

Walker Chandiook & Co LLP

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Independent Auditor's Report

To the Members of Integris Medtech Limited (formerly known as 'Integris Medtech Private Limited and Integris Health Private Limited')

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of **Integris Medtech Limited** (formerly known as 'Integris Medtech Private Limited and Integris Health Private Limited') ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2025, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Dehradun, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune



Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and has its registered office at L-41, Connaught Circus, Outer Circle, New Delhi, 110001, India

Independent Auditor's Report of even date to the members of Integris Medtech Limited (formerly known as 'Integris Medtech Private Limited and Integris Health Private Limited') on the Standalone Financial Statements for the year ended 31 March 2025 (Cont'd)

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the Standalone Financial Statements and Auditor's Report thereon

4. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Director's Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

The Director's Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Financial Statements

5. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the standalone financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
8. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



Independent Auditor's Report of even date to the members of Integris Medtech Limited (formerly known as 'Integris Medtech Private Limited and Integris Health Private Limited') on the Standalone Financial Statements for the year ended 31 March 2025 (Cont'd)

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
9. We communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

10. Based on our audit, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to the Company since the Company is not a public company as at 31 March 2025, as defined under section 2(71) of the Act. Accordingly, reporting under section 197(16) is not applicable.
11. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
12. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - b) Except for the matters stated in paragraph 12(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



Independent Auditor's Report of even date to the members of Integris Medtech Limited (formerly known as 'Integris Medtech Private Limited and Integris Health Private Limited') on the Standalone Financial Statements for the year ended 31 March 2025 (Cont'd)

- c) The standalone financial statements dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
- e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act;
- f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in, paragraph 12(b) above on reporting under section 143(3)(b) of the Act and paragraph 12(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2025 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us
 - i. The Company did not have any pending litigation which would impact its financial position as at 31 March 2025;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2025;
 - iv. a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 51(vi) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person or entity, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 51(vii) to the standalone financial statements, no funds have been received by the Company from any person or entity, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.



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Independent Auditor's Report of even date to the members of Integris Medtech Limited (formerly known as 'Integris Medtech Private Limited and Integris Health Private Limited') on the Standalone Financial Statements for the year ended 31 March 2025 (Cont'd)

- v. The Company has not declared or paid any dividend during the year ended 31 March 2025; and
- vi. As stated in note 50 to the standalone financial statements and based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2024, has used an accounting software for maintaining its books of accounts and payroll records which have a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below. Furthermore, except for matter mentioned below the audit trail has been preserved by the Company as per the statutory requirements for record retention.

The audit trail feature was not enabled at the database level for accounting software used for maintenance of books of accounts by the Company to log any direct data changes. Further, the audit trail pertaining to accounting software used for maintaining payroll records have not been preserved by the Company as per the statutory requirements for record retention.

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076NN500013



Kartik Gogia

Partner

Membership No.: 512371

UDIN: 25512371BMNUFE1989



Place: Gurugram

Date: 22 September 2025

Annexure II

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Integris Medtech Limited (formerly known as 'Integris Medtech Private Limited and Integris Health Private Limited') ('the Company') as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



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Annexure II to the Independent Auditor's Report of even date to the members of Integris Medtech Limited (formerly known as 'Integris Medtech Private Limited and Integris Health Private Limited') on the standalone financial statements for the year ended 31 March 2025

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013



Kartik Gogia

Partner

Membership No.: 512371



UDIN: 25512371BMNUFE1989

Place: Gurugram

Date: 22 September 2025

Annexure I referred to in paragraph 11 of the Independent Auditor's Report of even date to the members of Integris Medtech Limited (formerly known as 'Integris Medtech Private Limited and Integris Health Private Limited') on the standalone financial statements for the year ended 31 March 2025

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.

(B) The Company does not have any intangible assets and accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) The property, plant and equipment and relevant details of right-of-use assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The Company does not own any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has adopted cost model for its Property, Plant and Equipment (including right-of-use assets). Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for inventory lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records. In respect of inventory lying with third parties, these have substantially been confirmed by the third parties.
- (b) The Company has not been sanctioned working capital limits in excess of five crore rupees by banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) The Company has not provided any security or granted advances in the nature of loans to companies, firms, limited liability partnerships during the year. Further, the Company has made investments in, provided guarantees and granted loans to companies and limited liability partnerships during the year, in respect of which:



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Annexure I referred to in Paragraph 11 of the Independent Auditor's Report of even date to the members of Integris Medtech Limited (formerly known as 'Integris Medtech Private Limited and Integris Health Private Limited') on the standalone financial statements for the year ended 31 March 2025

- (a) The Company has provided loans or guarantees, to subsidiaries during the year as per details given below:

(In Rs. Lakhs)

Particulars	Guarantees	Loans
Aggregate amount provided/granted during the year to subsidiaries:		
- Translumina Therapeutics Private Limited	14,000	16,475.82
- Translumina GmbH	13,800	2,265.00
- Transhealth Private Limited	3,821	1,140.00
- Transvalve Health Private Limited	-	475.00
Balance outstanding as at balance sheet date in respect of above cases:		
- Translumina Therapeutics Private Limited	14,000	-
- Translumina GmbH	13,800	6,878.22
- Transhealth Private Limited	3,821	313.66
- Transvalve Health Private Limited	-	658.00

- (b) In our opinion, and according to the information and explanations given to us, the investments made, guarantees provided and terms and conditions of the grant of all loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company.
- (c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular.
- (d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such companies and, LLPs.
- (e) The Company has granted loans which had fallen due during the year and such loans were renewed during the year. The details of the same has been given below:

(In Rs. Lakhs)

Name of the party	Total loan amount granted during the year*	Aggregate amount of overdues of existing loans renewed or extended or settled by fresh loans	Nature of extension (i.e., renewed/ extended/fresh loan provided)	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
Translumina GmbH	6,878.22	4,452.03	Renewed	64.73%

*Loans renewed or extended have been considered as "loans granted during the year" for the purpose of reporting under this clause.

- (f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of investments made, loans granted and guarantees provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 and section 186 of the Act in respect of security provided by it.



Annexure I referred to in Paragraph 11 of the Independent Auditor's Report of even date to the members of Integris Medtech Limited (formerly known as 'Integris Medtech Private Limited and Integris Health Private Limited') on the standalone financial statements for the year ended 31 March 2025

- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii)(a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, we report that there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix)(a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including confirmations received from banks and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.
- (e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.



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Annexure I referred to in Paragraph 11 of the Independent Auditor's Report of even date to the members of Integris Medtech Limited (formerly known as 'Integris Medtech Private Limited and Integris Health Private Limited') on the standalone financial statements for the year ended 31 March 2025

- (f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has made private placement of equity shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the rules framed thereunder with respect to the same. Further, the amounts so raised were used for the purposes for which the funds were raised, though surplus funds which were not required for immediate utilization have been invested in readily realizable liquid investments.
- (xi)(a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with section 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements etc., as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act. Further, according to the information and explanations given to us, the Company is not required to constitute an audit committee under section 177 of the Act.
- (xiv) According to the information and explanations given to us, the Company is not required to and consequently, does not have an internal audit system as per the provisions of section 138 of the Act. Accordingly, reporting under clause 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any Core Investment Company (CIC).



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Annexure I referred to in Paragraph 11 of the Independent Auditor's Report of even date to the members of Integris Medtech Limited (formerly known as 'Integris Medtech Private Limited and Integris Health Private Limited') on the standalone financial statements for the year ended 31 March 2025

- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) (a) In our opinion and according to the information and explanations given to us, the Company has transferred unspent amounts towards Corporate Social Responsibility (CSR) in respect of other than ongoing projects to a Fund specified in Schedule VII to the Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.
- (b) In our opinion and according to the information and explanations given to us, there are no unspent amounts towards Corporate Social Responsibility pertaining to any ongoing project as at end of the current financial year. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013



Kartik Gogia

Partner

Membership No.: 512371

UDIN: 25512371BMNUFE1989



Place: Gurugram

Date: 22 September 2025

Chartered Accountants

Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)
Standalone Balance Sheet as at 31 March 2025

CIN: U85110DL2008PLC177230

(All amounts in Rs. lakhs, unless otherwise stated)

	Notes	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Property, plant and equipment	4	1.96	0.95
Right-of-use assets	4A	96.14	40.84
Financial assets			
(i) Investments	5A	51,756.19	67,820.50
(ii) Loans	6	7,849.88	9,224.96
(iii) Other financial assets	7	3,308.47	5.21
Deferred tax assets (net)	8	-	24.28
Income tax assets (net)	14	19.90	4.08
Total non-current assets		63,032.54	77,120.82
Current assets			
Inventories	9	254.93	68.63
Financial assets			
(i) Investments	5B	32,782.26	-
(ii) Trade receivables	10	2,988.57	1,065.27
(iii) Cash and cash equivalents	11	981.43	4.80
(iv) Other bank balances	12	21,166.04	4,484.10
(v) Other financial assets	13	1,365.03	999.95
Other current assets	15	1,692.97	12.12
Total current assets		61,250.83	6,634.87
Total assets		124,283.37	83,755.69
Equity and liabilities			
Equity			
Equity share capital	16	196.57	167.01
Other equity	17	121,458.95	72,670.96
Total equity		121,655.52	72,837.97
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	19	-	8,353.34
(ii) Lease liabilities	18	1,691.99	40.57
Provisions	20	3.54	0.39
Deferred tax liabilities (net)	8	173.22	-
Total non-current liabilities		1,868.75	8,394.30
Current liabilities			
Financial liabilities			
(i) Borrowings	24	69.38	218.72
(ii) Lease liabilities	21	86.18	14.76
(iii) Trade payables	22	-	-
-Total outstanding dues of micro enterprises and small enterprises		0.40	0.23
-Total outstanding dues of creditors other than micro enterprises and small enterprises		373.28	1,796.81
(iv) Other financial liabilities	23	114.10	308.50
Provisions	26	2.70	0.10
Other current liabilities	25	113.06	194.30
Total current liabilities		759.10	2,523.42
Total equity and liabilities		124,283.37	83,755.69

Material accounting policy information

The material accounting policy and other explanatory information are an integral part of these standalone financial statements.

This is the Standalone Balance Sheet referred to in our report of even date.

For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration No: 001076N/500013


Kapil Gogia
Partner

Membership No: 512371



For and on behalf of the Board of Directors of
Integris Medtech Limited


Probir Das
Director
DIN: 06586579


Hemant Sultania
Chief Financial Officer

Place : New Delhi
Date : 22 September 2025


Punita Sharma
Director
DIN: 00821012



Place : Gurugram
Date : 22 September 2025

Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)
Standalone Statement of Profit and Loss for the year ended 31 March 2025

CIN: U85110DL2008PLC177230

(All amounts in Rs. Lakhs, unless otherwise stated)

	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Income			
Revenue from operations	27	3,834.14	5,830.99
Other income	28	5,256.63	4,580.15
Total Income		9,090.77	10,411.14
Expenses			
Purchases of traded goods	29	3,715.80	5,346.19
Changes in inventories of traded goods	30	(186.30)	122.27
Employee benefits expense	31	346.08	21.66
Finance costs	32	84.55	879.37
Depreciation and amortisation expenses	33	13.90	10.31
Other expenses	34	635.46	335.72
Total expenses		4,609.59	6,714.52
Profit before exceptional item and tax		4,481.18	3,696.62
Exceptional item	47	457.80	302.37
Profit before tax		4,023.38	3,394.25
Tax expense	35		
Current tax		290.17	279.49
Deferred tax		197.93	73.89
Earlier years tax adjustments		(8.94)	1.53
Total tax expense		479.16	354.91
Profit after tax		3,544.22	3,039.34
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurements of the defined benefit plans		(1.77)	0.01
Income tax relating to above item		0.45	(0.00)
Total other comprehensive (loss)/income for the year, after tax		(1.32)	0.01
Total comprehensive income for the year		3,542.90	3,039.35
Earnings per equity share Rs. 1 per share (Previous year : Rs. 10 per share)	36		
Basic (Rs.)		6.33	5.57
Diluted (Rs.)		6.18	5.57

Material accounting policy information

3

The material accounting policy and other explanatory information are an integral part of these standalone financial statements.

This is the Statement of Profit and Loss referred to in our report of even date

For Walker Chandlok & Co LLP
Chartered Accountants
Firm Registration No: 001076NN/500013



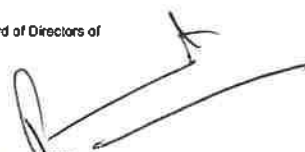
Karthik Gogia
Partner
Membership No: 512371



For and on behalf of the Board of Directors of
Integris Medtech Limited



Probir Das
Director
DIN: 09588579



Runita Sharma
Director
DIN: 00821812


Hemant Sultania
Chief Financial Officer

Place : New Delhi
Date : 22 September 2025



Place : Gurugram
Date : 22 September 2025

Integrus Meditech Limited (Formerly known as Integrus Meditech Private Limited and Integrus Health Private Limited)
Standalone Statement of Cash flows for the year ended 31 March 2025
CIN: U85110DL2000PLC177230

(All amounts in Rs. lakhs, unless otherwise stated)

	For the year ended 31 March 2025	For the year ended 31 March 2024
A Cash flow from operating activities		
Profit before tax but after exceptional item	4,023.38	3,394.25
Adjustments for:		
Depreciation and amortisation expense	13.90	10.31
Finance costs	84.65	378.37
Interest income	(2,024.52)	(1,053.61)
Impairment of investment (exceptional item)	-	302.37
Share of profit from investment in Limited Liability Partnership ("LLP")	(1,005.00)	(3,255.00)
Unrealised loss on exchange rate fluctuation (net)	(168.52)	(27.31)
Expected credit loss reversal on trade receivables	-	(265.20)
Liability written back	(3.92)	-
Fair value gains on investment measured at fair value through profit or loss	(723.48)	-
Profit on sale of mutual funds	(72.53)	-
Allowance for expected credit loss and impairment for deposits	94.67	-
Share based payment expenses	89.88	-
Operating (loss) before working capital	(501.49)	(20.82)
Movement in working capital		
Movement in trade payables	(1,409.49)	(2,634.59)
Movement in provisions	7.09	0.21
Movement in other liabilities	(274.17)	296.58
Movement in trade receivables	(2,005.87)	1,267.10
Movement in inventories	(186.30)	122.27
Movement in loans and advances and other current assets	(1,695.41)	1.60
Movement in other financial assets	(243.94)	(149.93)
Cash flow from operations	(6,309.68)	(1,127.58)
Income tax paid (net)	(297.04)	(248.81)
Net cash used in operating activities	A (6,606.72)	(1,376.39)
B Cash flows from investing activities		
Share of profit from investment in LLP	1,805.00	3,255.00
Purchase of property, plant and equipment	(24.44)	-
Investments made during the year	(35,000.00)	(10,693.74)
Proceeds from redemption of investments during the year	3,033.72	-
Movement in bank deposits (net)	(16,702.74)	(4,261.86)
Loans given	(20,355.82)	(6,122.44)
Loans repayments received	21,892.17	5,358.99
Loan repayment received, with respect to conversion of investment in LLP into loans	16,475.82	-
Interest received	1,240.30	458.60
Net cash used in investing activities	B (27,635.99)	(12,005.47)
C Cash flows from financing activities		
Proceeds from issue of equity shares/ compulsory convertible preference shares ("CCPS")	35,829.46	13,973.94
Transaction costs on issue of shares	(427.56)	-
Repayment of principal portion of lease liabilities	(14.25)	(14.21)
Repayment of interest portion of lease liabilities	(5.16)	(2.97)
Proceeds from short term borrowings	-	156.13
Repayment of short term borrowings	(149.34)	(1,450.00)
Finance cost paid	(12.61)	(50.27)
Net cash generated from financing activities	C 35,219.34	12,512.62
Net change in cash and cash equivalents (A+B+C)	976.83	(869.24)
Cash and cash equivalents at the beginning of the year	4.80	574.04
Cash and cash equivalents at the end of the year	981.63	4.80
Notes:		
Components of cash and cash equivalents		
Cash on hand	42.46	0.22
Deposits with maturity of less than three months	900.00	-
Balances with banks in current accounts	36.97	4.58
	981.43	4.80
Significant non-cash investing activities:		
Conversion of investment in LLP into Loan (refer note 5A (ii))	16,475.82	-
Deemed investment in group companies for share based payment (refer note 46 and 5A (ii))	411.51	-
Net investment in the sub-lease	1,638.38	-
Conversion of CCPS into equity shares	6,345.52	-

Changes in liabilities arising from financing activities:

Particulars	1 April 2024	Cash flows	Interest expense	New leases	31 March 2025
Borrowings (current) (refer note 24)	218.72	(149.34)	-	-	69.38
Lease liabilities	55.35	(14.25)	72.88	1,664.44	1,778.18
Interest accrued but not due on borrowings (refer note 23)	1.18	(12.81)	11.85	-	0.22
Total liabilities for financing activities	275.25	(176.40)	84.73	1,664.44	1,847.78

As at 31 March 2024

Particulars	1 April 2023	Cash flows	Interest expense	New leases	31 March 2024
Borrowings (non-current and current) (refer note 24)	1,512.59	(1,293.87)	-	-	218.72
Lease liabilities	55.59	(17.19)	16.92	-	55.33
Interest accrued but not due on borrowings (refer note 23)	3.96	(50.27)	47.59	-	1.18
Total liabilities for financing activities	1,572.14	(1,361.32)	64.51	-	275.23

This is the Standalone Statement of Cash Flows referred to in our report of even date.

