POLICY ON EVALUATION OF THE PERFORMANCE OF THE 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 17(10) of SEBI Listing Regulations, Section 178(2) and Schedule IV (as per Section 149) of the Companies Act, the Company has formulated this policy on evaluation of performance of the board of directors ("**Policy**").

2. Definitions

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

(i) "**Board**" means the Director or the Board, in relation to the Company, and deemed to include the collective body of the Board of the Company including the Chairperson of the Company;

(ii) "**Chairperson**" shall mean the chairperson of the Board of Directors of the Company;

(iii) "**Code of Conduct**" shall mean the code of conduct for board members, key managerial personnel and senior management as formulated by the Company;

(iv) "**Company**" shall mean Integris Medtech Limited (formerly known as Integris Health Private Limited);

(v) "**Companies Act**" shall mean Companies Act, 2013, and rules and regulations issued thereunder, as amended from time to time;

(vi) "**Director**" shall mean a director on the Board of the Company;

(vii) "**ICSI**" shall mean Institute of Company Secretaries of India;

(viii) "**Independent Director**" shall mean an independent director as defined under section 2(47) to be read with Section 149(5) of the Companies Act, 2013;

(ix) "**NRC**" shall mean the Nomination and Remuneration Committee of the Board of Directors, constituted under the provisions of Section 178 of the Companies Act;

(x) "**Policy**" shall mean this Policy for the evaluation of performance of the Board of Directors of the Company;

(xi) **"RBI"** shall mean the Reserve Bank of India**;**

(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; and

(xiv) "**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, SEBI Act, SEBI 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 RBI and Ministry of Corporate Affairs.

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 purpose of this Policy is to formulate the procedures and prescribe the criteria to evaluate the performance of the entire Board. The purpose of such evaluation framework is to *inter alia* facilitate the identification of the areas of concern, create awareness about the role of Directors individually, and collectively as a Board, and to steer the Board in the direction of achieving the Company's mission and vision. Further, the Company shall adopt best practices to manage the affairs of the Company in a seamless manner and ensure sustained long-term value creation for stakeholders by achieving good corporate governance.

3.2. The Company believes in managing its affairs in a fair and transparent manner with the goal of ensuring that the Board as a whole, and its committees and individual directors work effectively, with the highest standards of honesty, integrity, and professionalism towards advancing the strategic and commercial success of the Company.

3.3. The Company recognises the role of good governance practices in enhancing value creation for shareholders and fulfilling responsibilities towards stakeholders. Any potential / actual instance of violation of this Policy or the Code of Conduct shall be taken seriously by the Company. Accordingly, this Policy sets out the processes and criteria for the evaluation of the performance of:

(i) The Board as a whole;
(ii) The committees of the Board; and
(iii) Individual Directors (including Independent Directors and Chairperson).

4. Role of the NRC

As per the provisions of the Companies Act and SEBI Listing Regulations, the NRC shall *inter alia* perform the following functions:

(i) The NRC shall formulate criteria for evaluation of performance of Independent Directors and the Board;
(ii) The NRC shall carry out evaluation of every Director's performance; and
(iii) The NRC shall recommend to the Board whether to extend or continue the term of appointment of the Independent Directors, on the basis of the report of

performance evaluation of such Independent Directors.

5. Performance Evaluation of Individual Directors

5.1. Performance of individual Directors shall be evaluated by the NRC as set out in Nomination and Remuneration Policy of the Company, the provisions of Section 178 of the Companies Act and based on their functions as mentioned in the Code of Conduct of the Directors and Senior Management Personnel.

5.2. The Board, as applicable, shall also be guided by the criteria provided under the guidance note on Board evaluation dated SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024 issued by the Securities and Exchange Board of India and guidance issued by ICSI, including the Guide to Board Evaluation dated August, 2020 issued by the ICSI.

6. Performance Evaluation of Independent Directors

6.1. The performance evaluation of Independent Directors shall be carried out by the entire Board (excluding the Independent Director whose performance is under review) and shall include the performance of the Independent Director, fulfilment of the independence criteria as specified in the SEBI Listing Regulations and their independence from the Board and management.

6.2. On the basis of the report of performance evaluation, it shall be determined by the NRC whether to extend or continue the term of appointment of the Independent Director.

7. Performance Evaluation of the Chairperson

The performance evaluation of the Chairperson shall be carried out by the Independent Directors, in the manner as set out in Policy.

8. Performance Evaluation of the Board and Committees

8.1. The performance evaluation of the Board and each Committees shall be carried out by the Board / NRC, as the case may be.

8.2. In the evaluation, each Board / Committee member shall provide their evaluation inputs, prior to the meeting scheduled for the purpose of evaluation.

8.3. Results of the performance evaluation shall be tabulated and analysed prior to the meeting scheduled for evaluation, and shall be presented in a summary report to include composite scoring.

8.4. The individual evaluation inputs from each of the Board / Committee member shall remain confidential and aggregated results shall be presented to the Board and the NRC during the meeting scheduled for evaluation.

8.5. The Board shall discuss areas that are working well, and those that need attention. The Board shall then decide if changes in its governance practices and policies need to be made going forward.

9. Criteria for Evaluation of Performance

The NRC has laid down the following criteria for evaluation of performance of executive Directors, Independent Directors, Chairperson, Committees and the Board:

(i) Attendance and contribution at Board and committee meetings;
(ii) Their stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align company's value and standards;
(iii) Their knowledge of finance, accounts, legal, investment, marketing, foreign exchange / hedging, internal controls, risk management, assessment and mitigation, business operations, processes and corporate governance;
(iv) Their ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions;
(v) Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency;
(vi) Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity;
(vii) Recognition of the role which they are expected to play, internal board relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board;
(viii) Their global presence, rational, physical and metal fitness, broader thinking, vision on corporate social responsibility, etc.;
(ix) Quality of decision making in connection with the business of the Company, understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources, etc.;
(x) Their ability to monitor the performance of management and satisfy themselves with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders; and
(xi) Their contribution towards enhancement of overall brand image of the Company.

10. General

10.1. The performance evaluation process as prescribed in this Policy, including the criteria for evaluation as set out in this Policy, may be reviewed and amended by the Board, in consultation with the NRC, as provided under the SEBI Listing Regulations. The NRC shall finalize a series of assessment questionnaires to enable such evaluation being conducted. The feedback of inter alia the Board members, Chairperson, and management of the Company may be considered by the Board and / or the NRC, as the case may be, while reviewing and / or amending the Policy.

10.2. Evaluation process may be conducted by a suitably qualified and independent external agency appointed by the NRC. The findings of such external evaluation shall be reported to the NRC, and a summary thereof shall be disclosed in the Annual Report in accordance with Applicable Law.

10.3. The responsibility of the performance evaluation as prescribed in this Policy lies with the NRC, who shall be supported by the Company Secretary or any other person as authorized by the NRC for administration and compliance of this Policy.

10.4. In accordance with the requirement under the Companies Act, read with the rules made thereunder, and the SEBI Listing Regulations, disclosures of manner of formal annual evaluation of the Directors, the Independent Directors, the Chairperson, the Board, and the NRC, along with the performance evaluation criteria for the Independent Directors, shall be made in the Report of Board of Directors / Annual Report of the Company.

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.