



INDO-MIM LIMITED

Regd office: 45(P), KIADB Industrial Area, Hoskote, Bangalore 562114

MATERIAL EVENTS POLICY

(v1 / Feb 05, 2025)

1. Preamble:

Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**SEBI (LODR) Regulations**”) mandates that every entity shall make disclosures of any events or information which, in the opinion of the Board of Directors of the company, is material as well as any price sensitive information. The entity shall frame a policy for determination of materiality, based on the specified criteria duly approved by its board of directors, which shall be disclosed on its website.

The Board of Directors of the entity shall authorise one or more Key Managerial Personnel for the purpose of determining materiality of an event or information for the purpose of making disclosures.

In view of the same, this “Material Events Policy” of INDO-MIM Limited (“the **Company**”) has been framed considering that stakeholders of the Company need timely, sufficient & reliable information and communication in a coherent manner regarding material events that matters / makes influence on the Company as also the regulatory requirements of Regulation 30 of the SEBI (LODR) Regulations.

2. Definitions

a. Authorised Key Managerial Personnel

Authorised Key Managerial Personnel means Whole-time Director or Chief Financial Officer or Company Secretary & Compliance Officer of the Company, who are authorised, individually or jointly,

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for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).

b. Material events

Material Events means the individual transaction or arrangement which, in the opinion of the Authorised Key Managerial Personnel is significant to the operations or performance of the Company as well as any price sensitive information.

c. Price Sensitive Information

“**Price-sensitive information**” means any information which relates, directly or indirectly, to the Company that is not generally available and which upon becoming generally available is likely to materially affect the price of securities of the Company.

d. Compliance Officer

Compliance Officer means "Company Secretary" of the Company.

e. Policy or This Policy

Policy or this policy means "Material Events Policy".

f. Stock Exchanges

Stock Exchanges means where the Equity Shares of the Company are listed.

3. Interpretation

Terms that have not been defined in this policy shall have the same meaning assigned to them in the SEBI (LODR) Regulations and Companies Act, 2013 as amended from time to time.

For INDO-MIM Limited


Company Secretary

4. Policy

The Company will as soon as reasonably possible inform the Stock Exchange(s) of all the events or information which will have material impact on the Performance/operations of the Company, as well as any price sensitive information.

The "Authorised Key Managerial Personnel" shall be entitled to take a view on the materiality of an event or information which are qualifying for disclosure as provided in Para B of Part A of Schedule III of the SEBI (LODR) Regulations and to decide the appropriate time at which such disclosure is to be made with the Stock Exchange(s) and details that may be disclosed in the best interest of present and potential investors.

5. Reporting and Disclosure

Regulation 30 of SEBI (LODR) Regulations, 2015, have categorised material events and information which will have bearing on the performance/operations of the Company. The disclosures of events and information which the Company shall make to the Stock Exchange(s) as broadly categorised under these regulations are as under –

- Events in Category A shall be disclosed to Stock Exchanges without any application of the guidelines for materiality i.e. these are mandatorily to be disclosed irrespective of the extent of happening of event.
- Events that have been provided in Category B shall be disclosed to Stock Exchanges upon application of the guidelines for materiality to be determined by the Authorised Key Managerial Personnel on the basis of criteria as mentioned in Regulation 30(4).
- Any other material event or information as per Category C, which have not been covered under category A & Category B, shall also be disclosed to the Stock Exchanges upon application of guidelines for materiality to be determined by the Authorised Key Managerial Personnel on the basis of criteria as mentioned in Regulation 30(4).

Details of above events or information are provided in Annexure(s) forming part of this policy.

