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

NOTICE

NOTICE TO MEMBERS is hereby given that an EXTRA-ORDINARY GENERAL MEETING of the members of INDO-MIM Limited ("**Company**") bearing No. 02/2025-26 will be held on **Thursday, 18th September 2025, at 10:00 AM** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") deemed to be conducted at the Registered Office of the Company at No. 45(P), KIADB Industrial Area, Hoskote, Bangalore, Karnataka 562114 to transact the following businesses:

SPECIAL BUSINESS:

1. **APPROVAL OF FRESH ISSUE COMPONENT OF THE INITIAL PUBLIC OFFER OF EQUITY SHARES:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended (collectively the "**Companies Act**"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, ("**SCRA**") and the Securities Contracts (Regulation) Rules, 1957 ("**SCRR**"), each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, as amended and the rules and regulations made thereunder, as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, ("**FEMA NDI Rules**") and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India ("**GoI**"), including the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**") and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "**Applicable Laws**"), and in accordance with the provisions of the memorandum of association ("**Memorandum of Association**") and the articles of association ("**Articles of Association**") of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"), and subject to any approvals, consents, permissions and sanctions as may be required from the GoI, the Registrar of Companies, Karnataka at Bangalore ("**RoC**"), the SEBI, RBI, DPIIT and all other appropriate statutory authorities and departments (collectively, the "**Regulatory Authorities**") and subject to such governmental and regulatory conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, waivers, consents, permissions and sanctions and which may be agreed to by the board of directors of the Company (the "**Board**" which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer and/or allot equity shares of the Company having face value of ₹1 each ("**Equity Shares**") up to an aggregate of ₹15000 million by way of a fresh issue of Equity Shares (the "**Fresh Issue**" and together with an offer for sale by certain existing shareholders of the Company the "**Offer**") for cash either at par or premium (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), at a price to be determined, by the Company, in consultation with the BRLM(s), through the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, including any issue and allotment of Equity Shares to any person pursuant to any pre-IPO placement in terms of the SEBI ICDR Regulations, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM(s) in accordance with the SEBI ICDR Regulations (the "**Offer Price**"), to any category of person or persons who are eligible investors as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may decide in consultation with the BRLM(s) including anchor investors and qualified institutional buyers, if any, as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign / resident investors whether they are one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, as amended, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer (collectively, the "**Investors**"), in consultation with the BRLM(s) and/or underwriters and/or the stabilizing agent, pursuant to a green shoe option, if any, in accordance with the SEBI ICDR Regulations and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLM(s) through an offer document, prospectus and/or an offering memorandum, as required, including the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM(s), underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board as permissible under Applicable Law, and that the Board in consultation with the BRLM(s) may finalise all matters incidental thereto as it may in its absolute discretion think fit and proper in the best interest of the Company, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee."

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"**RESOLVED FURTHER THAT** in accordance with Applicable Laws, the Offer may include, without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations and reservation of a certain number of Equity Shares to be issued to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the BRLM(s) and as may be permissible under Applicable Laws."

"**RESOLVED FURTHER THAT** the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLM(s) and the Selling Shareholders (to the extent applicable), subject to the consent of and approvals from SEBI, GoI, RBI, RoC, DPIIT and the Stock Exchanges, and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLM(s), to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other Applicable Laws, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLM(s) and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer."

"**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 23, 42, 62(1)(c) and any other applicable provisions, if any, of the Companies Act, and subject to and in accordance with the Company's articles of association, the approval of the members of the Company is hereby accorded to the Board, either by itself or through a duly authorised committee thereof, on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required, to allot such number of Equity Shares or specified securities as may be decided by it, to certain investors prior to filing of the red herring prospectus with RoC ("**Pre-IPO Placement**") at such price as the Board may, in consultation with the BRLMs, underwriters, placement agent(s) and/or other advisor(s), determine in light of the then prevailing market conditions, and do all such other acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion deem fit and including; or make available for allocation a portion of the Offer to eligible employees ("**Reservation**") or to provide a discount to the Offer Price to eligible employees ("**Discount**") to the extent permitted under Applicable Law; and to take any and all actions in connection with any Pre-IPO Placement, Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution. In the event of consummation of the Pre-IPO Placement, the size of the Fresh Issue component of the Offer would be reduced to the extent of Equity Shares issued and allotted under the Pre-IPO Placement."

