



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 – Mr. Roger William Bradley, Independent Director

Date: April 17, 2025

To,
Mr. Roger William Bradley
4187, NW, Townline Rd,
Marcellus, NY 13108

Dear Mr. Roger,

Sub.: Your Appointment as Independent Director (Additional Director) of INDO-MIM Limited ("Company") and in its Material Subsidiary INDO-MIM INC, USA.

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 **16th April 2025** has appointed you as an Independent director (Additional Director) of the Company INDO-MIM Limited and in its Material Subsidiary Company INDO-MIM INC, USA, subject to approval of members in ensuing General Meeting. Your appointment in INDO-MIM INC will be separately communicated by INDO-MIM INC to you. The appointment will be guided by applicable provisions of Indian Companies Act, 2013, Rules made thereunder and SEBI Listing Regulations ("LODR"). Terms and conditions of your appointment is briefly summarized as under. 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 16th April 2025 till 15th April 2028**, 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 may also be appointed as Member (and or Chairperson wherever specified) in certain Committees of the Board of Directors, which will be intimated to you in due course of time and 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.

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Committees in which you are appointed as Member and or Chairperson

Sl	Name of the Director	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee	Risk Management Committee	Corporate Social Responsibility Committee
1	Roger William Bradley	To be intimated separately	To be intimated separately	To be intimated separately	To be intimated separately	To be intimated separately

C. Remuneration

As an Independent Director, you will be paid sitting fees of **Rs. 50,000/-** (Indian Rupees Fifty thousand) (or in equivalent USD) **each from INDO-MIM Limited and INDO-MIM INC**, for attending each meeting of Board of Directors, Committee, Members, Independent Directors etc of the Company and its material subsidiary in which you are a Director. The Company or its subsidiary in which you are a Director, as the case may be, 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/- (Indian Rupees twenty-four lakhs) per year** (or in equivalent USD), **each from INDO-MIM Limited and INDO-MIM INC** which will be payable monthly at the rate of Rs. 2,00,000/- (Rupees two-lakhs) (or in equivalent USD) per month by INDO-MIM Limited and by INDO-MIM INC. 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.



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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.
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

Company Secretary
Santosh Dash
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.

Mr. Roger William Bradley,
Director, DIN: 10751266

Date:

Place:

8/11/2017, New York