For Walker Chandok & Co LLP
Chartered Accountants
Firm Registration No: 001076N/H500013
Partner
Membership No: 512371



Place : Gurgaon
Date : 22 September 2025

For and on behalf of the Board of Directors of
Integrus Meditech Limited

Prabir Das
Director
DIN: 06588579

M. Sultana
Member
Chief Financial Officer

Place : New Delhi
Date : 22 September 2025

Prabir Das
Director
DIN: 06588579



Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)
Standalone Statement of Changes in Equity for the year ended 31 March 2025

CIN: U85110DL2008PLC177230

(All amounts in Rs. lakhs, unless otherwise stated)

A Equity share capital*

Particulars	Balance as at 31 March 2024	Issued during the year	Balance as at 31 March 2025
Equity share capital	167.01	29.56	196.57

B Other equity**

Particulars	Other equity				Total
	Equity Component of CCPS	Securities premium	Retained earnings	Shared based compensation reserve	
Balance as at 1 April 2023	-	56,527.92	6,757.17	-	63,285.09
Profit for the year	-	-	3,039.34	-	3,039.34
7% Compulsory Convertible Preference Shares (Equity Component)	6,346.52	-	-	-	6,346.52
Other comprehensive income for the year (net of tax)	-	-	0.01	-	0.01
Balance as at 31 March 2024	6,346.52	56,527.92	9,796.52	-	72,670.96
Profit for the year	-	-	3,544.22	-	3,544.22
Security premium on equity shares issued during the year	-	49,798.82	-	-	49,798.82
Transaction cost arising on issue of equity shares	-	(427.56)	-	-	(427.56)
Other comprehensive income for the year (net of tax)	-	-	(1.32)	-	(1.32)
Conversion of 7% Compulsory Convertible Preference Shares (Refer note 19)	(6,346.52)	-	-	-	(6,346.52)
Share based payment expenses (Refer note 46)	-	-	-	2,220.35	2,220.35
Balance as at 31 March 2025	-	105,899.18	13,339.42	2,220.35	121,458.95

*Refer note 16 for details

**Refer note 17 for details

This is the Standalone Statement of Changes in Equity referred to in our report of even date.

For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration No: 001076N/N500013



Kartik Gogia
Partner
Membership No: 512371



For and on behalf of the Board of Directors of
Integris Medtech Limited



Probir Das
Director
DIN: 06588579



Punita Sharma
Director
DIN: 00821812


Hemant Sultania
Chief Financial Officer

Place : New Delhi
Date : 22 September 2025



Place : Gurugram
Date : 22 September 2025

Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)

Summary to the material accounting policies and other explanatory information for the year ended 31 March 2025

1. Corporate Information

Integris Medtech Limited (the 'Company'), having Corporate Identification Number ('CIN') U85110DL2008PLC177230 is a Public Limited Company domiciled in India and was incorporated on 25 April 2008. Pursuant to the approval of the shareholders in extra ordinary general meeting held on 13 June 2025, the name of the Company has been changed from Integris Health Private Limited to Integris Medtech Private Limited. Further, pursuant to approval of shareholders in extra ordinary general meeting dated 01 August 2025, the Company has been converted from Private Limited Company (Integris Medtech Private Limited) into a Public limited Company (Integris Medtech Limited) with effect from 08 August 2025. The Company is engaged in the business of trading of coronary stent systems, and related products including balloon catheters, vascular access products and accessories. The registered address of the Company is located at 1st Floor, Metro Tower LSC, M.O.R Land, New Rajinder Nagar, New Delhi -110060, India.

2. Material Accounting Policies

(i) Basis of Preparation

These standalone financial statements ('financial statements') of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by the Ministry of Corporate Affairs ('MCA') under section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and presentation requirements of Division II of Schedule III to the Companies Act, 2013.

The standalone financial statements have been prepared on accrual and going concern basis.

The financial statements are presented in Indian Rupees ('Rs.' or 'INR') (its functional and presentation currency) and all values are rounded off to the nearest lakhs or decimals thereof, except where otherwise indicated. Wherever the amount represented ₹ '0' (zero) construes value less than Rupees fifty thousand. Adding the individual figures may therefore not always result in the exact total given.

The financial statements for the year ended 31 March 2025 were authorized and approved for issue by the Board of Directors on 22 September 2025.

(ii) Use of estimates and critical accounting judgements

The preparation of standalone financial statements requires management to make judgements, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgements based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

3. Material accounting policy information

The financial statements have been prepared using the material accounting policies and measurement bases summarised as below. These policies are applied consistently for all the periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.



Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)

Summary to the material accounting policies and other explanatory information for the year ended 31 March 2025 (Cont'd)

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or

There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b) Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in statement of profit and loss.

Subsequent measurement (depreciation method, useful lives and residual value)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on straight line method based on estimated useful life of the asset after considering the residual value as set out in Schedule II to the Act referred above.

Asset class	Useful life
Office equipments	5 years
Computer equipments	3 years

Depreciation is calculated on pro rata basis from the date on which the asset is ready for use or till the date the asset is sold or disposed.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

De-recognition

An item of property, plant and equipment and any significant component initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognised.

c) Revenue recognition

Revenue from contracts with customers is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. When a performance obligation is satisfied, the revenue is measured at the transaction price which is consideration received or receivable, net of returns and allowances, trade discounts and volume rebates after taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

Sale of goods

Revenue from sale of goods is recognized when goods are transferred for a price, all significant risk and rewards of the ownership have been transferred to the customer, no effective control is retained with respect to goods transferred to a degree usually associated with ownership, no significant uncertainty exists regarding the amount of consideration and collectability of amount is reasonably assured. The Company considers the terms



Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)

Summary to the material accounting policies and other explanatory information for the year ended 31 March 2025 (Cont'd)

of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for the goods excluding amounts collected on behalf of third parties (for example, indirect taxes).

A receivable is recognised by the Company when the control is transferred as this is the case of point in time recognition where consideration is unconditional because only the passage of time is required. When either party to a contract has performed, an entity shall present the contract in the balance sheet as a contract asset or a contract liability, depending on the relationship between the entity's performance and the payment.

Income from services

Other operating revenue

Revenue from other allied activities is recognised once there is certainty regarding the amount of consideration and collectability of amount is reasonably assured.

Other Income

Interest income

Interest income is recognised on time proportion basis considering the amount outstanding and rate applicable. For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR) i.e. the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets.

Business support services

Income from business support services is recognised over a period of time when the services are rendered as per the terms of the respective contracts with the group entities.

d) Intangible assets

Intangible assets comprise softwares including accounting software, related licences and implementation cost of accounting software. Intangible assets are stated at cost of acquisition less impairment (if any) and include all attributable costs of bringing intangible assets to its working condition for its intended use. Intangible assets are amortised over their estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. Useful life of computer software and other intangible assets is taken as 3 years by the management.

e) Right of use assets and lease liabilities

The Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

Classification of leases

The Company enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

i) Right of use assets

Recognition and initial measurement

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.



Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)

Summary to the material accounting policies and other explanatory information for the year ended 31 March 2025 (Cont'd)

ii) Lease liabilities

At lease commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.

iii) Short-term leases

The Company has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.

f) Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is determined on first in, first out basis, in respect of raw materials and stores and spares. Cost includes freight, taxes and duties and excludes duties and taxes that are recoverable subsequently from tax authorities.

In respect of traded goods, cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Provision for slow moving/non moving inventory is estimated and made by the management, wherever necessary, based on the past experience of the Company.

g) Taxation

Tax expense recognized in statement of profit and loss comprises the sum of deferred tax and current tax except to the extent it recognized in other comprehensive income or directly in equity.

Current tax comprises the tax payable on taxable income for the year and any adjustment to the tax payable or receivable in respect of previous years. Current tax is computed in accordance with relevant tax regulations. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised on unused tax loss, unused tax credits and deductible temporary differences to the extent it is probable that the future taxable profits will be available against which they can be used. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities.



Integrus Medtech Limited (Formerly known as Integrus Medtech Private Limited and Integrus Health Private Limited)

Summary to the material accounting policies and other explanatory information for the year ended 31 March 2025 (Cont'd)

Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

h) Employee benefits

Short-term employee benefits

All employee benefits payable/available within twelve months of rendering the services are classified as short-term employee benefits. Benefits such as salaries, wages, bonus, etc. are recognised in the statement of profit and loss in the period in which the employee renders the related service.

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

Defined contribution plan

The Company has a defined contribution plans namely provident fund and pension scheme. The contribution made by the Company in respect of these plans are charged to the statement of profit and loss.

Defined benefit plan

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Under the defined benefit plans, the amount that an employee will receive on retirement is defined by reference to the employee's length of service and last drawn salary. The liability recognised in the statement of financial position for defined benefit plans is the present value of the Defined Benefit Obligation (DBO) at the reporting date. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability/asset are included in other comprehensive income.

Other long-term employee benefits

The Company also provides the benefit of compensated absences to its employees which are in the nature of long-term employee benefit plan. Liability in respect of compensated absences becoming due and expected to availed after one year from the balance sheet date is estimated in the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

Share-based payments

Equity-settled share-based payments to employees and others providing similar services that are granted by the Company are measured by reference to the fair value of the equity instruments at the grant date using Black-Scholes model. Estimating fair value for equity-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility, risk free rate, expected dividend yield, market price and exercise price and making assumptions about them. For equity settled share-based payment transactions, the liability needs to be disclosed at the carrying amount at end of each reporting period up to the date of settlement. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 46. Change in assumptions for estimating fair value of share-based payment transactions is expected to have insignificant impact on income statement.

The fair value determined at the grant date of the equity-settled share-based payments is expensed over the vesting period and correspondingly, recoverable from subsidiaries (with respect to employees of the Group), based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Upon exercise of share options,



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the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

In case of forfeiture/lapse of vested options with respect to option given to employees of the Company or the Group, the reserve amount is transferred within other equity from employee stock options reserve to retained earnings. Further, the dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

i) Initial public offer related transaction costs

The expenses pertaining to Initial Public Offer (IPO) includes expenses pertaining to fresh issue of equity shares, offer for sale by selling shareholders and listing of equity shares and has been accounted for as follows:

- Incremental costs that are directly attributable to issuing new shares has been deferred until successful consummation of IPO upon which it shall be deducted from equity;
- Incremental Costs that are not directly attributable to issuing new shares or offer for sale by selling shareholders, has been recorded as an expense in the statement of profit and loss as and when incurred; and
- Costs that relate to fresh issue of equity shares and offer for sale by selling shareholders has been allocated on a rational and consistent basis as per the agreed terms.

Any payments by the Company in relation to the issue on behalf of the selling shareholders shall be reimbursed by the selling shareholders to the Company in proportion to the equity shares being offered for sale by the selling shareholders to the issue.

j) Provisions, contingent liabilities and contingent assets

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

k) Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. Recoverable amount is higher of an asset's net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount, subject to a maximum of depreciated historical cost.



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l) Foreign currency

Functional and presentation currency

Items included in the financial statement of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements have been prepared and presented in Indian Rupees (₹), which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency, by applying the exchange rates on the foreign currency amounts at the date of the transaction. Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange differences

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

m) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets

Subsequent measurement

Financial assets carried at amortised cost – A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

De-recognition of financial assets

A financial asset is de-recognised when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.



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Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Investments in equity instruments of subsidiaries

These are measured at cost in accordance with Ind AS 27 'Separate Financial Statements'.

n) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Involvement of external valuers is decided upon annually by the Company. At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.



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o) Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss ("ECL") model for measurement and recognition of impairment loss for financial assets. ECL is provided for when there has been a significant increase in credit risk and then, factors historical trends and forward looking information. An impairment loss is recognised either based on the 12 months' probability of default or lifetime probability of default.

Trade receivables

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of such receivables.

Other financial assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term bank deposits with an original maturity of three months or less.

q) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

r) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

s) Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

Significant management judgements

- a) **Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.
- b) **Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- c) **Leases** – The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company



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determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

- d) **Provisions** – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant estimates

- a) **Impairment of financial assets** – At each balance sheet date, based on historical default rates observed over expected life, existing market conditions as well as forward looking estimates, the management assesses the expected credit losses on outstanding receivables and advances. Further, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with industry and country in which the customer operates.
- b) **Defined benefit obligation (DBO)** – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.
- c) **Useful lives of depreciable/amortisable assets** – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utilisation of assets.
- t) **Recent Accounting pronouncements:**

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2024. As part of the transition to Ind AS, the Company has also considered following amendments (where relevant) in the preparation of its financial statements.

Amendments to Ind AS 116 - Lease liability in a sale and leaseback:

The amendments require an entity to recognise lease liability including variable lease payments which are not linked to an index or a rate in a way that does not result in a gain on the Right of Use asset it retains.

Introduction of Ind AS 117:

MCA notified Ind AS 117, a comprehensive standard that prescribes recognition, measurement, and disclosure requirements to avoid diversities in practice for accounting insurance contracts. It applies to all companies, i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to entities that are insurance companies registered with IRDAI.

The Company has reviewed the new pronouncements and, based on its evaluation, has determined that these amendments do not have any impact on the financial statements.