"**RESOLVED FURTHER THAT** the Equity Shares so allotted or transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India."

"**RESOLVED FURTHER THAT** the Equity Shares so allotted under the Fresh Issue (including any reservation) and transferred pursuant to the Offer for Sale (including pursuant to green shoe option) shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including voting rights and rights in respect of dividend from the date of allotment."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, the Board, or any duly authorised committee thereof, in consultation with the BRLM(s), may determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred, Offer price, premium amount, discount (as allowed under Applicable Laws), listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM(s), underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares, and utilization of the Offer proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, and that all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board or such duly authorised committee thereof as the Board may constitute in its behalf."

"**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer, referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with Applicable Laws, or the Company and/or the Selling Shareholders shall pay interest on failure thereof, as per Applicable Laws."

"**RESOLVED FURTHER THAT** subject to compliance with Applicable Laws such Equity Shares as are not subscribed and/or not transferred by way of the Offer, may be disposed of by the Board in consultation with the BRLM(s) to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ foreign portfolio investors / such other persons or otherwise."

"**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorised by the Board, on behalf of the Company, be and are hereby severally or jointly authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

"**RESOLVED FURTHER THAT** Mr. Krishna Chivukula, Chairman & Managing Director, Mr. Krishna Chivukula Jr, Whole Time Director & CEO, Mr. Parasuraman Balasubramanian, Vice President - Finance & CFO, Mr. KR Shyam Ballal, GM-Finance, Mr. Santosh Kumar Dash, Company Secretary & Compliance Officer, Mr. Krishna Sharma, and Mr. Kamalesh Nagaraj Prabhu, Asst. Company Secretaries be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the RoC and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

"**RESOLVED FURTHER THAT** any of the Directors, Chief Financial Officer, or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

2. **APPROVAL FOR CONTINUATION OF OFFICE FOR MEERA SHANKAR AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY PURSUANT TO REGULATION 17(1A) OF THE SEBI LODR REGULATIONS, 2015:**

To consider and if thought fit, to pass, with or without modification the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**") and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder ("**Companies Act**") , the consent of the members of the Company be and is hereby accorded for Mrs. Meera Shankar (DIN: 06374957), Non-Executive Independent Director who will be attaining the age of 75 years during her present tenure, to continue in her position as Non-Executive Independent Director with effect from 30 March 2024 till the completion of her tenure, i.e., up to 29th March, 2027.

RESOLVED FURTHER THAT the terms of appointment including the tenure, remuneration, and sitting will remain unchanged.

RESOLVED FURTHER THAT Mr. Krishna Chivukula, Chairman & Managing Director, Mr. Krishna Chivukula Jr., Whole Time Director & CEO, Mr. Raj Chivukula, Non-Independent Non-executive Director, Mr. Parasuraman Balasubramanian, Vice President Finance & CFO, Mr. KR Shyam Ballal, GM-Finance, Mr. Shankar Radhakantam Manchikanti, DGM-Finance, Mr. Santosh Kumar Dash, Company Secretary & Compliance Officer, Mr. Krishna Sharma, and Mr. Kamalesh Nagaraj Prabhu, Asst. Company Secretaries (hereinafter called "**Authorised Signatories**") of the

Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution.

RESOLVED FURTHER THAT, a copy of the above resolutions, certified to be true by any Director or Company Secretary or Asst. Company Secretary(ies), be forwarded to the concerned authorities for necessary action."

3. **APPROVAL FOR CONTINUATION OF OFFICE FOR JAGADAMBA CHANDRASEKHAR AS NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO REGULATION 17(1A) OF THE SEBI LODR REGULATIONS, 2015**

To consider and if thought fit, to pass, with or without modification the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for the continuation of Mrs. Jagadamba Chandrasekhar (DIN: 01711450), as a Non-Independent Non-Executive Director of the Company with effect from September 30, 2004 post attaining the age of 75 years.

