



Date: \_\_\_\_\_

To

\_\_\_\_\_

\_\_\_\_\_

Dear \_\_\_\_\_

Sub: **Letter of Appointment**

We are pleased to inform you that the Members of the Company **Medico Electrodes International Limited** (the "Company") at their Extra Ordinary General Meeting (EGM) held on \_\_\_\_\_ have approved your appointment(s) as a Non-Executive Independent Director of the Company for a period of 5 consecutive years with effect from \_\_\_\_\_.

This letter of appointment sets out the terms and conditions covering your appointment. Kindly confirm your agreement to the above by signing and returning the enclosed duplicate of this letter:

1. The appointment has been made for a period of 5 years with effect from \_\_\_\_\_.
2. You may be invited by the Board to serve on one or more Board Committees, either as Chairman or Member. The role of these Committees shall be determined by the Board from time to time. The induction of an Independent Director as a Chairman or Member in any Committee shall be subject to all applicable Laws, Rules and Regulations.
3. As per the legal provisions, you will discharge your duties as per the provisions of Companies Act, 2013, read with Rules made there under, Code of Conduct of Independent Directors as per Schedule IV of the Companies Act, 2013, Articles of Association of the Company and other Statutes as may be applicable from time to time.
4. The Board expects below mentioned traits from your part:

**Time Commitment:** You are expected to bring objectivity and independence of view to the Board's discussions and to help in providing the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. You will be expected to attend Board, Board Committees to which you may be appointed and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

**Disclosure of Interest:** You should give us required disclosure as prescribed under the status. The Company Secretary will co-ordinate with you for getting such disclosures from time to time. Further furnish us the annual declaration that you meet the criteria of Independence as per Companies Act, 2013. Further update promptly, wherever there is change in circumstance which may affect your status of Independence.



**Confidentiality:** You must apply the highest standard of confidentiality and not disclose to any person or Company, whether during the course of Appointment or at any time after termination, any confidential information concerning the Company and any group Companies with which you come into contact by virtue of your position.

5. The Company has formulated and adopted a "Code of Ethics and Business Conduct" for all the Board members, Senior Officers and Employees. The same has been enclosed with the letter as **Annexure I**. You shall annually affirm, in writing, the Compliance with the Code.
6. As an Independent Director you will be expected not to:
  - (a) involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
  - (b) achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates and if you are found guilty of making any undue gain, you will be liable to pay an amount equal to that gain to the company.
  - (c) assign your office and any assignment so made shall be void.
7. Remuneration will be paid by way of fee and reimbursement of expenses for participation in the Board and other meetings and/or such other payments as may be decided by the Board from time to time. Such payments shall be subject to the provisions of Companies Act, 2013 and any amendments /subsequent legislation applicable to such appointments.
8. As per the provisions of Companies Act, 2013, your performance as an Independent Director will be reviewed on an annual basis.
9. During your term as an Independent Director of the Company, you may promptly notify the Company any changes in your directorships and submit such disclosures, information and details as may be required under applicable law. During your tenure, you agree to provide a "Declaration of independence" under Section 149(7) of the Act, upon any change in circumstances which may affect your status as an Independent Director of the Company.

We look forward to your valued participation and guidance for the growth and governance of the Company.

Thanking You

Yours sincerely,  
For **Medico Electrodes International Limited**

Name:  
Designation:

**Annexure-I****Code of Conduct on Business Ethics**

The Company Medico Electrodes International Ltd. is committed to maintaining the highest standards of integrity, transparency, and ethical conduct in all its business activities. This Code of Conduct establishes the ethical principles and professional standards that every Director and Employee of the Company is expected to uphold while performing their duties.

**1. Integrity and Ethical Behaviour**

Directors and employees shall act with honesty, fairness, and integrity in all business dealings and shall avoid any conduct that may compromise the reputation or interests of the Company.

**2. Compliance with Laws and Regulations**

All directors and employees must comply with applicable laws, rules, and regulations governing the Company's operations and ensure that all actions are conducted in accordance with legal and regulatory requirements.

**3. Avoidance of Conflict of Interest**

Directors and employees shall avoid situations where personal interests may conflict with the interests of the Company and must promptly disclose any potential or actual conflict of interest.

**4. Protection and Proper Use of Company Assets**

Company assets, resources, and information shall be used only for legitimate business purposes and must be safeguarded against misuse, loss, theft, or unauthorized use.

**5. Confidentiality of Information**

Directors and employees shall maintain the confidentiality of sensitive or proprietary information and shall not disclose such information except where authorized or legally required.

**6. Fair Dealing**

Directors and employees shall deal fairly with customers, suppliers, competitors, regulators, and colleagues, and shall not engage in unethical practices such as manipulation, misrepresentation, or unfair advantage.

**8. Transparency and Accurate Reporting**

All financial, operational, and statutory records must be maintained accurately and honestly to ensure transparency and reliability in reporting to stakeholders.



## **9. Respectful Workplace and Non-Discrimination**

The Company is committed to providing a respectful and inclusive workplace, and all directors and employees shall treat others with dignity without discrimination or harassment.

## **10. Accountability and Responsibility**

Directors and employees are responsible for their actions and must perform their duties diligently, ensuring that their conduct aligns with the Company's ethical standards.

## **11. Reporting of Unethical Conduct**

Any suspected violation of this Code or unethical behavior should be promptly reported through appropriate internal channels so that corrective action may be taken.

## **12. Compliance with the Code**

All directors and employees are expected to adhere to this Code of Conduct, and any violation may result in disciplinary action in accordance with the Company's policies and applicable laws.