NOMINATION & REMUNERATION POLICY

OF

INTEGRIS MEDTECH LIMITED

(*FORMERLY KNOWN AS INTEGRIS HEALTH PRIVATELIMITED*)

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

In terms of the provisions of Section 178 of the Companies Act, 2013 & rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**,** the Board of Directors of Integris Medtech Limited has approved and adopted this Nomination and Remuneration Policy ("**Policy**") to provide a framework for, appointment of the Directors, remuneration of the Directors, KMPs and Senior Management, and evaluation of the performance of the Independent Directors.

2. Definitions

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

(i) "**Board**" shall mean the board of Directors of Integris Medtech Limited.

(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) "**ESOP Scheme**" shall mean the employee stock option plan of the Company.

(vi) "**Executive Director**" shall mean executive director of the Company.

(vii) "**ID**" shall mean Independent Director appointed on the Board in accordance with Section 149(6) of the Companies Act and/or as defined under Regulation 16 (b) of the Listing Regulations.

(viii) "**KMP**" shall mean the Key Managerial Personnel of the Company

(ix) "**MD**" shall mean Managing Director of the Company.

(x) "**NED**" shall mean the Non-Executive Director of the Company

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

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

(xiii) "**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.

(xiv) "**Senior Management**" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the Board.

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

The objectives of this Policy are to:

(i) Formulate the criteria for determining qualifications, and positive attributes for appointment and remuneration of a Director, KMP, and Senior Management;
(ii) Formulate the criteria for determining independence of the Director;
(iii) Ensure diversity of the Board; and
(iv) Formulate criteria for evaluation of performance of IDs and the Board.

4. Appointment of Director, KMP and Senior Management

4.1. The NRC shall be responsible for identification of a suitable candidate for appointment as Director, KMP or Senior Management of the Company, and for this purpose the NRC will consider the following criteria:

(i) Integrity, qualification, expertise and experience of the person proposed for the appointment as the Director, KMP or Senior Management and recommend to the Board his/her appointment.

(ii) A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insight into sectors / areas relevant to the Company, and the ability to contribute to the Company's growth and complementary skills in relation to the other members on the Board.

(iii) Diversity on the Board as per the Board Diversity Policy of the Company.

(iv) The age limit and the eligibility criteria for appointment of Director, KMP or SMP as per the SEBI Listing Regulations, Companies Act and/or any applicable law.

(v) No present or potential conflict of interest.

4.2. In case of appointment of an Independent Director, the following additional criteria shall be considered by the NRC:

(i) He/she meets the criteria of "independence" as set out in the relevant provisions of the SEBI Listing Regulations, Companies Act and any applicable law to the Company.

4.3. The NRC has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

4.4. For the purpose of identifying suitable candidates, the NRC may use the services of an external agency, if required; consider candidates from a wide range of backgrounds, having due regard to diversity and consider the commitments of the candidates.

5. Remuneration of Directors

5.1. For determination of remuneration, the NRC shall ensure the reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, maintain a clear relationship between remuneration and performance, and achieve a balance between rewarding short-term and long-term performance of the Company. This Policy reflects the Company's remuneration philosophy and principles and takes into account pay and employment conditions within the competitive market and among peers to ensure that the pay structure is appropriately aligned.

5.2. Notwithstanding anything contained herein:

(i) The quantum and frequency of the remuneration/compensation to the Directors shall be determined by the Board based on the recommendations of NRC.

(ii) The remuneration, sitting fees, commission, or any other payment (including the increments) payable by the Company to the Directors for the performance of their duties as Directors of the Company shall be subject to the limits set out in the Companies Act and the SEBI Listing Regulations.

(iii) In case of loss or inadequate profit, during any financial year, the Directors may receive compensation for the services rendered subject to the compliance of applicable provisions of the Companies Act, SEBI Listing Regulations and Articles of Associations of the Company.

5.3. Remuneration of NEDs and IDs

(i) NED and IDs shall be paid remuneration by way of fixed sitting fees for attending the meetings of the Board and committees of which they may be members, and/or commission.

(ii) NED and IDs shall be paid commission subject to requisite approvals in compliance with the requirements under the Companies Act. Keeping with evolving trends in industries and considering the time and effort, and expertise contributed by specific NEDs and IDs, the practice of paying differential commission may be considered while determining the commission.