6. Guidelines

All disclosures made under Regulations 30 of the SEBI (LODR) Regulations shall contain minimum information as stated hereunder in case of happening/reporting of any below mentioned event:

i. Disclosure content to report any event pertaining to (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; (ii) adoption of new line(s) of business; (iii) closure of operation of any unit, division or subsidiary (in entirety or piecemeal)

- Nature of arrangements that lead to the event
- Rationale for the event
- Benefits / impact of the event, if any.

ii. Disclosure content to report disruption of operations due to natural calamity:

- On occurrence of such event keep exchanges informed of the occurrence of such disruptive natural calamity.
- Company shall inform the Exchange(s) as soon as possible but not later than 15 days from the time of occurrence of the disruptive natural calamity. If for any reason, the impact assessment is not completed in 15 days' time, the Company shall inform the Exchange(s) about the status of assessment and expected date by which assessment will be completed.
- This disclosure shall also include whether this risk is covered by insurance and the value of insurance cover.
- Inform the Exchange(s) as and when Company, in its judgment considers that normalcy is restored.

For INDO-MIM Limited


Company Secretary

iii. Disruption of operations due to events such as strikes, lockouts etc.

✓ **At the time of occurrence:**

- Impact on the production/operations in case of strikes/lock outs.
- Factory/unit where the strike/lock out takes place including reasons for such strike.

✓ **Periodically, till complete normalcy is restored:**

- The impact of the strike/lock out in some quantifiable terms
- Steps taken for restoration of normalcy
- Inform the Exchange(s) as and when strike/lock out is called off along with quantitative information on actual impact of such strike / lock out.

iv. Disclosure on commencement or closure of commencement operations

- Company will inform the Exchange(s) if and when a material commercial production or service is commenced or shutdown.
- The disclosure should also include projected financial impact with appropriate disclaimers.
- Company shall issue a clarification to the Exchange(s) if there is a material variation in the disclosures made earlier in this regard.

v. Disclosures regarding pricing/realization/profitability arising out of change in the regulatory framework

- Company shall inform the Exchange(s) about material changes in pricing/realization/profitability arising out of change in the regulatory framework.
- The disclosure may also quantify impact of such regulatory framework.

vi. Disclosure relating to pendency of litigation/dispute/regulatory action or outcome thereof with a material impact

- Company shall keep the Exchange(s) informed of any litigation/dispute developments with respect to any dispute in conciliation proceedings, litigation, assessment, adjudication or arbitration to which it is a party or the outcome of which can reasonably be expected to have a material impact on its present or future operations or its profitability or financials.
- The Company shall keep the Exchange(s) informed of cessation/conclusion/settlement of the above said litigation/dispute along with the concluding order or concluding settlement information.

vii. Revision in Ratings

- The Company shall promptly notify the Exchange(s), but not later than 24 hours, the details of any rating or revision in rating assigned to any debt or equity instrument of Company.
- In case of downward rating, the disclosure may include reasons published by rating agency for such downward rating.

viii. Any other Information requiring disclosure

- Such details as may be necessary to give the shareholders and general public sufficient information to form a fair view on the price of the securities of the Company.
- The disclosure guidelines prescribed by the Stock Exchange(s), if any shall be adhered to.

For INDO-MIM Limited


Company Secretary

7. Implementation

The Company will adhere to highest standards with regard to the implementation of this policy. The Whole-time Director, Chief Financial Officer and Compliance Officer of the Company shall have overall responsibility for implementing of this policy and shall take internal/external approvals, wherever necessary.

8. Policy Review

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The Company Secretary will keep the policy updated as per applicable statutory guidelines.

For INDO-MIM Limited


Company Secretary

ANNEXURE A

EVENTS WHICH SHALL BE DISCLOSED WITHOUT ANY APPLICATION OF THE GUIDELINES FOR MATERIALITY AS SPECIFIED IN SUB-REGULATION (4) OF REGULATION (30) OF SEBI (LODR) REGULATIONS, 2015.

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the entity, sale of stake in associate company of the entity or any other restructuring.

