



INDO-MIM Limited (formerly known as INDO-MIM Private Limited)
#45(P), KIADB Industrial Area, Hoskote, Bangalore 562 114. (CIN U28110KA1996PLC137499)
Phone: +91-080-22048800/ FAX: +91-080-27971624 / Website: www.indo-mim.com

Appointment Letter – Mrs. Meera Shankar, Independent Director

Date: April 01, 2024

To,
Mrs. Meera Shankar
Flat No.202, Tower-34
Common Wealth Games Village
Patparganj, Delhi-110092

Dear Mrs. Meera Shankar

Sub.: Your Appointment as Independent Director (Additional Director) of INDO-MIM Limited ("Company")

We thank you for providing us with your consent to act as Director and also the declaration of independence under the Section 149(6) of the Companies Act 2013 ("Act") and Regulation 16 of SEBI (LODR) Regulations, 2015 and other applicable provisions of Companies Act, Rules made thereunder and SEBI (LODR) Regulations, as amended from time to time.

We are pleased to inform you that, the Board of Directors of the Company at its Meeting held on 30th March 2024 has appointed you as an Independent director (Additional Director) of the Company, subject to approval of Shareholders in ensuing General Meeting, as per below terms and conditions. We request you to kindly acknowledge this appointment letter in token of your acceptance.

A. Preliminary

You will ensure compliance of all applicable provisions of the Companies Act 2013 and Rules made thereunder, Regulation of The Securities and Exchange Board of India ("SEBI") and the Listing Agreement as applicable to you as an Independent Director.

B. Appointment and Term

Your appointment is valid for a period of Three (3) years from **30th March 2024 to 29th March 2027**, unless terminated earlier or extended for further period in compliance with applicable provisions of the Companies Act 2013 and Rules made thereunder, Regulation of The Securities and Exchange Board of India ("SEBI") and the Listing Agreement. As an Independent Director, you will not be liable to retire by rotation.

You are also appointed as Member (and or Chairperson wherever specified) in following Committees of Board of Directors, which may be revised by Board from time to time. The Committees operate under their own Terms of Reference which have been approved by the Board of Directors and which you must abide by.

Additionally, the Board of Directors of the Company may nominate / appoint you as a Director to represent INDO-MIM in its Subsidiary Companies which are presently located in USA and UK or in newly acquired or formed subsidiary companies, whether located in India or outside India.

For INDO-MIM Limited


Company Secretary



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Committees in which you are appointed as Member and or Chairperson

SI	Name of the Director	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee	Risk Management Committee	Corporate Social Responsibility Committee
1	Meera Shankar	Member	Member	Chairperson	-	Chairperson

C. Remuneration

As an Independent Director, you will be paid sitting fees of **Rs. 50,000/-** (Rupees Fifty thousand) for attending each Board of Directors, Committee, Members, Independent Directors meeting of the Company. In case you are appointed as Director of any subsidiary of the Company, sitting fee of Rs. 50,000/- (Rupees Fifty thousand) for attending each meeting of the Board of Directors of such subsidiary company will be payable by the concerned subsidiary company. The Company will also reimburse the expenditure as may be incurred by you for attending the said meetings.

Apart from the sitting fee and reimbursement of expenses and subject to section 197 and 198 of the Companies Act 2013 and Rules made thereunder, you are also entitled to get profit related commission of Rs. **24,00,000/- (Rupees twenty-four lakhs) per year**, which will be payable monthly at the rate of Rs. 2,00,000/- (Rupees two-lakhs) per month. However, if the Company has no profits or its profits are inadequate, you may receive remuneration, exclusive of any sitting fees payable under sub-section (5) of section 197, in accordance with the provisions of Schedule V.

D. Insurance

The Company provides all its directors with, and pays the premiums for, Directors and Officers liability insurance cover while acting in their capacities as directors.

E. Time Commitment

1. As a member of Board of Directors and Board level Committees, we expect you to attend each of meetings of Board of Directors and Committees.
2. As a Member or Chairperson of any Committee, you might be required to attend Meeting of Members of the Company as per requirement of the Companies Act, SEBI Regulations and Listing Agreement. We expect you to attend all such meetings where your presence is required as per law. Even where your presence is not mandatory as per applicable law, we expect you to use your best endeavor to attend all such meetings of Members of the Company as that gives confidence to our Members.

F. Roles, Responsibilities and Duties

1. As an Independent Director, you have the same general legal responsibilities to the Company as any other Director, except that you shall be held liable only in respect of such acts of omission or commission by a company which had occurred with your knowledge, attributable through board processes and with your consent or connivance or where you had not acted diligently.

For INDO-MIM Limited



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2. Further, you will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Companies Act 2013. Copy of Code of Conduct is enclosed for your reference.
3. You will not hold office of Director or any other office in a competing firm/entity without prior approval of Board of Directors of the Company.

G. Confidentiality

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman of the Company unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.

Yours Sincerely,

For INDO-MIM Limited
For INDO-MIM Limited


Santosh Dasi
Company Secretary,
M. No. F11798

AGREE & ACCEPT: I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

Mrs. Meera Shankar,
Director, DIN: 06374957
Date: _____,
Place: _____

Santosh Dash

From: Meera Shankar <mshankar910@gmail.com>
Sent: 04 April 2024 03:09
To: Santosh Dash
Cc: Bala; Kamalesh Nagaraj Prabhu; Krishna Chivukula; Krishna Jr; Krishna Sharma; Shyam Ballal
Subject: Re: IPO Update - New Board

Follow Up Flag: Follow up
Flag Status: Flagged

Caution: External Email

Dear Santosh,

Thank you for your email. I accept the offer to serve as an Independent Director on the Board of INDO-MIM Ltd with effect from 30 March ,2024.

I also agree to being the Chairperson of the Stakeholders Relationship Committee and the CSR Committee and a Member of the Audit Committee and Nomination and Remuneration Committee of the Company.

With regards

Meera Shankar

On Tue, 2 Apr 2024 at 5:32 AM, Santosh Dash <santosh.d@indo-mim.com> wrote:

GENERAL / EXTERNAL

Dear Madam,

Kindly ignore attachments as shared vide below mail and consider the revised documents as attached herein. There is no change in Code of Conduct document. In the appointment letter, we have amended the effective date of appointment. Now it is from the date of Board Meeting i.e. from 30th March 2024 till 29th March 2027. In the earlier appointment letter, it was from 1st April 2024 till 31st March 2027.

Sorry for the inconvenience caused and kindly share your acceptance in the appointment letter.

Thank you,

Santosh Dash