RISK MANAGEMENT POLICY

OF

INTEGRIS MEDTECH LIMITED (*FORMERLY KNOWN AS INTEGRIS HEALTH PRIVATE LIMITED*)

Version History

S. No	Version	Approved By	Effective Date	Amendment Summary
1.0	1	Board of Directors	08.10.2025	

I. Introduction

This risk management policy ("Policy") has been adopted pursuant to Regulation 17(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("Listing Regulations"), and Section 134(3)(n) and other applicable provisions of the Companies Act, 2013 (as amended from time to time).

Integris Medtech Limited (Formerly known as Integris Health Private Limited) (herein after referred as "our" or "we" or the "Company") has drafted this Policy for proactive management of risks in pursuit of the company's business goals. This Policy is intended to ensure that an effective risk management framework is established and implemented within the Company and to provide regular reports on the performance of that framework, including any exceptions, to the board of directors (the "Board") of the Company.

II. **Objective**

This Policy sets out the guiding principles to identify, assess, monitor and mitigate the internal and external risks including financial, operational, sectoral, sustainability, information, cyber security risks or any other risks associated with the business of the Company and to attempt to develop strategies to ensure timely evaluation, reporting and monitoring of key business risks. This Policy is intended to assist in decision making processes that will minimize potential losses, improve the management of uncertainty and the approach to new opportunities, thereby helping the Company to achieve its objectives.

III. **Definitions**

"Directors" shall mean Directors of the Company.

"Audit Committee" means a committee of the Board of Directors of the Company, constituted in accordance with the provisions of section 177 of the Companies Act, 2013 (hereinafter referred to as "Act") and SEBI (Listing obligations and Disclosures Requirements) Regulation, 2015 (hereinafter referred to as "SEBI Listing Regulations").

"Risk Management Committee" or "Committee" means a Committee as constituted by the Board of Directors of the Company in accordance with Regulation 21 of the SEBI (Listing obligations and Disclosures Requirements) Regulation, 2015 (hereinafter referred to as "SEBI Listing Regulations").

"Risk Owners" means the designated functional heads within the Company.

IV. **Risk Identification, Assessment and Measurement**

Risk Owners have the primary responsibility to identify, assess and monitor risk at respective function level and shall be responsible for implementation of the risk management system as may be applicable to their areas of functioning and report to the Committee. It is necessary that Risks are

assessed after taking into account the existing controls, so as to ascertain the current level of Risk. Based on the above assessments, each of the Risks can be categorized as – low, medium and high.

Each identified risk is assessed on two factors which determine the risk exposure:

A. Impact if the event occurs

B. Likelihood of event occurrence

Risks can be identified under the following broad categories. This is an illustrative list and not necessarily an exhaustive classification.

(a) <u>Internal risks:</u>

- Strategic Risk: Competition, inadequate capacity, high dependence on a single customer/vendor.
- Business Risk: Project viability, process risk, technology obsolescence/ changes, development of alternative products.
- Finance Risk: Liquidity, credit, currency fluctuation.
- Environment Risk: Non-compliances to environmental regulations, risk of health to people at large.
- Personnel Risk: Health & safety, high attrition rate, incompetence.
- Operational Risk: Process bottlenecks, non-adherence to process parameters/ pre-defined rules.
- Reputation Risk: Brand impairment, product liabilities.
- Regulatory Risk: Non-compliance to statutes, change of regulations.
- Technology Risk: Innovation and obsolescence.
- Information and Cyber Security Risk: Cyber security related threats and attacks.

(b) <u>External risks:</u>

- Sectoral Risk: Unfavourable consumer behaviour in relation to the relevant sector etc.
- Sustainability Risk: Environmental, social and governance related risks.
- Political Risk: Changes in the political environment, regulation/ deregulation due to changes in political environment.

The Committee shall review and monitor various risks identified, based on their impact and significance. The Committee will also suggest the action plans to mitigate critical risks, whereas the risks that are not significant enough shall be dropped for further attention. The objective is to reduce the loss or injury arising out of various risk exposures.

V. Risk Identification

The purpose of risk identification is to identify the events that can have an adverse impact on the achievement of the business objectives. All risks identified are to be documented in the form of a risk register.

VI. **Risk Prioritization**

After the risk assessment is completed, it is the responsibility of the Committee to prioritize the key risks to determine which risk are considered critical and need to be addressed on a priority basis. All risks that fall in the red zone are considered high risk and require immediate attention in terms of risk management. The findings of risk prioritization are presented to the Board of Directors of the Company.

VII. **Risk Monitoring**

Risk Monitoring is designed to assess on an ongoing basis, the functioning of risk management components and the quality of performance over time. The Committee shall ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company. Risk Owners are encouraged to carry out assessments throughout the year.

The Committee to review the Risks at interval of reasonable times in a year and add any new material risk identified to the existing list considering changing industry dynamics and evolving complexity. These will be taken up with respective functional head for its mitigation.

The Committee shall also keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken in relation to the risks. The Committee shall coordinate its activities with other committees in instances where there is any overlap with activities of such committees as per the framework laid down by the Board of Directors. Further, the Committee shall review appointment, removal and terms of remuneration of Chief Risk Officer, if any.