RESOLVED FURTHER THAT the terms of appointment including the tenure, remuneration, and sitting will remain unchanged.

RESOLVED FURTHER THAT Mr. Krishna Chivukula, Chairman & Managing Director, Mr. Krishna Chivukula Jr., Whole Time Director & CEO, Mr. Raj Chivukula, Non-Independent Non-executive Director, Mr. Parasuraman Balasubramanian, Vice President - Finance & CFO, Mr. KR Shyam Ballal, GM-Finance, Mr. Shankar Radhakantam Manchikanti, DGM-Finance, Mr. Santosh Kumar Dash, Company Secretary & Compliance Officer, Mr. Krishna Sharma, and Mr. Kamalesh Nagaraj Prabhu, Asst. Company Secretaries (hereinafter called "Authorised Signatories") of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution.

RESOLVED FURTHER THAT, a copy of the above resolutions, certified to be true by any Director or Company Secretary or Asst. Company Secretary(ies), be forwarded to the concerned authorities for necessary action."

4. APPROVAL FOR INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIAN OR OVERSEAS CITIZEN OF INDIA.

To consider and if thought fit, to pass, with or without modification the following resolution as **Special Resolution**:

"**RESOLVED THAT** subject to applicable provisions of Foreign Exchange Management Act, 1999, as amended ("**FEMA**"), and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated Foreign Direct Investment Policy notified by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, dated October 15, 2020, the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the rules made thereunder, each as amended and all other applicable acts, rules, regulations, provisions and guidelines, circulars (including any statutory modifications or re-enactments thereof for the time being in force) and subject to notification to the Reserve Bank of India, and such other statutory/regulatory compliances and approvals as may be necessary, and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors ("**Board**"), the consent of the members of the Company is granted for the limit of investment by non-resident Indian ("**NRI**") or overseas citizen of India ("**OCI**") in the share capital of the Company, including, without limitation, on repatriation basis, on a recognised stock exchange in India, to be increased to 24 % (twenty four per cent) of the paid-up equity share capital of the Company, provided however, that the shareholding of each NRI or OCI shall not exceed 5% (five percent) of the total paid-up equity capital of the Company on a fully diluted basis, and the total holdings of all NRIs and OCIs put together shall not exceed 24 % (twenty four per cent) of the total paid-up equity capital on a fully diluted basis.

RESOLVED FURTHER THAT Mr. Krishna Chivukula, Chairman & Managing Director, Mr. Krishna Chivukula Jr., Whole Time Director & CEO, Mr. Raj Chivukula, Non-Independent Non-executive Director, Mr. Parasuraman Balasubramanian, Vice President Finance & CFO, Mr. KR Shyam Ballal, GM-Finance, Mr. Shankar Radhakantam Manchikanti, DGM-Finance, Mr. Santosh Kumar Dash, Company Secretary & Compliance Officer, Mr. Krishna Sharma, and Mr. Kamalesh Nagaraj Prabhu, Asst. Company Secretaries (hereinafter called "**Authorised Signatories**") of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution.

RESOLVED FURTHER THAT, a copy of the above resolutions, certified to be true by any Director or Company Secretary or Asst. Company Secretary(ies), be forwarded to the concerned authorities for necessary action."

By Order of the Board,

For INDO-MIM Limited

Company Secretary

Santosh Kumar Dash
Company Secretary & Compliance Officer,
F11798

Date: September 12, 2025
Place: Bangalore

NOTES:

