



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. Sujitha Karnad, Independent Director

Date: April 01, 2024

To,
Mrs. Sujitha Karnad
#23, Shobha Lotus, Kundalahalli,
Bangalore-560037

Dear Mrs. Sujitha Karnad

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

Regd Off: #45(P), KIADB Industrial Area, Hoskote, Bangalore 562 114
e-mail: infohq@indo-mim.com





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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	Sujitha Karnad	Chairperson	Chairperson	-	Member	Member

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

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For INDO-MIM Limited


Company Secretary





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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.



Mrs. Sujitha Karnad,
Director, DIN: 07787485
Date: BANGALORE,
Place: 8/APR/2024