(iii) IDs will not be eligible to receive stock options under the existing ESOP Scheme of the Company.

(iv) NEDs and IDs are entitled to be paid for all travelling and other expenses they incur for attending to the Company's affairs, including attending meetings of the Company.

5.4. Remuneration of Executive Director

(i) The elements of compensation of the Executive Director will include the following:

a) Fixed compensation;
b) Variable compensation in the form of annual incentive;
c) Benefits; and/or
d) Work related facilities and perquisites.

(ii) The annual variable pay compensation in the form of annual incentive and annual increment for the Executive Director will be determined based on Company's and individual's performance as against the pre-agreed objectives for the year.

(iii) The Executive Directors, except for a promoter Director and IDs, will be eligible for long-term incentives in the form of ESOP Schemes as per the ESOP Scheme in force from time to time. The Company's ESOP Scheme philosophy is designed to:

a) To reward the employees for their performance as well as to motivate them to contribute to the growth and profitability of the Company.
b) To attract and retain talent in the Company.
c) To enable employees to share the value they create for the Company in the years to come.

(iv) ESOP Scheme grants shall be subject to vesting conditions linked to continued service and achievement of performance milestones. Grants under the ESOP Scheme will be approved by the NRC.

(v) Executive Directors will not be paid sitting fees for any Board / committee meetings attended by them.

6. Remuneration of KMP, Senior Management and other employees

6.1. The total compensation for KMP, Senior Management and other employees will consist of:

(i) Fixed compensation;
(ii) Variable compensation in the form of annual incentive;
(iii) Benefits; and/or
(iv) Work related facilities and perquisites.

6.2. In addition, selected senior executives shall be eligible for long-term incentive plan in the form of ESOP Schemes, as per the ESOP Scheme in force from time to time. The objective of the ESOP Scheme is to**:**

a) To reward the employees for their performance as well as to motivate them to contribute to the growth and profitability of the Company.
b) To attract and retain talent in the Company.
c) To enable employees to share the value they create for the Company in the years to come.

6.3. The fixed compensation as part of the total compensation shall be determined on the basis of size and scope of the job typically as reflected by the level or grade of the job, trends in the market value of the job and the skills, experience and performance of the employee. The fixed compensation will include basic salary, housing allowance, leave travel allowance and a cash allowance.

6.4. The annual incentive (variable pay) of executives will be linked directly to the performance of the Company.

6.5. Based on the grade and seniority of employees, benefits for employees include:

(i) Housing
(ii) Company Car
(iii) Health insurance
(iv) Accident and life insurance
(v) Retirement benefits as per Company Policy and statutory requirements
(vi) Contribution to statutory benefits such as provident fund account, gratuity, etc.

6.6. Employees will also be eligible for work-related facilities and perquisites as may be determined through human resources policies issued from time to time based on the grade of the employee.

6.7. A formal annual performance management process will be applicable to all employees (other than those covered in Clause 5 above) according to the prevalent HR Policy and practice of the Company.

6.8. Annual increases in fixed and variable compensation of individual executives will be a combination of market inflation data and performance ratings of individual employee.

(i) Overall compensation shall be subject to periodic reviews which takes into account data from compensation surveys conducted by specialist firms, as well as factors such as affordability based on the Company's performance and the economic environment.

(ii) Employees may be eligible for ESOP Schemes as per the ESOP Scheme approved by the shareholders of the Company and in force from time to time. The objective of the ESOP Scheme is to reward the Eligible Employees, for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

(iii) Employees may be eligible for severance payments in accordance with the termination clause in their employment agreement subject to applicable regulatory requirements.

7. Board Diversity Policy

The Board, based on the recommendation of the NRC, has formulated the Board Diversity Policy and the same is disclosed on its website of the Company at https://integrismedtech.com/investors/.

8. Evaluation of performance of ID

The Board, based on the recommendation of the NRC, has formulated a policy for evaluating the performance of the Directors including for the ID and the same is disclosed on its website of the Company at https://integrismedtech.com/investors/.

9. Conflict

9.1. A member of the NRC is not entitled to participate in the discussions when his/her own remuneration is discussed at a meeting or when his/her performance is being evaluated.

9.2. The NRC may invite such executives, as it considers appropriate, to be present at the meetings of the NRC.

10. Review, Amendment and Limitation

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

10.2. 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.

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

11. 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.