1. This notice is called at shorter notice in accordance with provisions of Sec 101 of the Companies Act, 2013, subject to receipt of consent as required under section 101 of the Companies Act, 2013.
2. Ministry of Corporate Affairs ("**MCA**"), vide its General Circular No. 09/2024 dated 19th September 2024 read with other previous MCA General Circulars No. 09/2023 dated 25th September 2023, 10/2022 dated 28th December 2022, 02/2022 Dated 5th May 2022, No. 20/2020 dated 5th May 2020, No. 17/2021 dated 13th April 2021 and No. 14/2021 dated 8th April 2021 (collectively referred to as "**MCA Circulars**"), has permitted companies to hold their extra ordinary general meetings ("**EGM**") through video conference ("**VC**") or other audio visual means ("**OAVM**"). In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 ("**Companies Act, 2013**") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") as applicable, this EGM is being held through VC / OAVM. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at 45(P), KIADB Industrial Area, Hoskote, Bangalore 562114, which shall be deemed venue of the EGM.
3. The notice of the EGM is also published in the website of the Company at www.indo-mim.com.
4. A member entitled to attend & vote, is entitled to appoint proxy to attend & vote on his/her behalf and proxy need not be a member of the company. Since the EGM is being held pursuant to MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the proxy form and attendance slips are not annexed to this notice.
5. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the board resolution / authorization letter authorizing their representative along with attested specimen signature to attend and vote on their behalf at the meeting through VC/OAVM. The said resolution /authorisation letter shall be sent to MUFG Intime at enotices@in.mpms.mufg.com.
6. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, which mandates facility for voting through electronic means is applicable to listed companies and other companies having minimum of 1,000 number of members, the Company is providing such facility to its members. For this purpose, the Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) for facilitating remote e-voting and e-voting on the date of EGM.
7. In compliance with the aforesaid MCA Circulars, notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. The Company shall send the physical copy of notice of EGM to those members who request the same at cs@indo-mim.com mentioning their Folio No./DP ID and Client ID. Members may note that the EGM notice has been uploaded on the website of the Company: www.indo-mim.com and is also available on the website of MUFG Intime athttps://instavote.linkintime.co.in/. Members can update their email id by sending a mail to cs@indo-mim.com .
8. Explanatory statement for proposed special business as per requirement of Sec 102 of the Companies Act 2013 is annexed hereunder. All documents referred to in the accompanying

notice and the explanatory statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to cs@indo-mim.com .

9. Members attending EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
10. Voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the **cut off date i.e. Sunday, 14th September 2025.** The remote e-voting period starts on **Monday, 15th September 2025 at 09:00 A.M. (IST) and ends on Wednesday, 17th September 2025 at 05:00 P.M. (IST).**
11. Members who have cast their vote by remote e-voting prior to the EGM may also attend / participate in the EGM through VC/ OAVM but shall not be entitled to cast their vote again at the meeting. The Company is providing a facility for voting, through electronic voting system (e-voting) at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
12. Since EGM is being held through VC/OAVM, the route map is not required and hence not annexed to this Notice.
13. M/s. SNM & Associates, Practicing Company Secretaries, under the proprietorship of Mr. Surjya Narayan Mishra, Practicing Company Secretary with C. P. No. 4684, has been appointed as Scrutinizer to scrutinize the remote e-voting process and voting during EGM in fair and transparent manner.
14. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The results declared along with scrutinizer's report shall be placed on the Company's website www.indo-mim.com and on the website of RTA MUFG Intime at https://instavote.linkintime.co.in/ immediately after the declaration of results by the Chairman or a person authorized by him in writing.
16. The register of directors and key managerial personnel and their shareholding as maintained under Sec 170 of the Companies Act 2013 and the register of contracts or arrangements in which directors are interested as maintained under Sec 189 of the Companies Act 2013 will be available for inspection by members electronically.
17. Any grievances pertaining to EGM, VC / OVAM including remote voting, e-voting etc can be sent to the attention of Mr. Santosh Kumar Dash, Company Secretary & Compliance Officer, INDO-MIM Limited, 45(P), KIADB Industrial Area, Hoskote, Bangalore 562114, Ph: +918022048800, email cs@indo-mim.com.
18. Members are requested to provide their consent to convene the EGM at shorter notice by sending a signed letter or consent over email from their registered email id to santosh.d@indo-mim.com or cs@indo-mim.com) prior to the proposed time of the EGM. The draft of suggested letter or e-mail is enclosed as Annexure A to this notice.

