delay in restart of the operations of PTIP.	The catalyst was supplied on cost basis without any margin.	90.50	This is a onetime transaction and is not expected to occur in near future.

3. Transactions relating to Rental/Lease of Immovable Property for a period not exceeding 3 years with General Trading Condition

Transaction by	Connected Party	Relationship	Type of transaction	Rationale	Pricing Method	Year Ended 31 December 2013 (Amount in MB)	Going Forward
Indorama Polyester Industries Pcl. (IPI)	Pacific Resources Ltd.	Mr. Anuj Lohia, a son of Mr. Aloke Lohia, is the major shareholder of Pacific Resources Ltd.	Lease of Office space at 28 th fl., Ocean Tower 2, Bangkok, Thailand from Pacific Resources Ltd.	Office space is taken on lease as the same is convenient for its operations.	At arm's length basis as per the prices prevailing in the market in the vicinity.	5.24	The lease agreement will continue based on normal agreed terms.
Indorama Polyester Industries Pcl. (IPI)	Cryoviva (Thailand) Ltd.	Mr. Aloke Lohia, is a common director in both the entities	IPI has rented out office space at 3 rd floor of the front office building at Nakornpathom, Thailand to Cryoviva (Thailand) Ltd.	Office space is taken on lease as the same is convenient for its operations.	At arm's length basis as per the prices prevailing in the market in the vicinity.	2.19	This lease agreement shall be started from 1st August, 2011 to 31 July, 2014 and after every 3 years lease can be renewed at mutually agreed terms and conditions.
PT. Indorama Polychem Indonesia (PTIPCI)	PT. Irama Unggul (PTIU)	Mrs. Aarti Lohia is Commissioner of PT. IU. She is Mr. Amit's wife who is the director of IVL and Mr. S.P. Lohia family holds directly or indirectly majority shareholding in PT. IU.	PTIPCI has taken office space at Graha Irama Building, Jakarta, Indonesia on lease from PTIU.	Office space is taken on lease as the same is convenient for its operations.	At arm's length basis as per the prices prevailing in the market in the vicinity.	1.29	The lease transaction will continue as per the mutual agreed terms and conditions.
PT. Indorama Ventures Indonesia (PTIVI)	PT. Indorama Synthetics Tbk. (PTIRS)	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr. S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	PTIVI lease of office space from PRIRS: - Graha Irama Building, Jakarta, Indonesia; and - Batu Jajar, Bandung, Indonesia to PTIVI	Office space is taken on lease as the same is convenient for its operations.	At arm's length basis as per the prices prevailing in the market in the vicinity.	0.62	The lease agreement is for 3 years with an option to renew for further period with mutual consent.

4. Transactions relating to Assets/Services

Transaction by	Connected Party	Relationship	Type of transaction	Rationale	Pricing Method	Year Ended 31 December 2013 (Amount in MB)	Going Forward
The operating subsidiaries of IVL	Lohia Global Holdings Limited	Mr. M.L Lohia is a major shareholder of Lohia Global Holdings Limited and he is a father of Mr. S.P. Lohia and Mr. Aloke Lohia, directors of IVL.	Use of Indorama Wordmark by paying royalty fee	The wordmark "Indorama" is owned by Lohia Global Holdings Limited which has licensed the use of the 'wordmark' by IVL and its subsidiaries	Royalty Fee is paid at the rate of USD 0.50 per metric ton of net production	94.14	This transaction will continue with the mutual agreed terms and conditions.
Indorama Pet (Nigeria) Limited (IPNL) and Aurus Packaging Limited (APL)	Indorama Eleme Petrochemicals Ltd. (IEPL)	Mr. S.P. Lohia and Mr. Amit Lohia are the common directors of IEPL and IVL and the ultimate major shareholder of IEPL is Mr. S.P. Lohia .	Land Lease at Nigeria for setting up of their plants	IEPL, owner of the land at Nigeria, has leased some of its land to IPNL and APL on long term lease with an option to renew further for setting up of their plants.	As per prevailing market rate	3.51	The lease agreement is for 15 years with an option to renew further period with mutual consent.

