



## INDO-MIM LIMITED

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

### SUCCESSION POLICY FOR THE BOARD & SENIOR MANAGEMENT

(v1/ Aug 28, 2025)

#### 1. PREAMBLE:

Pursuant to provisions of Regulation 17(4) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the Board of Directors of each Listed Company shall mandatorily frame a Policy containing the plan for orderly succession for appointment to the board of directors and senior management. Furthermore, pursuant to Section 178 of the Companies Act, 2013, the Company is required to constitute a Nomination and Remuneration Committee and development of a succession plan for the Board and senior management is an object of the Nomination and Remuneration Committee.

Accordingly, the Board of Directors of INDO-MIM Limited (the "**Company**") has adopted this succession policy (this "**Policy**"). This policy is effective from the date of its adaptation by Board of Directors and shall be valid till it is modified, replaced or cancelled. In case of any contradiction between this policy and provision of any Act, Rules and Regulations, provisions of such Act, Rules and Regulations shall apply.

The Company recognizes the importance of Succession planning to ensure continuity and smooth functioning of the Company and also to ensure that investors / stakeholders do not suffer due to sudden or unplanned gaps in leadership. The objective of this Policy is to make a plan for orderly succession for appointment to the Board and Senior Management (as defined below).

The Nomination & Remuneration Committee shall be responsible for implementing this Policy and its related procedures.

For INDO-MIM Limited

  
Company Secretary

## 2. DEFINITIONS

- i. "Nomination and Remuneration Committee" means the Committee of the Board as constituted or re-constituted, from time to time, under the provisions of Regulation 19 of the LODR Regulations, and Section 178 of the Companies Act, 2013, as amended.
- ii. "Board of Directors" or "Board" means the board of directors of the Company as constituted/re-constituted, from time to time.
- iii. "Company" means INDO-MIM Limited.
- iv. "Companies Act" means the Companies Act, 2013 and the rules framed there under, each as amended.
- v. "KMP" or "Key Managerial Personnel" means such personnel as defined in Companies Act, 2013 and Rules made thereunder as amended from time to time.
- vi. "Senior Management" means personnel of the Company who are members of its core management team, excluding the directors on the Board. This shall include all members of management one level below the executive directors, including all functional heads.
- vii. "Stock Exchange(s)" means BSE Limited and National Stock Exchange of India Limited.

## 3. PROCEDURE FOR SUCCESSION

### i. Succession Plan for the Board and Key Managerial Personnel

The Committee shall identify suitable persons from among the existing top management personnel or from outside the Company to fill up the vacancy at the Board and KMP level. The vacancy shall be filled within the time as required under Applicable law, or otherwise at the earliest.

The Committee shall apply a due diligence process to determine the suitability of every person so considered for the appointment or the re-appointment as Director or KMP of the Company. Such diligence shall be made based on the educational qualifications, experience and previous track record.

After the aforesaid diligence, the Committee shall communicate its recommendation to the Board and the appointment, re-appointment shall be decided by the Board of Directors. Similar procedure shall be followed for removal of any member of the Board and KMP. Such appointment, re-appointment or removal shall be in accordance with the applicable provisions of the Companies Act, the Listing Regulations and other laws as applicable from time to time.

**ii. Succession Plan for the Senior Management:**

The Committee shall periodically review and consider the list of Senior Management who are due for retirement within the year. In case any Senior Management has resigned, it shall be informed to the Committee as soon as possible for its review and consideration of new prospective candidate. The Committee shall also consider new vacancies that may arise out of needs or upgradation of departments from time to time.

The Board may authorize the Committee to frame an internal policy for identifying and developing an internal pool of talent for future leadership role in different departments, divisions etc.

The Chairperson, Managing Director, Chief Executive Officer, Chief Financial Officer, Executive Directors and the Head – Human Resources shall also, from time to time, identify & recommend high-potential employees who merit faster career progression and formulate, administer, monitor and review the process of skill development and identify training requirements in respect of such employees.

**4. EMERGENCY SUCCESSION OR TEMPORARY CHANGE**

If any member of the Board of Director, Key Managerial Personnel or Senior Management position suddenly becomes vacant by reason of death or other unanticipated occurrence, the Committee/ Executive Directors shall convene a special meeting as early as possible to implement the process described herein, subject to the necessity involved.

For a temporary change in executive leadership i.e., illness or leave of absence for long time, the immediate junior officer, reporting to such executive, shall take charge until the senior executive re-joins the office. However, in case the junior

For INDO-MIM Limited

  
Company Secretary

officer is considered as incapable in the opinion of the Chairperson / Managing Director / Chief Executive Officer or the Committee, then such other person who is competent to take the charge as may be decided by the Chairperson / Managing Director / Chief Executive Officer or the Committee until the senior executive re-joins the office.

## **5. REVIEW AND MONITORING**

The Board shall review and monitor the implementation of this Policy on an annual basis to ensure its effectiveness and for ensuing effective succession planning.

## **6. DISCLOSURE OF THE POLICY**

This Policy shall be disclosed in the annual report of the Company and posted on the website of the Company, if required under the Companies Act, 2013 and rules thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any other regulatory requirements.

\*\*\*\*\*

For INDO-MIM Limited

  
Company Secretary