Encl: e-voting instruction.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER, IN RESPECT OF SPECIAL BUSINESSES

ITEM NO. 1 : APPROVAL OF FRESH ISSUE COMPONENT OF THE INITIAL PUBLIC OFFER OF EQUITY SHARES:

The Company intends to list its equity shares of face value of ₹ 1 each (the "**Equity Shares**") on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with the Company's Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of Equity Shares by way of a fresh issue of Equity Shares (the "**Fresh Issue"**) and an offer for sale of Equity Shares by certain existing shareholders ("**Selling Shareholders**") ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**"). The Company intends to, at the discretion of the Board, undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers ("**BRLMs**") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the "**DRHP**") with the Securities and Exchange Board of India (the "**SEBI**"), BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**" together with BSE, the "**Stock Exchanges**"), and subsequently file a red herring prospectus (the "**RHP**") with the Registrar of Companies, Karnataka at Bengaluru ("**RoC**") and thereafter with SEBI, and the Stock Exchanges, and file a prospectus ("**Prospectus**") with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Offer (Prospectus, together with the DRHP and the RHP, the "**Offer Documents**"), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "**Companies Act**") and other applicable laws.

The Company proposes to create, offer, issue and allot and/or transfer such number of Equity Shares in the Offer aggregating up to such value as may be decided by the board of directors of the Company or such committee on such terms and at such price or prices and at such time as may be considered appropriate by the Company, in consultation with the BRLMs, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the SEBI ICDR Regulations and the Securities Contracts (Regulation) Rules, 1957. The Equity Shares, if any, allotted vide the Offer shall rank in all respects *pari passu* with the existing Equity Shares of the Company. The net proceeds of the Fresh Issue will be utilised by the Company for the purposes that shall be disclosed in the Offer Documents. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

The Equity Shares are proposed to be listed on BSE and NSE and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

The Company will not make an offer of Equity Shares to any of the promoters, or members of the promoter group of the Company in the Offer. However, the directors (except for the directors who are promoters or who are part of the promoter group or are independent directors) or the key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations, the Companies Act and any other Applicable Laws.

Other than through their participation in the Offer as mentioned above, none of the directors, key managerial personnel of the Company, senior management or the relatives of the aforementioned persons are interested in the said resolution, except to the extent of their shareholding in the Company.

Further, pursuant to the provisions of Sections 23, 42, 62(1)(c), and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, and in accordance with the provisions of the memorandum of association and articles of association of the Company subject to such further corporate and other approvals as may be required, the Company proposes to complete a private placement or such other route as may be permitted under the applicable law at the discretion of the Board aggregating up to such amount as may be decided by the Board (or duly authorised committee thereof), to certain investors as permitted under Applicable Laws on or prior to the date of filing of the RHP with the RoC ("**Pre-IPO Placement**"), at such other price as decided by the Company, in consultation with the BRLMs, in light of the then prevailing market conditions in accordance with Applicable Laws. In the event of a Pre-IPO Placement, the size of the Offer would be reduced from the Fresh Issue portion to the extent of Equity Shares issued and allotted under the Pre-IPO Placement subject to the Offer satisfying the minimum offer size requirements under the SCRR and Applicable Laws."

In view of the above and in terms of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, the approval of the members of the Company is required through a special resolution.

The Board recommends the resolutions in Item No. 1 of the accompanying Notice for your approval as special resolutions. Accordingly, approval of the members of the Company is sought to issue Equity Shares under Sections 23 42, 62(1)(c) and other applicable provisions of the Companies Act and the rules and regulations made thereunder, each as amended.

None of the directors (apart from promoter directors), of the Company or their relatives are interested in the said resolution.

ITEM NO. 2: APPROVAL FOR CONTINUATION OF OFFICE FOR MEERA SHANKAR AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY PURSUANT TO REGULATION 17(1A) OF THE SEBI LODR REGULATIONS, 2015:

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), no listed Company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of 75 years, unless a special resolution is passed to that effect. Mrs. Meera Shankar is not disqualified for continuing as a Director in terms of Section 164 of the Companies Act, 2013 and she can continue as Non-Executive Independent Director post attaining the age of 75 years.

The board of directors of the Company ("**Board**") at its meeting held on September 10, 2025 has provided its approval and recommended to the members, the continuation of Mrs. Meera Shankar as Non-Executive Independent Director, post attaining the age of 75 years.