Amendments to Standards issued but not yet effective

Lack of exchangeability – Amendments to Ind AS 21:

MCA via notification dated 7 May 2025, announced amendments to Ind AS 21 "The Effects of Changes in Foreign Exchange Rates" to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows. The amendments will be effective for annual reporting periods beginning on



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or after 1 April 2025. The amendments are not expected to have a material impact on the company's financial statements.

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to Ind AS 1

MCA via notification dated 13 August 2025 announced amendments to Ind AS 1 "Presentation of Financial Statements", which elaborate on guidance set out in Ind AS 1 by:

- clarifying that the right to defer settlement of a liability for at least 12 months after the reporting period; a) must have substance, and b) must exist at the end of the reporting period;
- stating that management's expectations around whether they will defer settlement or not does not impact the classification of the liability;
- including requirements for liabilities that can be settled using an entity's own instruments; and
- stating that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or non-current.

These amendments are effective for annual reporting periods beginning on or after 1 April 2025 and are to be applied retrospectively.

The amendments are not expected to have a material impact on the Company's financial statement in the period of initial application.

Supplier Finance Arrangements - Amendments to Ind AS 7 and Ind AS 107

MCA via notification dated 13 August 2025 announced amendments to Ind AS 7 "Statement of Cash Flows" and Ind AS 107 "Financial Instruments: Disclosures" which introduced disclosure requirements with the objective to enable users of financial statements to assess how supplier finance arrangements affect an entity's liabilities, cashflows and exposure to liquidity risk.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025.

The amendments are not expected to have a material impact on the Company's financial statements.

International Tax Reform - Pillar Two Model Rules - Amendments to Ind AS 12

MCA via notification dated 13 August 2025 announced amendments to Ind AS 12 "Income Taxes" which includes:

- a temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules; and
- additional disclosure requirements targeted at a reporting entity's exposure to income taxes in periods in which the Pillar Two Model legislation is enacted or substantively enacted but not yet in effect.

The disclosure requirements are effective for annual reporting periods beginning on or after 1 April 2025.

The amendments are not expected to have a material impact on the Company's financial statements.



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(All amounts in Rs. lakhs, unless otherwise stated)

4. Property, plant and equipment

Particulars	Office equipment	Computer equipments	Total
Gross block			
Balance as at 1 April 2023	2.62	-	2.62
Additions	-	-	-
Disposals	-	-	-
Balance as at 31 March 2024	2.62	-	2.62
Additions	-	1.57	1.57
Disposals	-	-	-
Balance as at 31 March 2025	2.62	1.57	4.19
Accumulated depreciation			
Balance as at 1 April 2023	1.24	-	1.24
Depreciation charge for the year	0.43	-	0.43
Reversal on disposal	-	-	-
Balance as at 31 March 2024	1.67	-	1.67
Depreciation charge for the year	0.43	0.13	0.56
Reversal on disposal	-	-	-
Balance as at 31 March 2025	2.10	0.13	2.23
Carrying amount (net)			
Net block as at 31 March 2024	0.95	-	0.95
Net block as at 31 March 2025	0.52	1.44	1.96

Note:

1. The Company has not revalued property, plant and equipments during the year.
2. No Property, plant and equipment have been taken on lease.
3. All the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.

4A. Right of use assets

Particulars	Buildings	Total
Gross block		
Balance as at 1 April 2023	68.97	68.97
Additions	13.95	13.95
Disposals	-	-
Balance as at 31 March 2024	82.92	82.92
Additions	1,707.02	1,707.02
Deracognition on the account of subleasing of right of use assets	(1,638.39)	(1,638.39)
Disposals	-	-
Balance as at 31 March 2025	151.56	151.56
Accumulated depreciation		
Balance as at 1 April 2023	32.20	32.20
Depreciation charge for the year	9.68	9.68
Reversal on disposal	-	-
Balance as at 31 March 2024	42.08	42.08
Depreciation charge for the year	13.34	13.34
Reversal on disposal	-	-
Balance as at 31 March 2025	55.42	55.42
Carrying amount (net)		
Net block as at 31 March 2024	40.84	40.84
Net block as at 31 March 2025	96.14	96.14

Note:- Refer note 44 for details.



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5A Investments

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current investments (carried at cost):		
Investment in subsidiaries measured at cost (Unquoted)		
25,000 (31 March 2024: 25,000) fully paid-up equity shares of face value Euro 1 each in Artic GmbH, Munich, Germany		
Less: Impairment in value of Investment in Artic GmbH, Munich, Germany (refer note 47)	778.05	778.06
805,000 (31 March 2024: 805,000) fully paid-up equity shares of face value Euro 1 each in Transluma GmbH, Germany*	(778.05)	(778.05)
3,000,000 (31 March 2024: 3,000,000) fully paid-up equity shares of face value Rs. 10 each in Transhealth Private Limited, India	12,126.59	12,126.59
2,000,000 (31 March 2024: 2,000,000) fully paid-up equity shares of face value Rs. 10 each in Transvalve Health Private Limited, India	300.00	300.00
101,003 (31 March 2024: Nil) fully paid-up equity shares of face value Rs. 1 each in Transluma Therapeutics Private Limited, India (Converted from LLP to Private Limited Company from 25 January 2025)*	200.00	200.00
Deemed investment in group companies for share based payment (refer note 46) and note (iii) below	38,718.09	-
	411.51	-
(ii) Interest in LLP (upto 24 January 2025)	51,756.19	12,626.59
Partnership interest in Transluma Therapeutics LLP ("TTLLP"), India (refer note (ii) below)*	38,718.06	55,193.91
Reduction of interest in LLP on the account of conversion to Private limited Company (refer note (ii) below)	(38,718.06)	-
	-	55,193.91
	51,756.19	67,820.50
Aggregate value of unquoted investments		
Aggregate amount of impairment in value of investments	52,534.25	68,598.56
	778.06	778.08

(i) Investment in subsidiaries are stated at cost using principles of Ind AS 27 'Separate Financial Statements'

(ii) As per the partnership deed, the Company has subscribed to 99% interest in TTLLP, however, its share in profits/loss of TTLLP is 100%. During the current year, the investment in TTLLP amounting to Rs 16,475.82 lakhs was converted into loan on 15 November 2024. Subsequently loan amounting to Rs 16,475.82 lakhs has been repaid by TTLLP on 27 December 2024 and TTLLP was converted in Private limited Company on 24 January 2025.

(iii) The Company has Employee Stock Option Plans (ESOP) in force. Based on such ESOP scheme, the Company has granted options to acquire equity shares of the Company that would vest in a graded manner to certain employees of subsidiaries. To the extent that the Company has not charged and recovered the fair value of such stock options from its subsidiaries, it has been included in the above carrying value of investment.

* Further, the total amount (in absolute) of equity share capital of Transluma Therapeutics Private Limited (converted from Transluma Therapeutics LLP w.e.f 25 January 2025) by the Company (including through nominees) is as under:

Particulars	As at 31 March 2025	As at 31 March 2024
Share Capital amounts:		
Integrus Medtech Limited		
Avnish Mehra (Nominee of Integrus Medtech Limited)	100,000	100,000
Punita Sharma (Nominee of Integrus Medtech Limited)	999	999
Vishal Sharma (Nominee of Integrus Medtech Limited)	1	1
Indranil Mukherjee (Nominee of Integrus Medtech Limited)	1	1
Vishal Omprakash Goeke (Nominee of Integrus Medtech Limited)	1	1
Total Share Capital of Transluma Therapeutics Private Limited	101,003	101,003

5B Particulars

Current investments	As at 31 March 2025	As at 31 March 2024
Investment in quoted mutual funds measured at fair value through profit or loss (FVTPL)		
1,112,427.86 (31 March 2024 - nil) units in ABSL Money Manager Fund - Direct - Growth plan	4,090.07	-
289,126.26 (31 March 2024 - nil) units in Axis Money Market Fund - Direct - Growth plan	4,093.91	-
53,660.29 (31 March 2024 - nil) units in HDFC Money Market Fund - Direct - Growth plan	3,067.66	-
68,998.38 (31 March 2024 - nil) units in Kotak Money Market Fund - Direct - Growth plan	3,067.26	-
49,613.61 (31 March 2024 - nil) units in Nippon India Money Market Fund - Direct - Growth plan	2,045.04	-
133,743.70 (31 March 2024 - nil) units in UTI Money Market Fund - Direct - Growth plan	4,093.42	-
66,83,820.77 (31 March 2024 - nil) units in Nippon India Corporate Bond Fund - Direct - Growth plan	4,108.06	-
1,25,84,040.58 (31 March 2024 - nil) units in HDFC Corporate Bond Fund - Direct - Growth plan**	4,088.53	-
36,53,390.32 (31 March 2024 - nil) units in ABSL Corporate Bond Fund - Direct - Growth plan	4,108.31	-
Aggregate amount of quoted investments and market value thereof	32,762.26	-
	32,762.26	-

**Pledged to HDFC Bank as a guarantee against letter of credit and working capital facility. (Refer note 24)

6 Loans

Particulars	As at 31 March 2025	As at 31 March 2024
(Unsecured, considered good)		
Loan to related parties*		
	7,849.88	9,224.96
	7,849.88	9,224.96

*Particulars of which are displayed below as required by Section 185(4) of Companies Act, 2013. Loan to related parties are given for working capital purposes.

Name of Loanee	Maturity date	Rate of Interest (31 March 2025)	Term of loan	As at 31 March 2025	As at 31 March 2024
Transluma GmbH	31-Mar-28	7.50%	3 years	8,878.22	4,451.95
Transhealth Private Limited	3-Oct-27	10% (31 March 2024 - 6%)	4 years	313.66	4,590.01
Transvalve health Private Limited	3-Oct-27	10% (31 March 2024 - 6%)	4 years	658.00	183.00

7 Other financial assets- non current

Particulars	As at 31 March 2025	As at 31 March 2024
(Unsecured, considered good)		
Security deposits		
Less: Allowance for impairment for deposits	55.77	5.21
Bank deposits with maturity for more than 12 months (refer note 12 and note 24)	(4.25)	-
Share based payment expenses recoverable from group companies (Refer note below and note 46)	16.94	-
Net investment in sublease of right of use asset (refer note 44)	1,768.59	-
	1,471.42	-
	3,308.47	5.21

*Includes fixed deposits pledged with banks as margin money for issuance of bank guarantee amounting to Rs. 16.94 lakhs (31 March 2024: Nil).

Note: Company has issued employee stock options to employees of Company and certain eligible employees of subsidiary companies that would vest in a graded manner. Based on the group



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8 Deferred tax (net)

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax asset arising on account of:		
Provision for employee benefits	2.14	0.14
Property, plant and equipment	2.55	2.54
Allowance for impairment on financial assets and Allowance for expected credit losses	50.98	29.87
Right of use asset and lease liabilities	9.89	(8.07)
Fair value gain on financial assets	(224.54)	-
Income on Sublease of ROU assets	(17.06)	-
Others	4.02	-
Net deferred tax assets/(liabilities)	(173.22)	24.28

Movement in deferred tax assets/(liabilities)- (net)

Particulars	As at 1 April 2024	Recognised/(reversed) through profit and loss	Recognised/(reversed) in other comprehensive income	As at 31 March 2025
Provision for employee benefits	0.14	1.55	0.45	2.14
Property, plant and equipment	2.54	0.01	-	2.55
Allowance for impairment on financial assets and Allowance for expected credit losses	29.87	21.31	-	50.98
Right of use asset and lease liabilities	(8.07)	16.76	-	8.69
Fair value gain on financial assets	-	(224.54)	-	(224.54)
Income on Sublease of ROU assets	-	(17.06)	-	(17.06)
Others	-	4.02	-	4.02
Total	24.28	(197.95)	0.45	(173.22)

Particulars	As at 1 April 2023	Recognised/(reversed) through profit and loss	Recognised/(reversed) in other comprehensive income	As at 31 March 2024
Provision for employee benefits	0.09	0.05	(0.00)	0.14
Property, plant and equipment	(0.12)	2.65	-	2.54
Allowance for impairment on financial assets	103.45	(73.78)	-	29.67
Right of use asset and lease liabilities	(5.24)	(2.83)	-	(8.07)
Total	98.17	(73.89)	(0.00)	24.28

9 Inventories

Particulars	As at 31 March 2025	As at 31 March 2024
(valued at lower of cost or net realisable value)		
Traded goods	254.93	66.63

10 Trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
(Unsecured, considered good unless stated otherwise)		
Trade receivables		
Trade receivables considered good – unsecured	2,986.57	1,065.27
Trade receivables – credit impaired	187.13	106.71
	3,173.70	1,171.98
Less: Allowance for expected credit loss	(187.13)	(106.71)
	2,986.57	1,065.27

Trade receivables ageing schedule as at 31 March 2025

S.No.	Particulars	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
1	Undisputed trade receivables:							
2	considered good	1,744.73	1,148.40	8.06	65.75	19.63	-	2,986.57
3	which have significant increase in credit risk	36.42	47.64	2.53	9.08	11.27	80.19	187.13
4	credit impaired	-	-	-	-	-	-	-
	Total	1,781.15	1,196.04	10.59	74.83	30.90	80.19	3,173.70

Note :

(i) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Trade receivables are non-interest bearing.

(ii) Trade receivables are non-interest bearing and are generally on payment terms of 0 to 180 days.

Trade receivables ageing schedule as at 31 March 2024

S.No.	Particulars	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
1	Undisputed trade receivables:							
2	considered good	207.74	746.44	49.83	59.93	2.33	-	1,065.27
3	which have significant increase in credit risk	2.51	14.32	8.54	3.26	1.97	76.11	106.71
4	credit impaired	-	-	-	-	-	-	-
	Total	210.25	760.76	57.37	63.19	4.30	76.11	1,171.98

Note :

(i) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Trade receivables are non-interest bearing.

(ii) The Company does not have any disputed trade receivables as at 31 March 2025 and 31 March 2024.



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Integrus Meditech Limited (Formerly known as Integrus Meditech Private Limited and Integrus Health Private Limited)
Summary of material accounting policies and other explanatory information for the year ended 31 March 2025
CIN: U65110DL2010PLC177230

(All amounts in Rs. lakhs, unless otherwise stated)

11 Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	42.46	0.22
Balances with banks		
-deposits with original maturity of less than three months	900.00	-
-current accounts	39.97	4.58
	<u>981.43</u>	<u>4.80</u>

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the current and previous year.

12 Other bank balances

Particulars	As at 31 March 2025	As at 31 March 2024
Fixed deposits with remaining maturity of less than 12 months*	21,186.84	4,484.10
	<u>21,186.84</u>	<u>4,484.10</u>

*Includes fixed deposits pledged with banks for sanction of standby letter of credit (SBLC) (refer note 24) as margin money for issuance of bank guarantee amounting to Rs. 2,380.37 lakhs (31 March 2024: 1979.24 lakhs).

Note :

Fixed deposit with original maturity of more than twelve months but remaining maturity of less than twelve months have been disclosed under other bank balances.

13 Other financial assets-current

Particulars	As at 31 March 2025	As at 31 March 2024
Interest accrued but not due on fixed deposits	417.12	116.23
Net investment in sublease of right of use asset (refer note 44)	234.75	-
Interest accrued but not due on loan to related party (refer note 43)	399.67	733.88
Other recoverables	334.29	150.04
	<u>1,385.83</u>	<u>999.95</u>

14 Income tax assets (net)

Particulars	As at 31 March 2025	As at 31 March 2024
Income tax recoverable (net of provisions)	19.90	4.08
	<u>19.90</u>	<u>4.08</u>

15 Other current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Advances to suppliers	1,492.07	0.04
Balance with government authorities	124.46	11.45
Deferred cost*	75.67	-
Prepaid expenses	0.77	0.63
	<u>1,692.97</u>	<u>12.12</u>

*These relates to incremental costs that are directly attributable to proposed issue of equity shares and offer for sale by selling shareholders on account of Initial Public offer (IPO).



