POLICY ON SUCCESSION PLANNING FOR THE BOARD AND SENIOR MANAGEMENT

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(4) of the SEBI Listing Regulations, in order to ensure that the interests of investors of a listed company do not suffer on account of sudden or unplanned gaps in management of the company, the Board of a company is required to formulate a policy on succession planning for successful transition of Directors and Senior Management in accordance with the SEBI Listing Regulations. In compliance with the SEBI Listing Regulations, the Company has formulated this policy on succession planning for the Board and Senior Management ("**Policy**").

2. Definitions

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

(i) "**Board**" or "**Board of Directors**" means the Board of the Directors of the Company.

(ii) "**CEO**" shall mean Chief Executive Officer of the Company.

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

(iv) "**Company**" means Integris Medtech Limited (formerly known as Integris Health Private Limited).

(v) "**ED**" shall mean the Executive Director of the Company.

(vi) "**HR Department**" means the Human Resources department of the Company.

(vii) "**ID**" shall mean the Independent Director of the Company.

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

(ix) "**WTD**" shall mean the Whole-time Director of the Company.

(x) "**NEDs**" shall mean Non-Executive Directors of the Company.

(xi) **"NRC"** means the Nomination and Remuneration Committee of the Board of Directors of the Company.

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

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

(xiv) **"SEBI"** means the Securities and Exchange Board of India.

(xv) "**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 purpose of the Policy is, *inter alia,* as under:

(i) To identify and nominate suitable candidates for the Board's approval to fill vacancies which may arise in the Board from time to time;
(ii) To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives;
(iii) To identify the key job incumbents in Senior Management positions and recommend whether the concerned individual be granted an extension in term/service or be replaced with an identified internal or external candidate or recruit other suitable candidate(s);
(iv) To ensure the systematic and long-term development of individuals in the Senior Management level to replace as and when the need arises due to deaths, disabilities, retirements, and other unexpected occurrences; and
(v) To promote diversity in leadership across dimensions including gender, professional background, experience, skills, and perspective, recognising that diverse leadership strengthens decision-making and stakeholder confidence.

4. Applicability of the Policy

The Policy shall be applicable for succession planning of the MD/WTD/ Executive Directors, NEDs, IDs and other members of the Board and Senior Management.

5. Succession Plan for the Board

5.1. Succession planning is crucial to the survival and growth of any business and a tool for an organization to ensure its continued effective performance through leadership and management continuity.

5.2. The Company appreciates the importance of succession planning to ensure continuity in its smooth functioning. To ensure that key positions in the Company, which are important for the Company's current and future growth, are assigned to qualified and competent professionals, it is imperative to fill up vacancies in such positions well in time to ensure continuity in leadership and management of the Company.

5.3. The NRC shall review the leadership and management needs of the Company from time to time. The NRC shall assess the suitability of a person who is being considered for appointment as a Director of the Company, based on the criteria set out in the NRC Policy and shall recommend to the Board, the terms and conditions of their appointment, including remuneration as per the criteria set out under the NRC Policy.

6. Succession Plan for Senior Management

6.1. The HR Department shall periodically review and consider the list of Senior Management due for retirement/ attrition within the year.

6.2. The HR Department shall also consider the new vacancies that may arise because of business needs/upgradation of department(s)/regional office(s). Considering the above, the HR Department shall assess the availability, internally and/or externally as the case may be, of suitable candidates for the Company's future growth and development.

6.3. Further, based on the recommendation of the WTD and/or MD and/or the CEO, the HR Department:

(i) shall evaluate the incumbent after considering all relevant criteria such as qualifications, experience, age, health, leadership quality etc., and recommend whether the concerned individual (a) be granted an extension in term/service; or (b) be replaced with an identified internal or external candidate;

(ii) shall identify the competency requirements of the key positions, assess potential candidates, and develop required competency through planned development and learning initiatives. The HR Department may utilize the services of professional search firms to assist in identifying and evaluating potential candidates; and

(iii) may recommend appointing other suitable external candidate(s) as special recruitment in Senior Management based on the profiles and competence in order to provide a continuous flow of talented people to meet the organizational needs.

7. Emergency Succession

7.1. In case of any unexpected occurrence (e.g. death, disability, or sudden resignation), the NRC shall ensure that an interim successor is appointed in a reasonable time frame to prevent disruption to the Company's operations.

7.2. Such appointments shall be formalized by the Board after due process and in accordance with the Companies Act, and SEBI Listing Regulations.

8. Review, Amendment and Limitation

8.1. The NRC shall conduct a comprehensive review of the succession planning process on periodic basis, which shall include:

(i) Assessment of readiness levels for all critical Board and Senior Management positions;
(ii) Evaluation of identified successors and their development progress;
(iii) Review of succession timelines and potential gaps; and
(iv) Update on leadership pipeline programmes and their effectiveness.

8.2. The NRC shall present its findings and recommendations to the Board for deliberation and approval.

8.3. Any changes to the Policy shall be approved by the Board as per recommendation of NRC. Further, the Board is, subject to applicable laws, entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy shall be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

8.4. In case of any inconsistency between the terms of this Policy, SEBI Listing Regulations and 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.

9. Disclosure

The Company shall disclose this Policy on its website 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.