Explanation.- For the purpose of this sub-para, the word 'acquisition' shall mean,-

- i) acquiring control, whether directly or indirectly; or,
- ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - a. the entity holds shares or voting rights aggregating to twenty per cent or more of the shares or voting rights in the said company, or;
 - b. there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub- para and such change exceeds five percent of the total shareholding or voting rights in the said company.
 - c. the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30;
Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.

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Explanation (2) - For the purpose of this sub-paragraph, "sale or disposal of subsidiary" and "sale of stake in associate company" shall include-

- i) an agreement to sell or sale of shares or voting rights in a company such that the company ceases to be a wholly owned subsidiary, a subsidiary or an associate company of the entity; or
- ii) an agreement to sell or sale of shares or voting rights in a subsidiary or associate company such that the amount of the sale exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30.

Explanation (3) - For the purpose of this sub-paragraph, "undertaking" and "substantially the whole of the undertaking" shall have the same meaning as given under section 180 of the Companies Act, 2013

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3. New Ratings or Revision in Rating(s).
4. Outcome of Meetings of the board of directors: The entity shall disclose to the Exchange(s), the outcome of the meetings of the board of directors, held to consider the following:
 - a. dividends recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - b. any cancellation of dividend with reasons thereof;
 - c. the decision on buyback of securities;
 - d. the decision with respect to fund raising proposed to be undertaken including by way of issue of securities (excluding security receipts, securitized debt instruments or money market

instruments regulated by the Reserve Bank of India), through further public offer, rights issue, American Depository Receipts/ Global Depository Receipts/ Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method;

- e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - f. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - g. short particulars of any other alterations of capital, including calls;
 - h. financial results;
 - i. decision on voluntary delisting by the entity from stock exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

5A. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the entity or of its holding, subsidiary or associate company, among themselves or with the entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the entity or impose any restriction or create any liability upon the entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the entity is a party to such agreements:

Provided that such agreements entered into by a entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the entity or they are required to be disclosed in terms of any other provisions of these regulations. Explanation: For the purpose of this clause, the term "directly or indirectly" includes agreements creating obligation on the parties to such agreements to ensure that entity shall or shall not act in a particular manner.

6. Fraud or defaults by a entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the entity, whether occurred within India or abroad.:

For the purpose of this sub-paragraph:

- (i) 'Fraud' shall include fraud as defined under Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- (ii) 'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1- In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Explanation 2- Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the entity.

Explanation 3 -Fraud by senior management, other than who is promoter, director or key managerial personnel, shall be required to be disclosed only if it is in relation to the entity

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.

7A. In case of resignation of the auditor of the entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor.

7B. Resignation of Independent Director including reasons for resignation: In case of resignation of an independent director of the entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the entities:

- i. The letter of resignation along with detailed reasons for the resignation as given by the said director
- ii. Names of entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.
- iii. The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
- iv. The confirmation as provided by the independent director above shall also be disclosed by the entities to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.

7C. In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the entities within seven days from the date that such resignation comes into effect.

7D. In case the Managing Director or Chief Executive Officer of the entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s)

8. Appointment or discontinuation of share transfer agent.
9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - i) Decision to initiate resolution of loans/borrowings;
 - ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - iii) Finalization of Resolution Plan;
 - iv) Implementation of Resolution Plan;
 - v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders
10. One time settlement with a bank.
11. Winding-up petition filed by any party / creditors.
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the entity.
13. Proceedings of Annual and extraordinary general meetings of the entity.
14. Amendments to memorandum and articles of association of entity, in brief.
15. (a) Schedule of analysts or institutional investors meet and presentations made by the entity to analysts or institutional investors.

Presentations prepared by the entity for analysts or institutional investors meet, post earnings or quarterly calls shall be disclosed to the recognized stock exchanges prior to beginning of such events.

Explanation I : For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.

Explanation II: Disclosure of names in the schedule of analysts or institutional investors meet shall be optional for the entity.

(b) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:

- i. The audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
- ii. the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;
- iii. the transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls.