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Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)
Summary of material accounting policies and other explanatory information for the year ended 31 March 2025
CIN: U85110DL2008PLC177230
(All amounts in Rs. lakhs, unless otherwise stated)

16 Equity share capital

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	Amount	Number	Amount
i Authorised				
Equity shares of Rs.1 each (31 March 2024: Rs.10 each) with voting rights	40,000,000	400.00	2,000,000	200.00
7% Compulsory Convertible Preference Shares of Rs.8600 each /- fully paid-up*	162,790	13,999.94	162,790	13,999.94
ii Issued, subscribed and fully paid up	40,162,790	14,399.94	2,162,790	14,199.94
Equity share capital of face value of Rs.1 each (31 March 2024: Rs.10 each)				
	19,656,989	196.57	1,670,078	167.01
	19,656,989	196.57	1,670,078	167.01

During the year ended 31 March 2025, the authorised share capital was increased by INR 200 lacs i.e. 200 Lacs Equity shares of Rs. 1 each.

iii Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

Equity shares

Balance at the beginning of the year

Equity shares arising on shares split from Rs.10 to Rs. 1 per share (Refer note below a)

Add : Issued during the year (Refer note b)

Add: Conversion of 7% Compulsory Convertible Preference Shares into equity shares (refer note c)

Balance at the end of the year

1,670,078	167.01	1,670,078	167.01
15,030,702	-	-	-
2,125,624	21.26	-	-
830,585	8.30	-	-
19,656,989	196.57	1,670,078	167.01

a. Pursuant to the approval of the shareholders in extra ordinary general meeting held on 26 April, 2024, each equity share of the Company having face value of Rs.10 per share was sub-divided into ten equity shares of face value of Rs.1 per share..

b. On 17 December 2024, the Company issued 21,25,624 equity shares of face value of Rs. 1 each through private placement at a premium of Rs. 1,684.55 each total amounting to Rs. 35,826.45. Each equity share carries equal rights with respect to dividends, repayment of capital, and entitles the holder to one vote at the Company's shareholders' meetings.

c. On 27 November 2024, the Company converted its 7% Compulsory Convertible Preference Shares (CCPS) amounting to Rs 13,999.94 lakhs into 830,585 equity shares of face value of Rs. 1 each at a premium of Rs. 1,684.55 in accordance with the terms of issuance.

iv Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having the par value of Rs. 1- per share (31 March 2024: Rs.10/- per share). Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. All shareholders are equally entitled to dividends.

As per the Articles of Association (the 'AOA') of the Company, in the event of liquidation, dissolution or admission of winding up proceedings by an appropriate court or tribunal, either voluntary or involuntary, the Evercare Holding Pte. Limited (the 'Investor') shall have the right in preference to any other shareholders of the Company to require the Company, and Mr. Gurmit Singh Chugh and Ms. Punita Sharma (the 'Founders') (on a reasonable efforts basis) to ensure that the liquidator is appointed to liquidate the Company in order to distribute the proceeds from the liquidation of the Company, which remains after discharging the liabilities of the Company to the Investor, such that the Investor receives the Liquidation Price (as defined in the AOA) subject to applicable laws, in priority over any amounts received by any other existing shareholders of the Company.

Except with the prior written consent of the Investor, the Founders shall not transfer any of the securities of the Company held by them to any person, including competitors. However, the shares held by the Investor shall, subject to the transferee executing a Deed of Adherence, be freely transferable without any restrictions of any nature whatsoever.

v Details of shareholder holding more than 5% share capital/ Details of equity shares held by the promoter as defined in the Companies Act, 2013 :

Name of the equity shareholders	As at 31 March 2025		% Change during the year
	Number	%	
Mr. Gurmit Singh Chugh	3,506,277	17.84%	-2.16%
Ms. Punita Sharma	3,506,277	17.84%	-2.16%
Evercare Holding Pte. Limited (Immediate Holding Company)	10,518,811	53.51%	-6.49%
Total	17,531,365		

Name of the equity shareholders	As at 31 March 2024		% Change during the year
	Number	%	
Mr. Gurmit Singh Chugh	334,016	20.00%	-
Ms. Punita Sharma	334,016	20.00%	-
Evercare Holding Pte. Limited (Immediate Holding Company)	1,002,046	60.00%	-
Total	1,670,078		

*As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Note:

- There is no change in the promoter's shareholding in the year ended 31 March 2025.
- 'Promoters' for the purpose of this disclosure means promoters as defined under section 2(69) of Companies Act, 2013.

vi Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, by way of bonus shares and shares bought back for the period of 5 years immediately preceding the balance sheet date

Particulars	As at	
	31 March 2025	31 March 2024
Equity shares allotted as fully paid bonus shares by capitalisation of securities premium (refer note (i) below)	6.42	6.42
Equity shares allotted as fully paid up pursuant to contract for consideration other than cash:		
- for loan assignment (refer note (ii) below)	3.07	3.07
- for purchase of interest in Transkuma Therapeutics LLP (refer note (iii) below)	6.84	6.84
	16.33	16.33

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Integrus Medtech Limited (Formerly known as Integrus Medtech Private Limited and Integrus Health Private Limited)
Summary of material accounting policies and other explanatory information for the year ended 31 March 2025
CIN: U85110DL2008PLC177230

(All amounts in Rs. lakhs, unless otherwise stated)

Notes:

(i) On 23 April 2019, the Company had issued 641,868 bonus equity shares of face value Rs. 10 each to the shareholders whose names appeared in the register of members/beneficial owners position as on the record date, i.e., 22 April 2019 in the proportion of 0.64 equity share for every 1 equity share of the Company held.

(ii) The Company had entered into a Share Subscription and Loan Assignment Agreement ('LAA') on 13 December 2018 with Translumina Therapeutics LLP ('TTLTP'), Mr. Gurmit Singh Chugh and Ms. Punita Sharma (Assignors). Pursuant to the said agreement and a further addendum to the agreement dated 17 April 2019, the Company has issued 307,112 equity shares of face value Rs. 10 each at a premium of Rs. 5,558 per equity share amounting to Rs. 17,100.00 lakhs. on 17 April 2019 to the Assignors against assignment of all the rights, interest and obligation of the Assignors in connection with the loan amount advanced by the Assignors to the TTLTP. The assigned loan was converted into investment in TTLTP as mutually agreed between the parties, pursuant to terms of the LAA (refer note 5).

(iii) The Company had entered into a Share Subscription and Partnership Interest Purchase Agreement ('PIPA') on 13 December 2018 with TTLTP, Mr. Gurmit Singh Chugh and Ms. Punita Sharma (erstwhile Partners of TTLTP). Pursuant to the said agreement and a further addendum to the agreement dated 17 April 2019, the Company has issued 684,158 equity shares of face value Rs. 10 each at a premium of Rs. 5,558 per equity share amounting to Rs. 38,093.92 lakhs on 18 April 2019 to the erstwhile partners of TTLTP against purchase of 99% interest in TTLTP (refer note 5).

(iv) Pursuant to a Share Purchase Agreement ('SPA') between the Company, Promoters of the Company (Mr. Gurmit Singh Chugh and Ms. Punita Sharma) and Evercare Holding Pte. Limited (Investor), the Promoters have sold 60% their equity shareholding to the Investor on 10 May 2018.

(v) During the previous year, shareholders have pledged 27% equity shares (pledge proportionately by existing shareholders) to HDFC Bank as a guarantee against letter of credit amounting to Rs. 1,150.00 Lakhs to its wholly owned subsidiary company Translumina GmbH and working capital facility of Rs 200.00 lakhs of the Company. During the current year on 25 February 2025, the pledge on equity shares of all the existing shareholders have been released and mutual funds investment of the Company namely "1,25,64,040.58 units in HDFC Corporate Bond Fund - Direct - Growth plan" have been pledged to HDFC Bank as a guarantee against such letter of credit and working capital facility.

17 Other equity

Particulars	As at 31 March 2025	As at 31 March 2024
A. Reserve and surplus		
Securities premium		
Opening balance		
Add: Received during the year	56,527.92	56,527.92
Less: Transaction cost arising on share issues (refer note 16(ii))	49,798.92	-
Closing balance	(427.56)	-
B. Retained earnings		
Opening balance		
Add: Profit for the year	9,790.23	6,750.89
Closing balance	3,544.22	3,039.34
C. Other comprehensive income		
Opening balance		
Add: Other comprehensive income for the year (net of tax impact)	6.29	0.28
Closing balance	(1.32)	0.01
D. 7% Compulsory Convertible Preference Shares (Equity Component)		
Opening balance		
Add: Issued during the year (Refer note 19)	6,346.52	-
Less: Converted in equity shares during the year (Refer note 16(iii) c)	-	6,346.52
Closing balance	(6,346.52)	-
E. Share based compensation reserve		
Opening balance		
Share based payment expenses (Refer note 48)	2,220.35	-
Closing balance	2,220.35	-
Total (A + B + C + D + E)	121,458.95	72,670.96

Nature and purpose of other reserve

Securities premium

Securities premium represents premium received on issue of shares. The amount is utilised in accordance with the provisions of the Companies Act 2013.

Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to dividends, or other distributions paid to shareholders. The reserve is utilised in accordance with the provisions of the Companies Act, 2013. It includes impact of remeasurement gain/(losses) net of taxes on defined benefit plans on account of changes in actuarial assumptions or experience adjustments within the plans.

7% Compulsory Convertible Preference Shares (Equity Component)

Redeemable and cumulative preference shares issued by the Company have been classified as financial liability and recognised at amortised cost. The difference between transaction value and amortised cost has been recognised as a separate component in other equity.

Share based compensation reserve

The share based compensation reserve is used to recognise the grant date fair value of options issued to employees of the Company and employees of subsidiaries.

18 Lease liabilities - non-current

Particulars	As at 31 March 2025	As at 31 March 2024
Lease liabilities (refer note 44)	1,691.99	40.57
	1,691.99	40.57

19 Borrowings

Non Current

Particulars	As at 31 March 2025	As at 31 March 2024
Unsecured		
7% Compulsory Convertible Preference Shares (CCPS) of Rs.8,800 each /- fully paid-up	-	13,999.94
Transaction costs	-	(126.00)
Net proceeds from issue of CCPS	-	13,873.94
Liability Component at date of issue (net of transaction costs)	-	7,527.42
Amount classified as equity		
Liability Component of Financial Instrument issued to Related Parties	-	7,527.42
7% Compulsory Convertible Preference Shares of Rs.8,800 each /- fully paid-up	-	825.92
Interest payable on 7% Compulsory Convertible Preference Shares	-	8,353.34



Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)
Summary of material accounting policies and other explanatory information for the year ended 31 March 2025
CIN: U85110DL2008PLC177230

(All amounts in Rs. lakhs, unless otherwise stated)

19 Borrowings (Cont'd)

* On 03 May 2023 the Company had issued 1,62,790 7.00% Fully and Compulsorily Convertible Preference Share(s) ("CCPS") at an issue price of Rs. 8,600 per share amounting to Rs. 13,999.94 for cash at par, on a rights basis to the eligible equity shareholders of the Company. CCPS are convertible into equity shares after a period of 10 years at a fair market value at the time of conversion. Alternatively, at the option of the Company CCPS can be converted prior to expiry of 10 years at the fair market value of equity shares prevailing as on the date of conversion. The shares were issued on a rights basis to the Eligible Equity Shareholder(s) on the basis of their proportion of the equity shareholding. The net proceeds received from the issue of the CCPS have been split between the financial liability element and an equity component, representing the fair value of the financial liability.

The equity component of Rs. 6,346.52 lakhs (31 March 2023: Rs. Nil) has been credited to the other equity.

The interest expense on the CCPS will be calculated by applying an effective interest rate of 12.17% to the liability component over a period of 10 years. Interest expense for the year ended 31 March 2024 amounts to Rs. 825.92 lakhs calculated using effective interest rate. The liability component is measured at amortised cost. The difference between the carrying amount of the liability component on the date of issue and the amount reported as at 31 March 2024, represents the effective interest rate less interest paid to that date.

The interest is calculated by applying an effective interest rate of 12.17% to the liability component for the 10 years period since the preference shares were issued. The liability component is measured at amortised cost. The difference between the carrying amount of the liability component on the date of issue and the amount reported as at 31 March 2024, represents the effective interest rate less interest paid to that date amounting to Rs. 825.92 lakhs.

On 27 November 2024, the Company converted its 7% Compulsorily Convertible Preference Shares (CCPS) into equity shares in accordance with the terms of issuance.

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	Amount	Number	Amount
i Authorised				
7% Compulsory Convertible Preference Shares of Rs.8,600 each	162,790	13,999.94	162,790	13,999.94
	162,790	13,999.94	162,790	13,999.94
ii Issued, subscribed and fully paid up				
7% Compulsory Convertible Preference Shares of Rs.8,600 each	-	-	162,790	13,999.94
	-	-	162,790	13,999.94
iii Reconciliation of number of preference shares outstanding at the beginning and at the end of the year				
7% Compulsory Convertible Preference Shares				
Balance at the beginning of the year	162,790	13,999.94	-	-
Add: Preference shares issued during the year	-	-	-	-
Less: Conversion of compulsorily convertible preference shares into equity shares (refer note 16(ii)c)	(162,790)	(13,999.94)	162,790	13,999.94
Balance at the end of the year	-	-	162,790	13,999.94

iv Rights, preferences and restrictions attached to compulsorily convertible preference shares

Compulsorily convertible cumulative preference shares were issued at par in May 2023 and each share is convertible into equity shares after a period of 10 years and can be converted at any time prior to expiry of 10 years at the option of the Company, convertible at the Fair Market Value of equity shares prevailing as on the date of conversion. The holders of these shares are entitled to fixed cumulative dividend at the rate of 7% on the capital for the time being paid-up thereon and shall be payable, as and when declared by the Board. In the event of winding up, preference shareholders have a preferential right over equity shareholders to be repaid to the extent of capital paid-up and dividend in arrears on such shares.

Except with the prior written consent of the Investor, the Founders shall not transfer any of the securities of the Company held by them to any person, including competitor. However, the shares held by the Investor shall, subject to the transferee executing a Deed of Adherence, be freely transferable without any restrictions of any nature whatsoever.

v Details of shareholder holding more than 5% preference share capital. Details of preference shares held by the promoter as defined in the Companies Act, 2013 :

Name of the equity shareholders	As at 31 March 2025			As at 31 March 2024		
	Number	% of Holding	% Change	Number	% of Holding	% Change
Mr. Gurmit Singh Chugh	-	-	-20%	32,558	20.00%	20.00%
Ms. Punita Sharma	-	-	-20%	32,558	20.00%	20.00%
Evercare Holding Pte. Limited (Immediate Holding Company)	-	-	-60%	97,674	60.00%	60.00%

*As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Note:

1. 'Promoters' for the purpose of this disclosure means promoters as defined under section 2(69) of Companies Act, 2013.

20 Provisions - non current

Particulars	As at 31 March 2025	As at 31 March 2024
Gratuity (refer note 4D)	3.54	0.39
	3.54	0.39

21 Lease liabilities - current

Particulars	As at 31 March 2025	As at 31 March 2024
Lease liabilities (refer note 4A)	86.18	14.76
	86.18	14.76

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Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)
Summary of material accounting policies and other explanatory information for the year ended 31 March 2025

CIN: U05100DL2008PLC177230

(All amounts in Rs. lakhs, unless otherwise stated)

22 Trade payables

Particulars	As at 31 March 2025	As at 31 March 2024
Due to Micro enterprises and small enterprises	0.40	0.23
Due to related parties (refer note 43)	-	1,760.17
Due to other than Micro enterprises and small enterprises	373.28	25.64
	373.68	1,787.04

Note:

(i) All amounts are short-term. The carrying values of trade payables are considered to be a reasonable approximation of their fair value.

(ii) Trade payables are non-interest bearing and are normally settled on 15-60 days terms.

Trade payables ageing schedule as at 31 March 2025

Outstanding for following periods from due date of payment								
S.No.	Particulars	Unbilled	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years
Undisputed trade payables:								
a)	Micro enterprises and small enterprises	-	0.20	0.04	-	0.16	-	-
b)	others	280.76	56.60	35.92	-	-	-	-
Disputed trade payables:								
a)	Micro enterprises and small enterprises	-	-	-	-	-	-	-
b)	others	-	-	-	-	-	-	-
	Total	280.76	56.80	35.96	-	0.16	-	-

Trade payables ageing schedule as at 31 March 2024

Outstanding for following periods from due date of payment								
S.No.	Particulars	Unbilled	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years
Undisputed trade payables:								
a)	Micro enterprises and small enterprises	-	-	0.23	-	-	-	-
b)	others	28.13	6.62	263.00	1,490.84	0.22	-	-
Disputed trade payables:								
a)	Micro enterprises and small enterprises	-	-	-	-	-	-	-
b)	others	-	-	-	-	-	-	-
	Total	28.13	6.62	263.23	1,490.84	0.22	-	-

*The management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006"). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2025 and 31 March 2024 has been made in the financial statements based on information received and available with the Company. Further, the Company has not paid any interest to any micro and small enterprises during the current year.

Disclosure under the Micro Enterprise and Small Enterprises Development Act, 2006 ("MSMED Act, 2006") as at 31 March 2025 and 31 March 2024 :

Particulars	As at 31 March 2025	As at 31 March 2024
i Principal amount remaining unpaid to any supplier as at the end of the accounting year.	0.40	0.23
ii Interest due thereon remaining unpaid to any supplier as at the end of the accounting year.	0.04	-
iii The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iv The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	-	-
v The amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.20	0.16
vi The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	0.20	0.16

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

23 Other financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Employee related payables (refer note 40)	76.09	6.68
Other payables*	37.78	301.64
Interest accrued but not due on borrowings	0.23	1.18
	114.10	308.50

* with respect of reimbursements of expenses, payable to related parties (refer note 44)

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Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)
Summary of material accounting policies and other explanatory information for the year ended 31 March 2025

CIN: U95110DL2006PLC177230

(All amounts in Rs. lakhs, unless otherwise stated)

24 Borrowings:

Current

Particulars	As at 31 March 2025	As at 31 March 2024
Secured, at amortised cost		
Cash credit limit from bank	69.38	218.72
	69.38	218.72

- (a) The Company have available working capital facility and stand by letter of credit ("SBLC") limit from HDFC Bank of Rs. 200 lakhs and Rs. 13,600 lakhs respectively (Previous year 31 March 2024 Rs. 200 lakhs and Rs. 11,300 lakhs) at the rate of interest of 9.77% p.a. and 8.50% p.a. appx. respectively.

The outstanding balance of Cash Credit as on 31 March 2025 is ₹ 69.38 lakhs (31 March 2024: 53.96).

Primary Security : Cash collateral 15% of limit, inventory and trade receivables.

Guarantees:

1) Corporate guarantee of Translumina Therapeutics LLP, Transhealth Private Limited and Transvalve Health Private Limited

2) Equity Shares of the company held by Gurmeet Singh Chugh, Punita Sharma & Evancure Holdings Pte. Ltd. under lien till 25 February 2025.

3) Mutual funds investment of the Company namely "1,25,64,040.58 units in HDFC Corporate Bond Fund - Direct - Growth plan" have been pledged to HDFC Bank as a guarantee against SBLC and working capital facility.

- (b) The Company had available working capital facility and term loan limit from Kotak Mahindra Bank Rs. 200 Lakhs (Previous Year 31 March 2024 Rs. 200 lakhs) at the rate of interest of 9.50% p.a. The outstanding balance of Cash Credit as on 31 March 2025 is Rs nil (31 March 2024: Rs. 164.75 lakhs).

Primary Security : 100% Fixed Deposits.

25 Other current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Statutory dues payable	29.66	4.07
Contract liabilities	83.40	190.23
	113.06	194.30

26 Provisions - current

Particulars	As at 31 March 2025	As at 31 March 2024
Employees benefits		
Gratuity (refer note 40)	0.00	-
Compensated absences	2.70	0.10
	2.70	0.10



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Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)

Summary of material accounting policies and other explanatory information for the year ended 31 March 2025

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(All amounts in Rs. lakhs, unless otherwise stated)

27 Revenue from operations*

Particulars	For the period ended 31 March 2025	For the year ended 31 March 2024
Sale of products	3,834.14	5,830.99
	<u>3,834.14</u>	<u>5,830.99</u>
Disaggregation of revenue		
Details of sale of products		
Wires/catheters/stents	3,245.28	5,683.14
Other accessories	588.86	147.85
	<u>3,834.14</u>	<u>5,830.99</u>

*Refer note 45 for revenue related disclosure

28 Other income

Particulars	For the period ended 31 March 2025	For the year ended 31 March 2024
Interest income		
-from banks	596.34	312.23
-on 7% Compulsory Convertible Preference Shares	699.94	-
-from income tax refund	-	1.77
-on loan to related party	610.83	744.61
Other non-operating income		
-sublease of right of use assets	67.79	-
-Deemed investment	49.63	-
Share of profit from investment in LLP	1,805.00	3,255.00
Exchange rate fluctuation (net)	168.69	-
Liability written back	3.92	-
Reversal of allowance for expected credit loss	-	265.20
Profit on sale of mutual funds	72.53	-
Business support services to subsidiaries	311.88	-
Fair value gains on investment measured at fair value through profit or loss	723.48	-
Miscellaneous income	146.60	1.34
	<u>5,256.63</u>	<u>4,580.15</u>

29 Purchases of traded goods

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Wires/catheters/ stents	3,131.52	5,243.21
Other accessories	504.28	102.98
	<u>3,715.80</u>	<u>5,346.19</u>

30 Changes in inventories of traded goods

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventories at the end of the year: (B)		
Traded goods	254.93	68.63
Inventories at the beginning of the year: (A)		
Traded goods	68.63	190.90
Changes in inventories of traded goods (A)-(B)	<u>(186.30)</u>	<u>122.27</u>

31 Employee benefits expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries and wages	256.20	21.66
Share based payment expenses (Refer note 46)	2,220.35	-
Share based payment for employees of subsidiaries(Refer note 46)	(2,130.47)	-
	<u>346.08</u>	<u>21.66</u>

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Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)

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(All amounts in Rs. lakhs, unless otherwise stated)

32 Finance cost		
Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expense on:-		
Lease liabilities at amortised cost (refer note 44)	72.66	2.97
Delayed payment of statutory dues	0.10	1.73
Cash credit facility at amortised cost	11.85	46.51
Loan from related party at amortised cost (refer note 43)	-	1.08
Delayed payment to MSME (Micro and small enterprises)	0.04	0.16
Compulsory convertible preference shares at amortised cost (refer note 19)	-	825.92
	84.65	878.37
33 Depreciation and amortisation expense		
Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation on property, plant and equipment (refer note 4)	0.56	0.43
Depreciation on right of use assets (refer note 4A)	13.34	9.88
	13.90	10.31
34 Other expenses		
Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Power and fuel	5.00	2.40
Forwarding expense	1.38	1.88
Rates and taxes	12.55	20.32
Travelling and conveyance	0.32	0.46
Legal and professional expenses (refer note 34.1 below)	281.72	69.13
Exchange rate fluctuation (net)	-	35.32
Allowance for expected credit loss and impairment for deposits (refer note 7 and 10)	84.67	-
Bank charges	13.91	56.58
Donation	55.32	42.55
Insurance	1.90	1.86
Management support charges (refer note 43)	174.37	98.19
Miscellaneous expenses	4.32	7.03
	635.46	335.72
34.1 Remuneration to auditors comprises of:		
Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Audit fees (refer note below)	44.00	27.00
Certification services	2.09	3.90
Reimbursement of expenses	3.50	1.23
	49.59	32.13
34.2 Details of CSR expenditure:		
Particulars	31 March 2025	31 March 2024
(a) Gross amount required to be spent by the Company during the year	61.44	44.87
(b) Amount approved by the Board to be spent during the year	61.44	44.87
(c) Movement :		
Opening balance		
With Company (Budget)	61.44	44.87
In Separate CSR unspent Account	31.33	29.00
Total (A)	92.77	73.87
Amount required to be spent During the year (Budget for FY 25)	61.44	44.87
Amount spent during the year		
From Company's Bank Account	27.35	13.54
From unspent CSR Account	27.97	29.00
Total (B)	55.32	42.54
Closing Balance		
With Company	-	-
In Separate CSR unspent Account	37.45	31.33
Closing balance to be spent (A-B)	37.45	31.33
(d) Excess amount spent on CSR as per Section 135(5) of Companies Act, 2013	-	-
(e) Total of previous year shortfall	-	-
(f) Reason for shortfall	N.A	N.A
(g) Nature of CSR activities	Social Welfare for promoting health care	Social Welfare for promoting health care

Note: Closing balance of unspent amount has been deposited in separate account for CSR expenditure.

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Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)

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(All amounts in Rs. lakhs, unless otherwise stated)

35 Income tax

(a) Amounts recognised in the statement of profit and loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2023
Current tax	290.17	279.49
Deferred tax charge	197.93	73.89
Earlier years tax adjustments	(6.94)	1.53
Income tax expense reported in the statement of profit and loss	479.16	354.91

The Company has opted for taxation under Section 115BAA of the Income Tax Act, 1961, from the financial year 31 March 2025. The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.17% (31 March 2024: 27.82%) and the reported tax expense in profit or loss are as follows:

(b) Reconciliation of effective tax rate

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Accounting profit before income tax	4,023.38	3,394.25
At India's statutory income tax rate of 25.17% (31 March 2024: 27.82%)	1,012.60	944.28
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Share of profit from investment in partnership	(454.28)	(905.54)
Deferred tax not created*	-	73.41
Corporate social responsibility expenses	13.92	10.71
Interest income/ expenses on liability component on CCPS	(176.16)	229.77
Tax related to earlier years	(6.94)	1.53
Capital expenditures	100.30	-
Others	(8.28)	0.75
Income tax expense	479.16	354.91

*The Company has not recognised deferred tax assets on impairment of investment in absence of probability and availability of sufficient future taxable income against which such losses shall be utilised.

36 Earnings per share

Net profit attributable to equity shareholders

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Calculation of Basic EPS		
Net profit for the year	3,542.90	3,039.35
Earnings	3,542.90	3,039.35
Nominal value of equity share (Rs.) ^a	1.00	1.00
Total number of equity shares outstanding at the beginning of the year ^a	16,700,780	16,700,780
Total number of equity shares outstanding at the end of the year ^a	19,656,989	16,700,780
Weighted average number of equity shares ^a	17,596,708	16,700,780
Add: Adjustment on account of bonus shares issued subsequent to year end (Refer note 49) ^a	35,193,416	33,401,560
Add: Weighted average number of potential equity share to be issued on account of conversion Compulsory Convertible Preference Shares at the end of year ^{a**}	3,211,200	4,443,360
Total weighted average number of equity shares (B)	56,001,324	54,545,700
Basic earnings per share (A/B)	6.33	5.57
Calculation of Diluted EPS		
Adjusted net profits for the year (C)	3,542.90	3,039.35
Weighted average number of equity shares	17,596,708	16,700,780
Add: Adjustment on account of bonus shares issued subsequent to year end (Refer note 49) ^a	35,193,416	33,401,560
Add: Weighted average number of potential equity share to be issued on account of conversion of Compulsory Convertible Preference Shares at the end of year ^{a**}	3,211,200	4,443,360
Add: Weighted average number of potential equity shares on account of employee stock options ^a	1,321,790	-
Total weighted average number of equity shares (D)	57,323,114	54,545,700
Diluted earnings per share (C/D)	6.18	5.57

^aPrevious year numbers are adjusted for shares split during the current year.(Refer note 16 ii (a))

^a Current and Previous year numbers are adjusted for bonus equity shares issued subsequent to year end.

^{a**}Calculated on the basis of fair value on the date of the issue of Compulsory Convertible Preference Shares.

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(All amounts in Rs. lakhs, unless otherwise stated)

37 Financial instruments

i) Financial assets and liabilities

The carrying amounts of financial instruments by category are as follows:

Particulars	Note	31 March 2025		31 March 2024	
		Fair value through profit or loss (FVTPL)	Amortised cost	Fair value through profit or loss (FVTPL)	Amortised cost
Financial assets*					
Trade receivables	10	-	2,986.57	-	1,065.27
Cash and cash equivalents	11	-	981.43	-	4.80
Other bank balances	12	-	21,186.84	-	4,484.10
Loans	6	-	7,849.88	-	9,224.96
Other financial assets	7 and 13	-	4,694.30	-	1,005.16
Investment (Other than subsidiary)	5B	32,762.26	-	-	-
Total financial assets		32,762.26	37,699.02	-	15,784.29
Financial liabilities*					
Borrowings	24	-	69.38	-	216.72
Trade payables	22	-	373.28	-	1,786.81
Lease liabilities	19 and 21	-	1,778.17	-	55.34
Other financial liabilities	23	-	114.10	-	308.50
Total financial liabilities		-	2,334.93	-	2,369.37

* During the previous year, there are no financial assets and liabilities which are measured at fair value through profit or loss or fair value through other comprehensive income. Investment in subsidiaries are measured at cost as per Ind AS 27, 'Separate financial statements' and hence, not presented here.

ii) Fair values hierarchy

The carrying value and fair values of financial instruments by categories are as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs). The input factors considered are Estimated cash flows and other assumptions.

Fair value of instruments measured at amortised cost and fair value through profit or loss

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

Particulars	Level	Note	31 March 2025 FVTPL	31 March 2025 Amortised cost	31 March 2024 Amortised cost
Financial assets					
Loans	Level 3	6	-	7,849.88	9,224.96
Trade receivables	Level 3	10	-	2,986.57	1,065.27
Cash and cash equivalents	Level 3	11	-	981.43	4.80
Other bank balances	Level 3	12	-	21,186.84	4,484.10
Other financial assets	Level 3	7 and 13	-	4,694.30	1,005.16
Investments (other than in subsidiary)	Level 2	5B	32,762.26	-	-
Total financial assets			32,762.26	37,699.02	15,784.29
Financial liabilities					
Borrowings	Level 3	24	-	69.38	216.72
Trade payables	Level 3	22	-	373.28	1,786.81
Lease liabilities	Level 3	19 and 21	-	1,778.17	55.34
Other financial liabilities	Level 3	23	-	114.10	308.50
Total financial liabilities			-	2,334.93	2,369.37

Cash and cash equivalents, other bank balances, trade receivables, trade payables, lease liability and borrowings approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. There are no financial assets and liabilities which are measured at fair value through other comprehensive income.

38 Financial risk management

The Company is exposed to various risks in relation to financial instruments. The main types of financial risks are market risk, credit risk and liquidity risk.

The management of the Company monitors and manages the financial risks relating to the operations of the Company on a continuous basis. The Company does not engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Company is exposed are described below:

Risk	Exposure arising from	Measurement	Management
Credit risk	Trade receivables, cash and cash equivalents, other bank balances, loans and other financial assets measured at amortised cost	Ageing analysis	Diversification of bank deposits and regular monitoring
Liquidity risk	Borrowings, lease liabilities and other financial liabilities	Cash flow forecasts	Availability of funds and credit facilities.
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (Rs.)	Fluctuation in foreign exchange rates	Monitoring of exposure levels at regular internal

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A) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial asset fails to meet its contractual obligations. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each financial asset. The carrying amounts of financial assets represent the maximum credit risk exposure. The Company monitors its exposure to credit risk on an ongoing basis.

i) Provision for expected credit losses

The Company provides for 12 month expected credit losses for following financial assets:

As at 31 March 2025

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	981.43	-	981.43
Other bank balances	21,186.84	-	21,186.84
Trade receivables	3,173.70	187.13	2,986.57
Loans	7,849.88	-	7,849.88
Other financial assets	4,698.55	4.25	4,694.30
Investment (other than in subsidiary)	32,762.26	-	32,762.26

As at 31 March 2024

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	4.80	-	4.80
Other bank balances	4,484.10	-	4,484.10
Trade receivables	1,171.98	106.71	1,065.27
Loans	9,224.98	-	9,224.98
Other financial assets	1,005.16	-	1,005.16

Reconciliation of loss provision – lifetime expected credit losses

Reconciliation of loss allowance	Other Financial Assets	Trade receivables
Loss allowance on 01 April 2023	-	371.85
Reversal of Impairment loss recognised during the year	-	(265.14)
Loss allowance on 31 March 2024	-	106.71
Impairment loss during the year	4.25	80.42
Loss allowance on 31 March 2025	4.25	187.13

B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Maturities of financial liabilities

As at 31 March 2025, the Company's financial assets and financial liabilities have contractual maturities as summarised below:

As at 31 March 2025

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Financial liabilities					
Borrowings	69.38	-	-	-	69.38
Trade payables	373.28	-	-	-	373.28
Lease liabilities	86.18	93.45	114.72	1,483.01	1,778.16
Other financial liabilities	114.10	-	-	-	114.10
Total	642.94	93.45	114.72	1,483.81	2,334.92
Financial assets					
Loans	-	-	7,849.88	-	7,849.88
Trade receivables	2,986.57	-	-	-	2,986.57
Cash and cash equivalents	981.43	-	-	-	981.43
Other bank balances	21,186.84	-	-	-	21,186.84
Other financial assets	1,385.83	-	3,308.47	-	4,694.30
Total	26,540.67	-	11,158.35	-	37,699.02



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Liquidity risk (Contd)
As at 31 March 2024

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Financial liabilities					
Borrowings	218.72	-	-	-	218.72
Trade payables	1,787.04	-	-	-	1,787.04
Lease liabilities	14.76	11.30	10.94	18.34	55.34
Other financial liabilities	308.50	-	-	-	308.50
Total	2,329.02	11.30	10.94	18.34	2,369.60
Financial assets					
Loans	4,451.95	-	183	4,590.01	9,224.96
Trade receivables	1,065.27	-	-	-	1,065.27
Cash and cash equivalents	4.80	-	-	-	4.80
Other bank balances	4,484.10	-	-	-	4,484.10
Other financial assets	999.95	-	5.21	-	1,005.16
Total	11,006.07	-	188.21	4,590.01	15,784.29

C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed to market risk through its use of financial instruments and specifically to foreign currency risk and interest rate risk which result from its operating, investing and financing activities.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to changes in market interest rates as some borrowings are at variable interest rates.

The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rates of +/- 1%. These changes are considered to be reasonably possible based on management's assessment. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

The exposure of Company's borrowing and interest rate at reporting period as following:

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non current	Current	Non current	Current
<i>(Secured - at amortised cost)</i>				
Cash credit limit from bank	-	69.38	-	218.72
	-	69.38	-	218.72
1% Increase in basis points impact in profit	-	0.69	-	2.19
1% decrease in basis points impact in profit	-	(0.69)	-	(2.19)

ii) Foreign exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The functional currency of the Company is Euro. Most of the Company's transactions are carried out in Euro. Exposures to currency exchange rates mainly arise from the Company's overseas purchases, which is primarily denominated in US Dollars ('USD').

The Company has limited exposure to foreign currency risk and outstanding foreign currency exposures are not being hedged against adverse currency fluctuation.

Foreign currency risk exposure:

Particulars	Currency	Amount in foreign currency (In Euros)		Amount in Rs.	
		31 March 2025	31 March 2024	31 March 2025	31 March 2024
Receivables					
Loan to related parties (including interest accrued)	EUR	7,841,797	5,386,555	7,240,27	4,844.66

The following table illustrates the foreign currency sensitivity of profit and equity with regards to the Company's financial assets and financial liabilities considering 'all other things being equal' and ignoring the impact of taxation. It assumes a +/- 1% change of the Euro/USD exchange rate for the year ended at 31 March 2024. These are the sensitivity rates used when reporting foreign currency exposures internally to the key management personnel and represents management's assessment of the reasonably possible changes in the foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items at end of each period reported upon. A positive number indicates an increase in profit or equity and vice-versa.

Sensitivity

If the Euro had strengthened/ weakened against the USD by 1%, the following would have been the impact:

Particulars	Currency	Exchange rate change	Amount in Rs.			
			Increase 31 March 2025	Decrease 31 March 2024	Increase 31 March 2024	Decrease 31 March 2024
Receivables						
Loan to related party (including interest accrued)	EUR	1.00%	72.40	(72.40)	48.45	(48.45)



Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)**Summary of material accounting policies and other explanatory information for the year ended 31 March 2025**

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Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity shareholders. The Company includes within net debt, borrowings less cash and cash equivalents, other bank balances and current investments. The primary objective of the Company's capital management is to maximise the shareholder value. The Company is not subject to any externally imposed capital requirements.

Particulars	As at	As at
	31 March 2025	31 March 2024
Short term borrowings	59.38	218.72
Lease liabilities	1,778.17	55.34
Liability component of preference shares	-	8,353.34
Interest accrued and not due on borrowings	0.23	1.18
Less : Cash and cash equivalents	(981.43)	(4.80)
Less : Bank balances other than cash and cash equivalents	(21,186.84)	(4,484.10)
Net debt	(20,320.49)	4,139.68
Total capital	121,655.52	72,837.97
Capital and net debt	101,335.03	76,977.65
Gearing ratio	-20%	5%



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39. Additional information

Following are the analytical ratios for the year ended 31 March 2025 and 31 March 2024

Particulars	Numerator	Denominator	31 March 2025	31 March 2024	% Variance	Reasons for variance
Current ratio	Current assets	Current liabilities	80.69	2.63	2969%	Current ratio increased on account of increase in current asset (being investment made in mutual fund and increase in bank balance due to consideration received on issue of equity shares.)

Ratios required to be disclosed as per Schedule III

Particulars	Numerator	Denominator	31 March 2025	31 March 2024	% Variance	Reasons for variance
Debt-equity ratio	Total Debt	Shareholders' equity	-	-	-	Refer note below
Debt service coverage ratio	Earnings available for debt service = (Profit before exceptional item and tax + finance costs + depreciation and amortisation)	Debt Service=Finance costs for the year	386.32	95.35	301%	Debt service coverage ratio has increased by 301% as compared to last year since there is decrease in finance cost on account of conversion of CCPS into fully paid equity shares of the Company.
Return on equity ratio	Net Profit after taxes - Preference Dividend (if any)	Average Shareholder's Equity	0.04	0.04	-18%	Refer note below
Inventory turnover ratio	Cost of goods sold	Average Inventory	21.82	42.14	-48%	Inventory turnover ratio decreased by 48% as compared to last year, due to decrease in purchases as compared to previous year.
Trade receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	1.89	3.72	-49%	Trade receivables turnover ratio decreased due to decrease in sales compare to previous year.
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	3.44	1.72	100%	Trade payables turnover ratio increase due to significant decrease in average trade payable balance as compare to previous year.
Net capital turnover ratio	Net Sales	Working Capital	0.06	1.73	-96%	Decrease in net working capital ratio is on account of significant decrease in net sales as compared to previous financial year. Further the net working capital increased on account of issue of fully paid up equity shares during the year.
Net profit ratio	Net Profit	Total Revenue	0.92	0.52	77%	Increase in net profit ratio is on account of fair value gain on mutual fund in the current year and decrease in finance cost on account of conversion of CCPS.
Return on capital employed	Earning before interest and taxes	Capital Employed	0.04	0.06	-41%	Return on capital employed decreased by 41% as compared to last year due to increase capital employed on the account of issue of fresh shares and conversion of CCPS. Further lease liabilities have increased in the current year on account of additional lease obtained by the Company.
Return on investment	Interest income on fixed deposits	Fixed Deposits Balance	0.03	0.07	-61%	Return on investment decreased during the current year due to decrease in interest income since majority of the additions in fixed deposits have been made in the last quarter.

Note: Since the change in ratio is less than 25%, reason is not warranted.

Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.

Debt service = Interest & Lease Payments + Principal Repayments

Net Profit after tax means reported amount of *Profit / (loss)* for the period* and it does not include items of other comprehensive income.

Average inventory is (Opening + Closing balance / 2)

Net credit sales consist of gross credit sales minus sales return. Trade receivables includes sundry debtors and bills receivables.

Average trade debtors = (Opening + Closing balance / 2)

Net credit purchases consist of gross credit purchases minus purchase return

Net sales shall be calculated as total sales minus sales returns.

Working capital shall be calculated as current assets minus current liabilities.

Net profit shall be after tax.

Net sales shall be calculated as total sales minus sales returns.

Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability



Integrus Medtech Limited (Formerly known as Integrus Medtech Private Limited and Integrus Health Private Limited)
Summary of material accounting policies and other explanatory information for the year ended 31 March 2025
CIN: U85110DL2008PLC177230

(All amounts in Rs. lakhs, unless otherwise stated)

39. Commitments / Contingent liabilities	As at 31 March 2025	As at 31 March 2024
Particulars		
Contingent liabilities, not acknowledged as debt, includes:		
Corporate guarantees and SBLC given on behalf of subsidiaries companies (Refer Note 43)	31,621	27,769
There are no contingent liabilities (under litigation) not acknowledged as debt as at 31 March 2025 and 31 March 2024.		

40. Employee benefits

Defined benefit plans

Gratuity

The Company has a defined benefit gratuity plan. Every employee is entitled to gratuity as per the provisions of the Payment of Gratuity Act, 1972. The liability of Gratuity is recognized on the basis of actuarial valuation.

Salary increases	Actual salary increases will increase the plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality & disability	Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact plan's liability.

During the current year, the Company has provided for Compensated Absences liability based on the unavailed leave balances of employees as at the year-end, valued at the salary rates applicable as on the reporting date. The liability has been computed internally without obtaining an actuarial valuation, as the obligation is expected to be settled wholly within twelve months after the end of the reporting period.

Accordingly, the entire Compensated Absences liability has been classified under Current Liabilities as "Short-term provisions", in accordance with the requirements of Schedule III (Division II) to the Companies Act, 2013.

Amounts recognised in the balance sheet:	Gratuity	
Particulars	31 March 2025	31 March 2024
Current liability (amount due within one year)	0.00	-
Non-current liability (amount due over one year)	3.54	0.39

Gain recognised in other comprehensive income:	Gratuity	
Particulars	31 March 2025	31 March 2024
Actuarial (gain)/loss on defined benefit obligations	(0.03)	-
Actuarial losses from changes in demographic assumptions	0.87	0.04
Actuarial losses from changes in financial assumptions	0.93	(0.12)
Experience variance (i.e. Actual experience vs assumptions)	1.77	(0.08)
Total income/(expenses) recognised in other comprehensive income		

Expenses recognised in statement of profit and loss	Gratuity	
Particulars	31 March 2025	31 March 2024
Current service cost	1.35	0.22
Interest cost	0.03	0.02
Cost recognised during the year	1.38	0.24

Movement in the liability recognised in the balance sheet is as under:	Gratuity	
Particulars	31 March 2025	31 March 2024
Present value of defined benefit obligation at the beginning of the year	0.39	0.23
Current service cost	1.35	0.22
Interest cost	0.03	0.02
Actuarial gain	1.77	(0.08)
Benefits paid	-	-
Present value of defined benefit obligation at the end of the year	3.54	0.39

(a) For determination of the liability of the Company the following actuarial assumptions were used:

Particulars	Compensated Absences		Gratuity	
	31 March 2024	31 March 2025	31 March 2025	31 March 2024
Discount rate	7.25%	6.70%		7.25%
Salary escalation rate	8.00%	10.00%		8.00%
Retirement age (years)	60 Years	58 Years		60 Years
Withdrawal rate	10% PA	10% PA		10% PA
Weighted average duration (Years)	28	12		30
Mortality rates inclusive of provision for disability -100% of IALM (2012 - 14)				

(b) Maturity profile of defined benefit obligation:	Gratuity	
Particulars	31 March 2025	31 March 2024
1 year	-	-
2 year	-	-
3 year	-	-
4 year	-	-
5 year	-	-
6 year onwards	3.54	0.39

Expected contribution during the next annual reporting period	Gratuity	
Particulars	31 March 2025	31 March 2024
The Company's best estimate of Contribution during the next year	-	0.36



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Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)
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(All amounts in Rs. lakhs, unless otherwise stated)

40. Employee benefits (Cont'd)

Sensitivity analysis for gratuity liability:		Gratuity	
Particulars	31 March 2025	31 March 2024	
a) Impact of the change in discount rate			
Present value of obligation at the end of the year			
Impact due to increase of 1.00 %	(0.36)		(0.03)
Impact due to decrease of 1.00 %	0.44		0.04
b) Impact of the change in salary increase			
Present value of obligation at the end of the year			
Impact due to increase of 1.00 %	0.42		0.04
Impact due to decrease of 1.00 %	(0.37)		(0.03)
c) Impact of the change in attrition rate			
Present value of obligation at the end of the year			
Impact due to increase of 1.00 %	(0.01)		(0.02)
Impact due to decrease of 1.00 %	0.02		0.02

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

41 Segment information

The Company operates in a single reportable segment i.e., "Trading of products", for the purpose of Ind AS 108 "Operating Segment", is considered to be the only reportable business segment. The Company derives its major revenues from the activities related to trading and its customers are widespread.

42 Per transfer pricing legislation under section 92-92F of the Income Tax Act 1961, the Company is required to use certain specific methods in computing arm's length price of international transactions with associated enterprises and maintains adequate documentation in this respect. The legislations require that such information and documentation to be contemporaneous in nature. The Company has appointed independent consultants for conducting the Transfer Pricing Study to determine whether the transactions with associated enterprises undertaken during the financial year are on an "arm's length basis". The Company is in the process of conducting a transfer pricing study for the current financial year and expects such records to be in existence latest by the due date as required by law. However, in the opinion of the management the update would not have a material impact on these financial statements. Accordingly, these financial statements do not include any adjustments for the transfer pricing implications, if any.



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Integrus Medtech Limited (Formerly known as Integrus Medtech Private Limited and Integrus Health Private Limited)
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(All amounts in Rs. lakhs, unless otherwise stated)

43 Related party disclosures

In accordance with the requirements of Ind AS 24, 'Related Party Disclosures', the names of the related party where control exists/able to exercise significant influence along with the transactions and year-end balances with them as identified and certified by the management are given below:

Names of related parties and related party relationship

Related parties where control exists

Name of the related party

- i. **Ultimate Holding Company**
Everstone Capital Partners III LP
- ii. **Intermediate Holding Company**
ECP III Pte. Ltd., Singapore
- iii. **Immediate Holding Company**
Evercure Holding Pte Limited
- iv. **Subsidiaries**
Translumina Therapeutics Private Limited (w.e.f 25 January 2025)
Translumina Therapeutics LLP (upto 25 January 2025)
Artic GmbH, Germany
Transhealth Private Limited
Translumina GmbH, Germany
Transvalve Health Private Limited
Everlife Holdings Pte. Ltd. (w.e.f. 24 June 2025)
Halemed Medical Private Limited (w.e.f 24 June 2025)
- v. **Step-down Subsidiaries**
Translumina France (till 31 July 2024)
LAMED Vertriebsgesellschaft (w.e.f 05 June 2023)
Blue Medical Devices BV (w.e.f 21 June 2023)
Translumina Medical Devices Trading L.L.C (w.e.f. 24 April 2024)
- vi. **Key Management Personnel ('KMP')**
Ms. Punita Sharma, Director
Mr. Gurmit Singh Chugh, Director
Mr. Vishal Sharma, Director (till 07 March 2025)
Mr. Avnish Mehra, Director
Mr. Arjun Oberoi, Director (till 07 March 2025)
Mr. Vishal Omprakash Goenka, Director
Mr. Puggera Mandappa Devaiah, Director (w.e.f. 07 March 2025 till 21 July 2025)
Mr. Amit Manocha, Director (w.e.f. 07 March 2025 till 21 July 2025)
Mr. Kewal Jindal, Chief Financial Officer (till 25 August 2025)
Mr. Hemant Sultania, Chief Financial Officer (w.e.f. 25 August 2025)
Mr. Indranil Mukherjee, Director (till 09 June 2025)
Ms. Rajani Kesari, Independent Director (w.e.f. 01 August 2025)
Mr. Ramesh Subrahmanian, Independent Director (w.e.f. 01 August 2025)
Mr. Annaswamy Vaidheesh, Independent Director (w.e.f. 26 August 2025)
Mr. Probir Das, (Director - w.e.f. 10 June 2025 and CEO - w.e.f. 25 August 2025)

The following transactions were carried out with related parties in the ordinary course of business

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
i. Key Management Personnel		
Punita Sharma		
Lease liability interest [actual lease rent paid Rs 5.44 (PY:Rs. 4.68)]		
Loan repaid	1.62	0.95
Equity shares issued on conversion of CCPS	-	1,450.00
Issue of compulsory convertible preference shares	2,799.99	-
Interest paid on loan	-	2,799.99
		1.08
Gurmit Singh Chugh		
Equity shares issued on conversion of CCPS	2,799.99	-
Issue of compulsory convertible preference shares	-	2,799.99
Lease liability interest [actual lease rent paid Rs.8.71 (PY:Rs. 7.49)]	2.59	1.52
Remuneration to Key Management Personnel		
Short term employee benefits	170.00	-
Share based payment expense	1,354.41	-



Integrus Medtech Limited (Formerly known as Integrus Medtech Private Limited and Integrus Health Private Limited)
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(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
43 Related party disclosures (cont'd)		
ii. Holding Company		
Evercure Holding Pte. Limited		
Equity shares issued on conversion of CCPS	8,399.96	-
Issue of compulsory convertible preference shares	-	8,399.96
iii. Subsidiaries		
Translumina Therapeutics LLP		
Share of profit from investment in partnership received	1,805.00	3,255.00
Purchases of goods	1,896.98	5,346.21
Legal and professional cross charge -income	-	78.00
Electricity expenses	-	2.40
Corporate guarantee given	14,000.00	14,000.00
Corporate guarantee received	14,000.00	11,500.00
Business support services	63.15	25.00
Interest income on loan given	120.07	-
Interest income on share based expenses recoverable from group companies	36.37	-
Conversion of Investment into Loan	16,475.82	-
Repayment received in respect of the Investment converted into loan	16,475.82	-
Management support charges	73.50	73.19
Employee Stock Option Plan expenses	1,581.25	-
Reimbursement of expenses	222.83	-
Translumina Therapeutics Private Limited		
Purchases of goods	1,818.82	-
Legal and professional charges	39.57	-
Business support services	133.21	-
Management support charges	100.87	-
Employee Stock Option Plan expenses	422.84	-
Interest income on share based expenses recoverable from group companies	9.85	-
Interest income on investment in sublease of Right of use assets	67.79	-
Reimbursement of expenses	97.90	-
Sub leasing of Right of Use asset	1,638.38	-
Translumina GmbH		
Investment made	-	10,693.74
Loan given	2,265.00	2,270.00
Corporate guarantee given	13,800.00	11,500.00
Interest income on loan given	355.60	385.96
Cross charge of loan processing charges	131.49	150.04
Business support services	28.75	-
Employee Stock Option Plan expenses	7.11	-
Interest income on share based expenses recoverable from group companies	0.17	-
Commission charged on Corporate guarantee given	67.50	-
Other cross charge	14.61	-
Transvalve Health Private Limited		
Loan given	475.00	158.00
Interest income on loan given	28.43	7.83
Corporate guarantee given	-	1,850.00
Corporate guarantee received	14,000.00	11,500.00



Integris Medtech Private Limited (Formerly known as Integris Health Private Limited)

Summary of material accounting policies and other explanatory information for the year ended 31 March 2025

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(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Transhealth Private Limited		
Corporate guarantee given	3,821.00	3,821.00
Corporate guarantee received	14,000.00	11,500.00
Loan given	1,140.00	3,895.00
Loan repayment received	5,416.35	3,088.99
Interest income on loan given	107.24	370.72
Business support services	20.76	-
Employee Stock Option Plan expenses	5.69	-
Interest income on share based expenses recoverable from group companies	0.13	-
LAMED Vertriebsgesellschaft		
Business support services	55.51	-
Employee Stock Option Plan expenses	129.32	-
Interest income on share based expenses recoverable from group companies	3.01	-
Blue Medical Devices BV		
Business support services	10.05	-
Employee Stock Option Plan expenses	4.27	-
Interest income on share based expenses recoverable from group companies	0.10	-
Halemed Medical Private Limited		
Revenue from Operations	23.43	-

Note: During the previous year, shareholders have pledged 27% equity shares (pledge proportionately by existing shareholders) to HDFC Bank as a guarantee against letter of credit amounting to Rs. 11,500.00 Lakhs to its wholly owned subsidiary company Translumina GmbH and working capital facility of Rs 200.00 lakhs of the Company. During the current year on 25 February 2025, the pledge on equity shares of all the existing shareholders have been released and mutual funds investment of the Company namely "125.64 lakh units in HDFC Corporate Bond Fund - Direct - Growth plan" have been pledged to HDFC Bank as a guarantee against such letter of credit and working capital facility.

The following balances were outstanding as at with related parties in the ordinary course of business

Particulars	As at 31 March 2025	As at 31 March 2024
i. Key Management Personnel		
Gurmit Singh Chugh		
Compulsory convertible preference shares	-	2,799.99
Lease liabilities	12.48	26.10
Punita Sharma		
Compulsory convertible preference shares	-	2,799.99
Lease liabilities	19.97	16.31
ii. Holding Company		
Evercure Holding Pte. Limited		
Compulsory convertible preference shares	-	8,399.96
iii. Subsidiaries		
Translumina Therapeutics Private Limited		
Investment	38,718.09	55,193.91
Corporate guarantee given	14,000.00	14,000.00
Corporate guarantee received	14,000.00	11,500.00
Trade payables	-	1,756.92
Other payables	37.78	301.64
Advance given	1,492.07	-
Share based payment expenses recoverable from group companies	1,647.07	-
Deemed investment	383.23	-
Net investment in sublease of right of use asset	1,706.17	-



Integris Medtech Private Limited (Formerly known as Integris Health Private Limited)**Summary of material accounting policies and other explanatory information for the year ended 31 March 2025**

CIN: U85110DL2008PLC177230

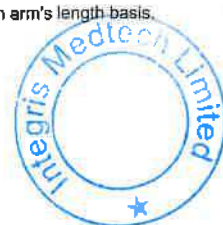
(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Transhealth Private Limited		
Investment	300.00	300.00
Loan receivables	313.66	4,590.01
Interest accrued	21.22	333.65
Corporate guarantee given	3,821.00	3,821.00
Corporate guarantee received	14,000.00	11,500.00
Other receivables	20.60	-
Share based payment expenses recoverable from group companies	4.72	-
Deemed investment	1.10	-
Translumina GmbH		
Corporate guarantee given	13,800.00	11,300.00
Investment	12,126.59	12,126.59
Loan receivables	6,878.22	4,452.03
Interest receivables	362.05	392.63
Share based payment expenses recoverable from group companies	5.90	-
Other receivables	242.34	150.04
Deemed investment	1.37	-
Transvalve Health Private Limited		
Loan receivable	658.00	183.00
Interest accrued	16.40	7.05
Corporate guarantee given	-	1,850.00
Corporate guarantee received	14,000.00	11,500.00
Investment	200.00	200.00
LAMED Vertriebsgesellschaft		
Share based payment expenses recoverable from group companies	107.35	-
Other receivables	55.92	-
Deemed investment	24.98	-
Blue Medical Devices BV		
Share based payment expenses recoverable from group companies	3.54	-
Other Receivables	10.10	-
Deemed investment	0.82	-
Halemed Medical Private Limited		
Trade receivables	26.62	-

All Related Party Transactions entered during the current and the previous year were in ordinary course of the business and on arm's length basis. Outstanding balances at the year end are unsecured and settlement occurs in cash.



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Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)

Summary of material accounting policies and other explanatory information for the year ended 31 March 2025

CIN: U85110DL2006PLC177230

(All amounts in Rs. lakhs, unless otherwise stated)

44 Lease related disclosures

The Company has leases for office premises. With the exception of short-term lease underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability as a borrowings. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Company classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company. Some leases contain an option to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets as security. For leases over premises, the Company must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Company is required to pay maintenance fees in accordance with the lease contracts.

A Set out below are the carrying amounts of lease liabilities and the movements during the year:

Particulars	31 March 2025	31 March 2024
Opening Balance	55.33	55.59
Additions	1,569.59	13.95
Accretion of interest	72.66	2.97
Payments	(19.41)	(17.18)
Closing balance	1,778.17	55.33
- Current	86.18	14.76
- Non Current	1,691.99	40.57

B Total cash outflow for leases for the year ended 31 March 2025 was Rs. 19.41 (31 March 2024: Rs. 17.18)

C The Company has total commitment for short-term leases of nil as at 31 March 2025 (31 March 2024: Rs.nil)

D Maturity of lease liabilities

The lease liabilities are secured by the related underlying assets. Future minimum lease payments were as follows:

31 March 2025	Minimum lease payments due				Total
	Within 1 year	1-2 years	2-3 years	More than 3 years	
Lease payments	253.92	252.44	264.05	2,031.32	2,801.73
Interest expense	167.74	158.99	149.33	547.51	1,023.57
Net present values	86.18	93.45	114.72	1,483.81	1,778.16

The lease liabilities are secured by the related underlying assets. Future minimum lease payments were as follows:

31 March 2024	Minimum lease payments due				Total
	Within 1 year	1-2 years	2-3 years	More than 3 years	
Lease payments	18.55	14.56	13.09	20.06	66.36
Interest expense	3.89	3.26	2.15	1.72	11.02
Net present values	14.76	11.30	10.94	18.34	55.34

E Information about extension and termination options

As at 31 March 2025

Right of use assets	Number of leases	Range of remaining term (In months)	Average remaining lease term (In months)	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
Office premises	3	48-115	70	3	-	3
Warehouse	1	20	20	1	-	1

As at 31 March 2024

Right of use assets	Number of leases	Range of remaining term (In months)	Average remaining lease term (In months)	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
Office premises	2	60	60	2	-	2
Warehouse	1	32	32	1	-	1

F The effective rate of interest for lease liability is 9.50 % to 9.77% p.a (31 March 2024 : 9.50%).

G Sub-Lease Arrangement

The Company has entered into sub-lease arrangements where it sub-leases certain leased premises to its Subsidiary Company namely "Translumina Therapeutics Private Limited". These sub-leases have been classified as finance leases in accordance with Ind AS 116 – Leases.

Set out below are the carrying amounts of Net investment in the finance lease and the movements during the year :

Particulars	31 March 2025
Less than one year	234.75
one to five year	1,024.12
more than five year	1,445.90
Gross investment in the lease	2,704.77
Unearned finance income	(1,066.39)
Net investment in the lease	1,638.38
Interest income	67.79
Receipt	-
Closing balance	1,706.17
- Current	234.75
- Non Current	1,471.42

ii. The lease income from finance leases recognized during the year amounted to Rs. Nil.



Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)

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(All amounts in Rs. lakhs, unless otherwise stated)

45 Revenue from contracts with customers

IND AS 115, Revenue from contracts with customers, establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cashflows arising from customer contracts. Ind AS-115, provides a five step model for evaluating each revenue contract(s) which are as follows

- Identifying the contract with customer
- Identifying the performance obligation ('PO')
- Determine the transaction price
- Allocate the transaction price to the PO
- Recognize revenue

The Company supplies wires/catheters and other related accessories. The revenue is respect of the these recognised on point in time basis when the control of goods is transferred to the customer.

a) Assets related to contracts with customer

Particulars	31 March 2025	31 March 2024
Trade receivables	2,986.57	1,065.27

b) Reconciliation of revenue recognised in statement of profit and loss with contract price:

Particulars	31 March 2025	31 March 2024
Contract price	4,201.08	7,309.70
Less: discounts, rebates, credits etc.	(366.94)	(1,478.71)
Total	3,834.14	5,830.99

c) The Company has not incurred any cost for obtaining contracts except administrative cost and the same is charged to statement of profit and loss.

d) The following table provides information about receivables and contract liabilities from contract with customers:

Particulars	31 March 2025	31 March 2024
Contract liabilities		
Customer credit balances, advances and other payable	83.40	190.23
Sub- Total	83.40	190.23
Receivables		
Trade receivables	3,173.70	1,171.98
Less : Allowance for expected credit loss	(187.13)	(106.71)
Net receivables	2,986.57	1,065.27

e) Revenue recognised in the reporting period included in contract liability in the beginning of the year:

Particulars	31 March 2025	31 March 2024
Opening balance	190.23	10.12
Addition during the year	83.40	190.23
Revenue recognised during the year	(190.23)	(10.12)
	83.40	190.23

46 Share-based payments

Employee Stock Option Scheme, 2024

Under the Employee Stock Option Scheme, 2024 (ESOP), share options of the Company are granted to employees of the Company and eligible employees of subsidiary companies(group employees) as defined under Employee Stock Options Scheme, 2024 which is administered by Board, shall not represent more than 10% of the fully diluted share capital of the Company at any given point (Ceiling limit). The ESOPs provide a right to its holders (i.e., Group employees) to purchase one (Integris Medtech Limited) IMPL share for each option at a pre-determined strike price on the expiry of the vesting period. The share options granted will not vest until performance condition is not met i.e., service. The ESOP hence represents an option that provides a right but not an obligation to the group employees to exercise the option by paying the strike price at any time on completion of the vesting period, subject to an outer boundary on the exercise period. Based on group policy/ arrangement, the Company has charged the fair value of such stock options, subsidiary companies has accepted such cross charge and accordingly the recognised the recoverable amount as a reduction from the employee cost (refer note 31). The recoverable amount is shown under head other financial asset in note 7 in the balance sheet as at 31 March 2025.