Transaction by	Connected Party	Relationship	Type of transaction	Rationale	Pricing Method	Year Ended 31 December 2013 (Amount in MB)	Going Forward
Indorama Pet (Nigeria) Ltd. (IPNL)	Indorama Eleme Petrochemicals Ltd. (IEPL)	Mr. S.P. Lohia and Mr. Amit Lohia are the common directors of IEPL and IVL and the ultimate major shareholder of IEPL is Mr. S.P. Lohia .	Warehouse Lease at Nigeria	To cater the requirement of small customers in Lagos, IPNL requires taking a warehouse for keeping its stock. Otherwise it will be very expensive to hire a warehouse for such small space in Lagos.	The pricing and other terms are same as has been agreed by Indorama Eleme Petrochemicals Ltd. with its landlord.	0.55	At the expiration of the lease, the lease may further be extended at fresh terms and conditions as may be agreed upon by both the parties.
Pt. Indorama Polychem Indonesia (PTIPCI)	PT. Indorama Synthetics Tbk. (PTIRS)	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr. S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Land Lease at Purwakarta, Indonesia	Land has been taken on lease at project site from PTIRS for the construction of new Greenfield Polymerization plant.	Lease rent has been fixed as per the rates prevailing in the market in the vicinity.	0.50	The lease agreement is for 15 years with an option to renew further period with mutual consent.
Pt. Indorama Polychem Indonesia (PTIPCI)	PT. Indorama Synthetics Tbk. (PTIRS)	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr. S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Purchase of Oil Fired Boiler	The "Oil Fired Boiler" from PTIRS is readily available; hence it will save time to install and activate at no additional cost. This option is the best economic, as PTIRS shall extend during installation and train the PTIPCI technical team. Purchase from the market requires to incur additional cost for Freight, Duty and installation. The new OFB is much expensive as compared to the one purchased from PTIRS.	As per the comparable market price of the OFB of similar make and year of manufacture.	2.30	This is a one time transaction.
Indorama Polyester Industries Pcl.	PT. Indorama Synthetics Tbk. (PTIRS)	Mr. S.P. Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk; Mr. S.P Lohia is the President Commissioner and Mr. Amit Lohia is the President Director of PT. Indorama Synthetics Tbk, and Mr. S.P. Lohia is the Chairman of IVL, Mr. Amit Lohia is the Director of IVL.	Purchase of Poly Reactor Pilot Plant	To scale up the product development in the Batch polymerization at IPI.	As per the comparable market price of similar market and year of manufacture.	0.85	This is a one time transaction.
Indorama Petrochem Limited (IRPTA)	PT. Indorama Petrochemicals (PTIP)	Mr. S.P. Lohia, Chairman of IVL, is the President Commissioner and Mr. Amit Lohia, Director of IVL, is the President Director of PT. Indorama Petrochemicals. In addition, PT. Indorama Synthetics Tbk is one of the major shareholder of PT. Indorama Petrochemicals and Mr. SP Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk.	Extension of support in sourcing some raw materials, sale of spare parts, chemicals, stores etc.	IRPTA extends support to PTIP as required by it in sourcing some raw materials from the market.	Price as prevailing in the market with some margin over the cost.	258.40	This transaction will continue on needed basis based on mutual agreed terms.

Transaction by	Connected Party	Relationship	Type of transaction	Rationale	Pricing Method	Year Ended 31 December 2013 (Amount in MB)	Going Forward
PT. Indorama Polypet Indonesia (PTIPPI)	PT. Indorama Petrochemicals (PTIP)	Mr. S.P. Lohia, Chairman of IVL, is the President Commissioner and Mr. Amit Lohia, Director of IVL, is the President Director of PT. Indorama Petrochemicals. In addition, PT. Indorama Synthetics Tbk is one of the major shareholder of PT. Indorama Petrochemicals and Mr. SP Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk.	Sharing of man power	Sine both plants, PTIPPI and PTIP being co-located, the cost of man power is shared to obtain synergy and conserve the cost of manpower	The cost of man power is charged at cost to respective plant	4.60	Sharing of some man power for some common services shall continue.
PT. Indorama Polypet Indonesia (PTIPPI)	PT. Indorama Petrochemicals (PTIP)	Mr. S.P. Lohia, Chairman of IVL, is the President Commissioner and Mr. Amit Lohia, Director of IVL, is the President Director of PT. Indorama Petrochemicals. In addition, PT. Indorama Synthetics Tbk is one of the major shareholder of PT. Indorama Petrochemicals and Mr. SP Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk.	Sale/Purchase of Utilities	Since PTIPPI and PTIP are colocated, the transaction is to obtain synergy, to serve the cost of utilities, common facilities and help in case of exigencies to save cost and protect the interest of both entities.	The price will be on usage basis at the prevailing market prices as on the date of usage. Net amount will be payable by PTIPPI.	0.15	The transaction shall continue at justifiable terms on arm's length basis.
Indorama Petrochem Ltd (IRPL) and TPT Petrochemical Pcl. (TPT)	PT. Indorama Petrochemicals (PTIP)	Mr. S.P. Lohia, Chairman of IVL, is the President Commissioner and Mr. Amit Lohia, Director of IVL, is the President Director of PT. Indorama Petrochemicals. In addition, PT. Indorama Synthetics Tbk is one of the major shareholder of PT. Indorama Petrochemicals and Mr. SP Lohia family holds directly or indirectly, majority shareholding in PT. Indorama Synthetics Tbk.	Reimbursement of the cost of manpower	The expertise of man power of IRPL and TPT has been used in restarting of PTIP plant which was shut down for a long period.	Reimbursement of cost of the man power for the time spent.	3.45	The employees of IRPL and TPT are working on this project from 2012 to 2013.
Indorama Ventures Pcl.	Indorama Commerce DMCC, Dubai, UAE (IRC)	Indorama Commerce DMCC, Dubai, UAE is a company which belongs to Mr. SP Lohia group. Mr. SP Lohia is Chairman and Mr. Amit Lohia is Director of IVL, Thailand.	Provision of man power services by IRC for the proposed Aromatics project of IVL in EAE	The man power services of IRC shall be used for the proposed Aromatics project until the incorporation of JV Company by IVL and the JV partner.	IRC is providing the above services purely on cost basis as per the actual, without any margin/gain/benefit.	6.05	The services of IRC shall be used until the incorporation of JV Company.
Following Subsidiaries of IVL: Alphapet Inc., Auriga Polymers Inc., Indorama Polymers Pcl, Indorama Ventures (Oxydes & Glycols) LLC, Indorama Ventures Poland Sp.z.o.o., PT. Indorama Ventures Indonesia, Starpet Inc., UAB Indorama Polymers Europe, UAB Orion Global PET.	Vega Aviation Limited	Vega Aviation Limited is a company which is 100% owned by Canopus International Limited, Mauritius, a company owned by the family of Mr. SP Lohia and Mr. Alope Lohia.	Dry lease of Gulfstream 550 Aircraft on yearly basis with certain conditions	To facilitate senior management in their various business trip scattered around the globe on timely and cost effective basis.	The dry lease will be at arm's length basis.	76.82	Agreement is for a period of one year and can be renewed, if mutually agreed to by both parties on yearly basis.