VIII. Risk Management

The Risk Management shall provide reasonable assurance in protection of business value from uncertainties and consequent losses. The Risk Owners shall design and implement risk management and internal control systems identifying material risks for the Company and taking necessary measures. The management of the Company shall implement the action plans developed to address material business risks across the Company and each of the business units. The Risk Owner shall regularly meet and evaluate the effectiveness of the action plans and the performance of employees in implementing actions plans as appropriate. It should also ensure the compliance with the internal risk control systems and processes by the concerned employees.

IX. Responsibility for Risk Management

Responsibility holder	**Responsibilities**
Board of Directors	The Company's risk management architecture is overseen by the Board and the policies to manage risks are approved by the Board. Its role includes the following: • Ensure that the organization has proper risk management framework • Define the risk strategy, key areas of focus and risk appetite for the company

	• Approve various risk management policies including the code of conduct and ethics • Ensure that senior management takes necessary steps to identify, measure, monitor and control these risks
Audit Committee	The Audit Committee assists the Board in carrying out its oversight responsibilities relating to the Company's (a) financial reporting process and disclosure of financial information in financial statements and other reporting practices, b) internal control, and c) compliance with laws, regulations, and ethics (d) financial and risk management policies. Its role includes the following: • Setting policies on internal control based on the organisation's risk profile, its ability to manage the risks identified and the cost/ benefit of related controls. • Seeking regular assurance that the system of internal control is effective in managing risks in accordance with the Board's policies. • Ensure that senior management monitors the effectiveness of internal control system. • Help in identifying risk, assessing the risk, policies / guidance notes to respond its risks and thereafter frame policies for control and monitoring.
Risk Management Committee	The Risk Management Committee, as constituted by the Board, is the key committee which implements and coordinates the risk function as outlined in this policy on an ongoing basis. Its role includes the following: • Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.

- Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;
- Keep the Board of directors of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;
- Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
- To implement and monitor policies and/or processes for ensuring cyber security; and
- any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law.

X. Risk Mitigation

The Company shall record the framework and processes for effective control and mitigation of the Risks. The Audit Committee shall be responsible for the evaluation of internal financial controls and Risk Management systems. The following framework shall be used for implementation of Risk Mitigation:

i. Risk avoidance: By not performing an activity that could carry Risk. Avoidance may seem the answer to all Risks but avoiding Risks also means losing out on the potential gain that accepting (retaining) the risk may have allowed.
ii. Risk transfer: Mitigation by having another party to accept the Risk, either partial or total, typically by contract or by hedging / Insurance.
iii. Risk reduction: Employing methods/solutions that reduce the severity of the loss e.g. concreting being done for preventing landslide from occurring.
iv. Risk retention: Accepting the loss when it occurs. Risk retention is a viable strategy for small Risks where the cost of insuring against the Risk would be greater than the total losses sustained. All Risks that are not avoided or transferred are retained by default.
v. Develop systems and processes for internal control of identified risks.
vi. Business continuity plan.

XI. Risk Reporting:

Periodically, key risks are reported to the Board or risk management committee with causes and mitigation actions undertaken/ proposed to be undertaken. The internal auditor carries out reviews of the various systems of the Company using a risk-based audit methodology. The internal auditor is charged with the responsibility for completing the agreed program of independent reviews of the major risk areas and is responsible to the audit committee which reviews the report of the internal auditors on a quarterly basis.

The statutory auditors carry out reviews of the Company's internal control systems to obtain reasonable assurance to state whether an adequate internal financial controls system was maintained and whether such internal financial controls system operated effectively in the company in all material respects with respect to financial reporting.

On regular periodic basis, the Board will, on the advice of the audit committee, receive the certification provided by the chief executive officer and the chief financial officer, on the effectiveness, in all material respects, of the risk management and internal control system in relation to material business risks.

The Board shall include a statement indicating development and implementation of a risk management policy for the Company including identification of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

XII. Business Continuity Plan ("BCP")

The plan ensures that personnel and assets are protected and can function quickly in the event of a disaster. The BCP is generally conceived in advance and involves input from key stakeholders and personnel. BCP involves defining all risks that can affect the Company's operations, making it an important part of the organization's risk management strategy.

Risks may include natural disasters- fire, flood, or weather-related events and cyber-attacks.

• Once the risks are identified, the plan should also include:

• Determining how those risks will affect operations

• Implementing safeguards and procedures to mitigate the risks

• Testing procedures to ensure they work

• Reviewing the process to make sure that it is up to date

XIII. Policy Review and Amendments

The Committee shall periodically review the Policy, at least once in every financial year, including by considering the changing industry dynamics and evolving complexity. The Board shall upon recommendation of Committee amend the Policy, if necessary. In case of any conflict between this Policy and applicable laws, the provisions of law shall prevail. Any regulatory amendments shall be deemed incorporated into this Policy without requiring additional approval.

XIV. **Disclosures**

This Policy shall be made available on the Company's website and disclosed in the manner required under the SEBI Listing Regulations and other applicable laws.

XV. Effective Date

This policy takes effect from the date of its adoption by the Board and shall remain in force until modified or rescinded.