In compliance with the provisions of Section 17(1A) of the Listing Regulations, the resolution for the approval for continuation of Mrs. Meera Shankar as Non-Executive Independent Director post attaining the age of 75 years is being placed before the members for their approval.

Justification for Continuation of Mrs. Meera Shankar

Mrs. Meera Shankar (DIN: 06374957), is a Non-Executive Independent Director of the Company. She has been associated as a Director of the Company since March 30, 2024. She holds a master's degree in english from Agra University. She has also been associated with the Indian Foreign Services. She is also a director on the board of directors of JK Tyre & Industries Limited. Except Mrs. Meera Shankar (self), none of the Directors and/ or key managerial personnel of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

ITEM NO. 3: APPROVAL FOR CONTINUATION OF OFFICE FOR JAGADAMBA CHANDRASEKHAR AS NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO REGULATION 17(1A) OF THE SEBI LODR REGULATIONS, 2015

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), no listed Company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of 75 years, unless a special resolution is passed to that effect. Mrs. Jagadamba Chandrasekhar is not disqualified for continuing as a Director in terms of Section 164 of the Companies Act, 2013 and she can continue as Non-Independent Non-Executive Director post attaining the age of 75 years.

The board of directors of the Company ("**Board**") at its meeting held on September 10, 2025, has provided its approval and recommended to the members, the continuation of Mrs. Jagadamba Chandrasekhar as Non-Independent Non-Executive Director, post attaining the age of 75 years.

In Compliance with the provisions of Section 17(1A) of the Listing Regulations, the resolution for the approval for continuation of Mrs. Jagadamba Chandrasekhar as Non-Independent Non-Executive Director post attaining the age of 75 years is being placed before the members for their approval.

Justification for Continuation of Mrs. Jagadamba Chandrasekhar

Mrs. Jagadamba Chandrasekhar is a Non-Independent Non-Executive Director of the Company. She has been associated as a Director of the Company since September 30, 2004. She holds a degree of bachelor of medicine and bachelor of surgery from Bangalore University, a diploma in neonatal-perinatal medicine from the American Board of Pediatrics, a diploma of the American Board of Pediatrics from the American Board of Pediatrics, and a master's degree in business administration from Le Moyne College. She is also a physician and surgeon licensed by the Michigan Board of Medicine. She is also a director on the board of directors of Jagada Investments Ltd, Mauritius, and the material subsidiaries of the Company, Indo-MIM Inc., USA and Triax Industries, LLC, USA.

In view of her leadership, strategic inputs, governance acumen as well as functional guidance towards the growth of the Company, it is crucial for the Company to have her on the Board of the Company.

Except Mrs. Jagadamba Chandrasekhar (self), Mr. Krishna Chivukula (Spouse), Mr. Krishna Chivukula Jr (Son), and Mr. Raj Chivukula (Son), and to the extent of their shareholding, if any, in the Company, none of the Directors and/ or key managerial personnel of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in this resolution of the Notice.

ITEM NO. 4: APPROVAL FOR INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIAN OR OVERSEAS CITIZEN OF INDIA.

In relation to the proposed Offer, the Company proposes to increase the aggregate limit of investment by non-resident Indians or overseas citizens of India in the Company to 24% (twenty-four per cent) of the paid-up equity share capital. This would allow non-resident Indians and overseas citizens of India to acquire to a greater extent to the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians and overseas citizens of India.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The Board recommends the resolutions set out at Item No. 1 to 4 of the accompanying notice for your approval as a special resolution.

Annexure-A

FORMAT OF CONSENT TO HOLD EGM AT SHORTER NOTICE

To,
The Company Secretary,
INDO-MIM Limited
#45(P), KIADB Industrial Area,
Hoskote, Bangalore 562 114.

Dear Sir,

Sub: Consent to hold extra-ordinary general meeting ("EGM") on 18th September 2025 at shorter notice.

With reference to your notice of EGM dated 12th September, 2025, I/we, a member of the Company, hereby give my/our consent to you, to hold the EGM at shorter notice on 18th September 2025 at 10:00 am (IST) .

Name	
Number of equity shares held by me in INDO-MIM as on date	

Date: