POLICY ON DIVERSITY OF BOARD OF DIRECTORS

OF

INTEGRIS MEDTECH LIMITED

(*FORMERLY KNOWN AS INTEGRIS HEALTH PRIVATE LIMITED*)

Version History

Version	Approved By	Effective Date	Approval Date
1	Board of Directors	08.10.2025	08.10.2025
2	Board of Directors	28.05.2026	28.05.2026

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1. Introduction

Pursuant to Regulation 19(4), read with Part D of Schedule II of the SEBI Listing Regulations, the NRC of a listed entity is required to devise a policy on the diversity of the Board. In compliance with the SEBI Listing Regulations, the Company has formulated this policy on diversity of Board of Directors ("**Policy**").

2. Definitions and Interpretation

2.1. The following terms used in this Policy shall have the meaning assigned herein:

(i) "**Board**" shall mean the board of directors of the Company.

(ii) "**Companies Act**" shall mean the Companies Act, 2013, and rules and regulations made thereunder, as amended from time to time.

(iii) "**Company**" shall mean Integris Medtech Limited (formerly known as Integris Health Private Limited).

(iv) "**Director(s)**" shall mean a member of the Board.

(v) "**NRC**" shall mean the Nomination and Remuneration Committee of the Board.

(vi) "**SEBI Act**" shall mean the Securities and Exchange Board of India Act, 1992, as amended from time to time.

(vii) "**SEBI Listing Regulations**" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

(viii) "**Applicable Law**" shall mean all applicable laws, statutes, enactments, acts of central or state legislature, ordinances, rules, regulations, notifications, guidelines, directions, directives, policies, circulars, decisions and any other pronouncements issued in accordance with the Companies Act, the SEBI Act, Listing Regulations or any other law applicable to the jurisdiction of India by any central, state, local, or other governmental, administrative or regulatory authority exercising executive, legislative, judicial, regulatory or administrative functions, including but not limited to the Reserve Bank of India and the Ministry of Corporate Affairs of the Government of India;

2.2. Unless defined expressly herein, all capitalized terms used in this Policy shall have the meanings assigned to them under the Companies Act, SEBI Act, SEBI Listing Regulations, as amended from time to time.

3. Purpose

3.1 The Policy shall be read along with the Nomination and Remuneration Policy of the Company and is framed to aid balanced decision-making by the Board, with the ability to propose, evaluate and implement effective management solutions by leveraging the unique individual experiences of Directors to further the strategic and commercial goals of the Company.

3.2 The Company believes that a diverse Board shall enhance the breadth of perspective and quality of the Board decisions by harnessing, inter-alia, the differences in thought, knowledge, skills, age, gender, industry experience, educational and professional qualifications, social, and cultural and geographical backgrounds of the Directors, which shall ensure that the Company retains its competitive advantage, makes corporate governance more effective, enhances quality of decision making capability, ensures sustainable development while fulfilling its social responsibilities and enhances the reputation of the Company.

3.3 This Policy applies to the Board composition only and does not apply to employees of the Company.

4. Board Diversity

4.1 The NRC shall consider the Policy, along with the Nomination and Remuneration Policy of the Board, in assessing the Board and making recommendations(s) to the Board for appointment of Director(s). The NRC is, *inter-alia*, responsible for identifying and recommending persons to the Board for appointments as Director and for reviewing the performance of the Board. The NRC shall make recommendations to the Board for appointment as a Director by assessing the profile of a candidate against the knowledge, skills, experience, financial literacy/expertise, global market awareness and diversity required on the Board to maintain a high level of ethical standards. The NRC and Board shall ensure fairness and non-discrimination in the remuneration, recruitment, and promotion of Directors.

4.2 The NRC shall ensure that the Board shall always have an optimum combination of executive, non-executive, independent Directors, and women Director(s) in accordance with requirements of the Articles of Association of the Company, the Companies Act, SEBI Listing Regulations, applicable laws, and contractual obligations of the Company.

4.3 In order to ensure a balanced composition of executive, non-executive and independent Directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

(i) <u>Gender</u>: The Company shall not discriminate on the basis of gender in the matter of appointment of Directors on the Board. The Company encourages the appointment of women at senior executive levels to achieve a balanced representation on the Board. As per the provisions of the Companies Act, the Company shall at all times have at least one-woman Director on the Board.

(ii) <u>Educational qualification</u>: The Board should have a mix of members with different educational qualifications, knowledge and with adequate experience in operations of the Company's businesses and other disciplines related thereto.

5. Review, Amendment and Limitation

5.1. The NRC shall review this Policy periodically or at such time intervals as may be prescribed under the Companies Act, SEBI Listing Regulations, and recommend the appropriate revisions to the Board for its approval.

5.2. The Board may, from time to time, make amendments to this Policy to the extent required due to changes in applicable laws and/or regulations or as deemed fit on a review.

5.3. In case of any inconsistency between the terms of this Policy, SEBI Listing Regulations and the Companies Act, the provisions of the SEBI Listing Regulations and Companies Act shall prevail. Any subsequent amendment/modification in the SEBI Listing Regulations, Companies Act and/or applicable laws in this regard shall automatically apply to this Policy.

6. Disclosure

This Policy shall be hosted on the website of the Company at https://integrismedtech.com/investors/. The necessary disclosures, if any, about the Policy or in relation to the Policy shall be made available on the website of the Company in compliance with the SEBI Listing Regulations.