



PHONE : 7960-1884
2464-6581
E-Mail : info@indobell.com
Website : www.indobell.com
CIN : U26102WB1972PLC028352

INDOBELL INSULATIONS LIMITED

Regd. Office : 88C, LAKE VIEW ROAD, KOLKATA - 700 029
Corp. Office : 20/1A, LAKE VIEW ROAD, KOLKATA - 700 029
MANUFACTURERS, ENGINEERS AND CONTRACTORS

Date: 30th October, 2023

To,
Sudeep Sanyal
98 Christopher Road, Topsia,
Kolkata - 700046 West Bengal

Subject: Letter of Appointment as Independent Director

Dear Sir,

This is to inform you that based on your consent letter showing your willingness to act as the Independent Director of the Company, the members in their Extraordinary General Meeting dated 30th October, 2023 have resolved to appoint you as the Independent Director with effect from 30th October 2023 for a period of 5 years.

1. Appointment

- i. You have been appointed as an Independent Director on the Board of Indobell Insulations Limited with effect from 30th October, 2023 for an initial term of 5 (Five) years, i.e. up to 29th October 2028, unless terminated earlier or extended, as per the provisions of Companies Act, 2013, SEBI (LODR) Regulation, 2015 or any other applicable laws, rules, regulations and guidelines.
- ii. Your appointment is subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015.
- iii. The term "Independent Director" should be construed as defined under the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and accordingly you shall not be liable to retire by rotation.
- iv. Re-appointment at the end of the term, if applicable shall be based on the recommendation of the Nomination and Remuneration Committee on the basis of performance evaluation and your goodself complying with the applicable provisions of the Companies Act, 2013, the SEBI (LODR) Regulation, 2015 and any other applicable laws, rules, regulations and guidelines.

2. Committees

The Board may, if it deems fit in future, invite you for being appointed on one or more of the Board Committees or any such Committee that will be set up in the future.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee



Works : D-195, Trenching Ground Road, Kolkata - 700 024 (EASTERN REGION)
RIC Industrial Estate, Shed No. A11, P.O. Parnasree, Kolkata - 700 060, Ph. No. 65216380 (EASTERN REGION)
Plot No. 18, Gula No. 2 & 3, Dewan & Sons Industrial Estate, Vevoor, Palghar - 401 404 (WESTERN REGION)



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3. Role, duties and responsibilities of Independent Directors

- i. Your role, duties and responsibilities as an Independent Director shall be as envisaged in the Companies Act, 2013 read with Schedule IV – “Code for Independent Directors” and Rules made thereunder.
- ii. Your goodself shall also adhere to the roles, duties and responsibilities envisaged under the SEBI (LODR) Regulation, 2015.

4. Compliance with Code of Ethics and Code of Conduct for Prevention of Insider Trading

- i. As an Independent Director your goodself shall abide by the Company’s Code of Ethics for Directors and Senior Management and the Company’s Code of Conduct for Prevention of Insider Trading.
- ii. Your goodself shall make timely disclosures under Company’s Code of Ethics for Directors and Senior Management and the Company’s Code of Conduct for Prevention of Insider Trading and ensure compliance with all the requirements of the Company’s Code of Ethics for Directors and Senior Management and the Company’s Code of Conduct for Prevention of Insider Trading.
- iii. Your goodself shall refrain from doing such actions / activities as may be prohibited under the Company’s Code of Ethics for Directors and Senior Management and the Company’s Code of Conduct for Prevention of Insider Trading.

5. Remuneration and reimbursement of expenses

- i. As an Independent Director your goodself shall be paid sitting fees for attending each meeting of Board and / or its committees, as the case may be, in lines with sitting paid / payable to the Directors of the Company, which presently is Rs. 2500/- (Rupees Two Thousand Five Hundred Only) for attending each meeting of the Board and / or its committees.
- ii. In addition to sitting fees, the Company shall reimburse you the out of pocket expenses incurred for travel, hotel and other incidental expenses incurred in the performance of your role and duties.

6. Termination: Your directorship as an Independent Director shall terminate on account of following:

- i. Resignation from the directorship by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, mentioned in the notice, whichever is later.
- ii. Vacation of office in terms of Section 167 of the Companies Act, 2013 read with rules made thereunder.
- iii. Cessation on account of any disqualification incurred in terms of Section 164 of the Companies Act, 2013 or any change in status as independent director in terms of Section 149(6) of the Companies Act, 2013.
- iv. Violation of Code of Conduct for Independent Directors, the Company’s Code of Ethics for Directors and Senior Management and the Company’s Code of Conduct for Prevention of Insider Trading.

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7. Confidentiality

- i. All information acquired by your goodself during your tenure is confidential and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body.
- ii. On reasonable request, all documents and other materials made available to your goodself shall be surrendered to the Company.

We welcome you to the Board of Directors of the Company.

Thanking you,

For Indobell Insulations Limited

Vijay Burman
Managing Director
DIN: 00591075
Place: Kolkata

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