16. The following events in relation to the corporate insolvency resolution process (CIRP) of a corporate debtor under the Insolvency Code:

- a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
- b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
- c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
- d) Public announcement made pursuant to order passed by the Tribunal under section 13 of InsolvencyCode;
- e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
- f) Appointment/ Replacement of the Resolution Professional;

- g) Prior or post-facto intimation of the meetings of Committee of Creditors;
- h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
- i) Number of resolution plans received by Resolution Professional;
- j) Filing of resolution plan with the Tribunal;
- k) Approval of resolution plan by the Tribunal or rejection, if applicable;
- l) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
- m) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as:
 - i) Pre and Post net-worth of the company;
 - ii) Details of assets of the company post CIRP;
 - iii) Details of securities continuing to be imposed on the companies' assets;
 - iv) Other material liabilities imposed on the company;
 - v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities;
 - vi) Details of funds infused in the company, creditors paid-off;
 - vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.;
 - viii) Impact on the investor –revised P/E, RONW ratios etc.;
 - ix) Names of the new promoters, 405(key managerial personnel),if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control;
 - x) Brief description of business strategy
- n) Any other material information not involving commercial secrets
- o) Proposed steps to be taken by the incoming investor/acquirer for achieving the Minimum Public Shareholding (MPS);
- p) Quarterly disclosure of the status of achieving the Minimum Public Shareholding (MPS);
- q) The details as to the delisting plans, if any approved in the resolution plan

For INDO-MIM Limited


Company Secretary

17. Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by entities:
- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
 - b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the entity along with comments of the management, if any.

Explanation –For the purpose of this sub-paragraph, forensic audit refers to the audits, by whatever name called, which are initiated with the objective of detecting any mis-statement in financial statements, mis-appropriation, siphoning or diversion of funds and does not include audit of matters such as product quality control practices, manufacturing practices, recruitment practices, supply chain process including procurement or other similar matters that would not require any revision to the financial statements disclosed by the entity.

18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a entity, in relation to any event or information which is material for the entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the entity. Explanation – “social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.
19. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the entity, in respect of the following: (a) search or seizure; or(b) re-opening of accounts under section 130 of the Companies Act, 2013; or(c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:
- i) name of the authority;
 - ii) nature and details of the action(s) taken, initiated or order(s) passed;
 - iii) date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv) details of the violation(s)/contravention(s) committed or alleged to be committed;

- v) impact on financial, operation or other activities of the entity, quantifiable in monetary terms to the extent possible
20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the entity, in respect of the following:
- a) suspension;
 - b) imposition of fine or penalty;
 - c) settlement of proceedings;
 - d) debarment;
 - e) disqualification;
 - f) closure of operations;
 - g) sanctions imposed;
 - h) warning or caution; or
 - i) any other similar action(s) by whatever name called;
along with the following details pertaining to the actions(s), taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the entity, quantifiable in monetary terms to the extent possible

Explanation –Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:

- (i) disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty four hours.
- (ii) disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified.”

21. Voluntary revision of financial statements or the report of the board of directors of the entity under section 131 of the Companies Act, 2013

For INDO-MIM Limited



Company Secretary

ANNEXURE B

EVENTS WHICH SHALL BE DISCLOSED UPON APPLICATION OF THE GUIDELINES FOR MATERIALITY REFERRED IN SUB-REGULATION (4) OF REGULATION (30) OF SEBI (LODR) REGULATIONS, 2015.

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/ bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockout etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the entity.
8. Pendency of any litigation(s) / dispute(s) / regulatory action(s) or outcome thereof which may have a material impact.

For INDO-MIM Limited


Company Secretary

9. Frauds or defaults by employees of the entity which has or may have an impact on the entity
10. Options to purchase securities including any ESOP / ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the entity which may be necessary to enable the holders of securities of the entity to appraise its position and to avoid the establishment of a false market in such securities.

Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by its Board of Directors from time to time.

For INDO-MIM Limited


Company Secretary