The Audit Committee Opinion on the Connected Transaction

The above connected transactions have been considered and opined by the Company's Audit Committee that the aforesaid connected transactions are reasonable and undertaken in the interest of the Company's business. While entering into these transactions, the Committee considers the best interest of the Company. No additional benefit has been transferred between the Company and the persons who have the conflict of interest.

Policy and Procedure to Approve Connected Transaction

In the event that the Company carries out its business with the connected persons who may have a conflict of interest with the Company, the Audit Committee will express its opinion regarding the necessity of such transactions. The Audit Committee will ensure that terms and conditions of these transactions are consistent with market practice and prices charged for these transactions are evaluated and compared with market prices. In the event that market price is not available, the Audit Committee must ensure that these prices are reasonable and the transactions are carried out in the best interest of the Company and its shareholders. If the Audit Committee is unable to evaluate connected transactions due to lack of expertise in certain areas, the Company will arrange an independent expert to evaluate and give opinion on such transactions. The Board of Directors or Audit Committee or the Company shareholders, as the case may be, will use this opinion from the independent expert as a supplement to form their own conclusion. Those directors who may have conflict of interest with the Company are prohibited from either voting or attending the meeting on matters regarding to the said connected transactions and disclose in Annual Report and Annual Registration.

Policy on the Entering into a New Connected Transaction

For any new connected transaction, the respective unit would need to contact the Secretary of the Audit Committee and inform about the proposed transaction, its rationale, value of transaction, pricing, terms and conditions in order for the Secretary of the Audit Committee to classify under which category of connected transaction it would fall into and to get necessary approval from the Management/Audit Committee/ Board/Shareholders as required. Moreover, the Company will ensure that such transactions are carried out in compliance with the SEC Act, Rules, Notifications and Regulations of the Capital Market Supervisory Board, SEC and SET. In addition, the Company must also comply with the disclosure rules related to connected transactions and the Company's policy. All connected transactions are reviewed and confirmed by the Internal Audit department.

In addition, when the Company proposes to conduct its business with a connected person, the Company will seek the Audit Committee's opinion on the reasonableness of such transactions. It is the intention of the Company and its subsidiaries not to enter into any connected transactions with their directors or executives.

However, the Company and its subsidiaries may have connected transactions with their directors, executives or potential connected persons. As a result, the Board of Directors approves in principle, that the management is empowered to approve such transactions under the reasonable, transparent and uncorrupted conditions, provided that such transaction is categorized as a transaction with the same commercial terms as those an ordinary person would agree with any unrelated counterparty under similar circumstances, on the basis of commercial negotiation (general trading conditions) and without any dependant interest resulted from the status of director, executive or connected person, as the case may be.

However for any connected transaction other than offer and/or receipt of financial assistance, the management can approve a single transaction of up to a value of USD 50,000 and not over USD 100,000 in aggregate for such transaction in a fiscal year. Such transactions will be separately reported quarterly to the Audit Committee/Board by Internal Audit Department.

Transaction values over the said prescribed limit will follow the normal approval process. The connected transaction policy is periodically reviewed by the Audit Committee.