The Company has granted ESOPs under the plan to its employees and employees of the subsidiaries(group employees) on an equity-settled basis. The fair value of the share options is estimated at the grant date using a Black Scholes pricing model, taking into account the terms and conditions upon which the share options were granted. Further, there are no cash settlement alternatives with respect to these options.

The vesting of options is subject to the employee's continued employment with the IMPL group. The ESOPs shall vest in a graded manner over a period of 3 to 5 years.

The expense recognised for employee services received for the Company during the year is shown in the following table:

Particulars	31 March 2025	31 March 2024
Share based payment expenses (Refer note below)	2,220.35	-
Share based payment for employees of subsidiaries*	(2,130.47)	-
Total	89.88	-

There were no cancellations or modifications to the awards in year ending 31 March 2025.

*Share based payment expenses recovered from subsidiaries

Movements during the year

The following table illustrates the number and weighted average exercise prices (WAP) of, and movements in, share options during the year:

	Number of shares	WAP
Outstanding at 01 April 2025	-	-
Granted during the year	1,225,691	990.89
Forfeited during the year	-	-
Exercised during the year	-	-
Expired during the year	-	-
Outstanding at 31 March 2025	1,225,691	990.89
Exercisable at 31 March 2025	-	-

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Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)
Summary of material accounting policies and other explanatory information for the year ended 31 March 2025
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(All amounts in Rs. lakhs, unless otherwise stated)

46 Share-based payments (Cont'd)

The following principal assumptions were used in the valuation:
 Grant date

Vesting period ends

Fair value per Option at grant date (in Rs.)

Exercise price at date of grant

Risk-free interest rate (%)

Time to Expiration (years)

Dividend yield (%)

Expected volatility (%)

	31 May 2024	21 February 2025
	30 September 2027	17 November 2028 and 04 February 2029
	301.35 - 758.72	271.16 - 688.82
	551 and 1125	1685.55
	6.75% - 6.82%	6.80% - 6.66%
	1.83 - 3.84	1.50 - 5.24
	0%	0%
	35%	45%

47 Exceptional Item

Particulars

Impairment of investment*

Legal and professional expenses#

	For the year ended 31 March 2025	For the year ended 31 March 2024
	-	302.37
	457.80	-
	457.80	302.37

*Impairment indicators were identified in relation to investment made in equity shares of a foreign subsidiary of the Company, Artic GmbH. The recoverable amount of investment is determined at net asset value which was determined to be lower than the carrying amount of investment due to closure of operations. Accordingly, management had recorded an impairment of ₹302.37 lakhs in the standalone statement of profit and loss for year ended 31 March 2024.

#represents expenditure incurred on technical, commercial, tax, legal and financial due diligences on new acquisitions.

48 During the previous year, the subsidiary of the Company i.e. Transluma GmbH has acquired 100% stake of Lamed Vertriebsgesellschaft mbH, Germany and Blue Medical Devices B.V., Netherlands having effective date of 5 June 2023 and 16 June 2023 and have paid a purchase consideration of Rs. 13,855.45 lakhs (Euro - 155 lakhs) and Rs. 4,246.03 lakhs (Euro 47.50 lakhs) respectively.

49 Subsequent events

a) Subsequent to balance sheet date on 23 June 2025, the Company has acquired 100% of ownership interest in Everlife Holdings Pte. Ltd. (Everlife) under common control. The Acquisition of Everlife has been done through Swap of shares of Everlife and the Company for a total consideration of Rs. 317,898.57 lakhs by issuing of fresh equity shares of Company.

b) On 23 June 2025, The Company has also acquired 100% of ownership interest in Halem Medical Private Limited and have paid a purchase consideration of Rs. 2,149 lakhs.

c) Subsequent to the year ended 31 March 2025, the Company has issued 72,225,366 equity shares of face value of Rs. 1 each as fully paid-up bonus shares in the ratio of 2 (Two) equity share for every 1 (One) equity share outstanding i.e., 36,112,683 on record date (25 August 2025).

d) The Company changed its name from Integris Health Private Limited to Integris Medtech Private Limited on 30 June 2025. Further, considering the business opportunities and favourable market conditions, the Company was converted from Private Company to Public company on 8 August 2025.

e) The Holding Company has increased its authorized share capital of ₹ 1,439,994,000 to ₹ 1,569,994,000 divided into equity share capital of ₹ 170,000,000 comprising of 170,000,000 equity shares of ₹ 1 each, and preference share capital of ₹ 1,399,994,000 comprising of 162,790, 7% fully and compulsory convertible cumulative preference shares of ₹ 8,600 each.

f) The Board has approved the grant of 95,000 stock options, under the Employee Stock Option Plan Scheme 2024, in accordance with the applicable terms and conditions.

50 As per Section 128 of the Companies Act, 2013 read with proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 with reference to use of accounting software by the Company for maintaining its books of account, has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such change were made and ensuring that the audit trail cannot be disabled is applicable with effect from the financial year beginning on 1 April 2023. Further the audit trail shall be preserved by the Company as per the statutory requirements for record retention.

The Company, in respect of financial year commencing on 1 April 2024, has used an accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software except that the audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of all accounting records by the Company.

The Company uses another accounting software for maintenance of payroll records which is operated by a third-party software service provider. As per the 'Independent Service Auditor's Report on a Description of the Service Organization's System and the Suitability of the Design and Operating Effectiveness of Controls' SOC 2 Report, the audit trail (edit log) feature for any direct changes made at the database level and changes made at application level was operating throughout the period for all relevant transactions recorded in the software. Further, there were no instances of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention for all accounting softwares except for the accounting software used for maintenance of payroll records of the Company.

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Integris Medtech Limited (Formerly known as Integris Medtech Private Limited and Integris Health Private Limited)**Summary of material accounting policies and other explanatory information for the year ended 31 March 2025**

CIN: U85110DL2008PLC177230

(All amounts in Rs. lakhs, unless otherwise stated)

51 Other statutory information :

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iii) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance
- (iv) The Company do not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
- (v) The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.
- (vi) Other than as disclosed below the Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that
- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
- b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Intermediary	Amount of funds invested/ funds given as loan	Date of investment of funds/ funds given as loan	Beneficiary	Date of loan given
Translumina GmbH (Funds given as loan)	2,265.00	20 February 2025	Translumina Medical Devices Trading L.L.C.	25 February 2025 and 27 March 2025

Note: Company has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (Paragraph 42 of 1999) and Companies Act for transactions disclosed and the transactions are not violative of the Prevention of Money-Laundering act, 2002 (Paragraph 15 of 2003).

- (vii) The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the
- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
- b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (viii) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

52. Previous year figures have been re-grouped/ rearranged wherever necessary to conform to the current year's classification. The impact of such regroupings/rearrangements are not material to financial statements.

53. The financial statements were approved for issue by the board of directors on 22 September 2025.

This is material accounting policy and other explanatory information referred to in our report of even date.

For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration No: 001076NN500013

Karthik Gogia
Partner
Membership No: 512371



For and on behalf of the Board of Directors of
Integris Medtech Limited

Probir Das
Director
DIN: 06588579

Punita Sharma
Director
DIN: 00821812

Hemant Sultania
Chief Financial Officer

Place : New Delhi
Date : 22 September 2025



Place : Gurugram
Date : 22 September 2025

17th BOARD'S REPORT

Dear Members,

The Board of Directors presents the Seventeenth Board Report of the **Integrus Medtech Limited** (Formerly known as *Integrus Medtech Private Limited* and *Integrus Health Private Limited*) ("**Company**") together with the Audited Standalone and Consolidated Financial Statements for the Financial year starting from April 1st, 2024, and ended March 31st, 2025 ("Review Period").

1. Financial Results and State of Affairs of the Company:

Your Company's financial performances (standalone and consolidated) for the financial year ended 31st March 2025 along with previous year's figures are given hereunder in summarised manner:

Particulars	Standalone		Consolidated	
	For Financial Year 2024-25 (Amounts in INR Lakhs)	For Financial Year 2023-24 (Amounts in INR Lakhs)	For Financial Year 2024-25 (Amounts in INR Lakhs)	For Financial Year 2023-24 (Amounts in INR Lakhs)
Revenue from operations	3,834.14	5,830.99	66,121.82	56,222.77
Other Income	5,256.63	4,580.15	3,353.13	1,513.70
Total Income	9,090.77	10,411.14	69,474.95	57,736.47
Total Expenses	4,609.59	6,714.52	64,038.57	55,477.71
Profit before Tax	4,023.37	3,394.25	2,313.76	723.43
Tax expenses	479.16	354.91	1,380.73	1,378.39
Profit for the year	3,542.89	3,039.35	933.03	(654.96)

2. PERFORMANCE HIGHLIGHTS OF THE COMPANY

- The Company's standalone total income has decreased by 12.68 % from INR 10,411.14 lakhs in the previous financial year to INR 9,090.77 lakhs in the Current financial year.
- Profits for the year increased by 16.61 % from INR 3,039.35 to INR 3,542.89 during the period under review.
- Your directors are hopeful that the performance of the Company will continue to improve further in the coming years.

3. TRANSFER TO RESERVES

The Board has decided to retain the entire amount of profit for the Financial Year 2024-25 and not to transfer any amount to general reserve.

4. DIVIDEND

The Board of Directors have not recommended any dividend for the financial year ending March 31, 2025, and have decided to conserve the resources for future endeavors.

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5. SHARE CAPITAL AS ON THE DATE OF THE REPORT

The Authorised Share Capital of the Company is 1,56,99,94,000.00/- (Rupees One Hundred Fifty-Six Crore Ninety-Nine Lakhs Ninety-Four Thousand Only) divided into:

- a) Equity Share Capital of 17,00,00,000/- (Rupees Seventeen Crore only) comprising of 17,00,00,000 (Seventeen Crores only) Equity Shares of 1/- (Rupee One) each, and
- b) 1,39,99,94,000/- (Rupees One Hundred and Thirty-Nine Crore Ninety-Nine Lakhs Ninety-Four Thousand Only) comprising of 162790 (One Lakh Sixty-Two Thousand Seven Hundred Ninety) 7% Fully and Compulsorily Convertible Cumulative Preference Shares of INR 8600 (Rupees Eight Thousand Six Hundred) each.

The Paid-up Share Capital of the Company as on 31st March 2025 was INR 1,96,56,989.

Further, after the end of financial year 2025 and up to the date of report, 7,22,25,366 /- (Seven Crores Twenty Two Lakhs Twenty Five Thousand Three Hundred Sixty Six Only) equity shares of the Company of ₹ 1 each (One only) bonus shares were allotted and the Paid-up Share Capital of the Company was increased to INR 10,83,38,049 (Ten Crores Eighty Three Lacs Thirty Eight Thousand and Forty Nine) comprising of 10,83,38,049 equity shares of ₹ 1 (One only) each.

Key Events w.r.t. capital structure of the Company are as under:

A. Approval of Share Split (April 2024)

On April 26, 2024, the Shareholders approved the sub-division (split) of equity shares of the Company from a face value of INR 10/- each to INR 1/- each, thereby increasing the number of shares tenfold without altering the overall capital.

B. Increase in Authorized Share Capital (May 2024)

On May 14, 2024, the Shareholders approved an increase in the authorized equity share capital of the Company from INR 2,00,00,000 to INR 4,00,00,000.

C. Conversion of Preference Shares into Equity Shares (November 2024)

On November 27, 2024, the Board of Directors approved the conversion of 1,62,790 – 7% fully and compulsorily convertible preference shares (having a face value of INR 8,600 each) into 1,62,790 equity shares.

D. Private Placement of Equity Shares (November 2024)

On November 29, 2024, the Shareholders approved the issuance of 21,25,624 equity shares through private placement to new shareholders. The shares were subsequently allotted on December 17, 2024, upon receipt of subscription money.

E. Issuance of Equity Shares for Acquisition (June 2025)



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On June 23rd, 2025, the Shareholders approved the issuance of 1,64,55,694 equity shares to new shareholders as consideration for the acquisition of 100% equity in Everlife Holdings Pte. Ltd. from its existing shareholders.

F. Further Increase in Authorized Share Capital (August 2025)

On August 01st, 2025, the Shareholders approved a further increase in authorized equity share capital of the Company from INR 4,00,00,000 to INR 17,00,00,000 to support future expansion and funding requirements.

G. Issue and Allotment of Bonus Shares (August 2025)

On August 26th, 2025, the Shareholders approved issue and allotment of 7,22,25,366 /- (seven crores twenty two lakhs twenty five thousand three hundred sixty six only) equity shares of the Company of ₹ 1 each (One only) as bonus shares (the "Bonus Equity Shares") credited as fully paid-up, to the shareholders of the Company whose names appear in the register of members of the Company on August 25 2025 (the "Record Date") in the ratio of 2:1.

6. DETAILS OF SUBSIDIARIES, JOINT VENTURES, AND ASSOCIATE COMPANIES

During the Financial Year 2024- 2025, no new company became or ceased to be a subsidiary, joint venture, or associate of the Company.

The list of subsidiaries, associates, and joint ventures of the Company as of 31st March 2025 is as follows:

Wholly Owned Subsidiaries as on 31st March, 2025:

Sr. No.	Name of wholly owned Subsidiaries
1.	Transhealth Private Limited
2.	Transvalve Health Private Limited
3.	Translumina Therapeutics Private Limited (Formerly Known as Translumina Therapeutics LLP)
4.	Translumina GmbH
5.	Artic GmbH

Further, after the end of financial year 2025 and up to the date of report, the Company acquired 100% equity shares of Everlife Holdings Pte. Ltd. on June 23, 2025, and Haled Medical Private Limited on June 24, 2025, thereby making both entities its wholly owned subsidiaries.

Pursuant to the provisions of Section 129(3) & 134 of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 the highlights of the performance of its subsidiaries and a statement containing its salient features of the financial statements mentioned in Form AOC-1 is attached as **Annexure-A**.

7. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL.

In pursuit of better corporate governance practices and to ensure compliance with the Companies Act, 2013 and other applicable laws, the Board of the Company, as on date, comprises the following members:

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Sr. No	Name of Director	DIN/ PAN	Designation
1.	Mr. Arjun Oberoi	08277173	Additional Non-Executive Nominee Director
2.	Mr. Avnish Mehra	02221045	Non-Executive Nominee Director
3.	Mr. Gurmit Singh Chugh	00821824	Non-Executive Director
4.	Mr. Probir Das	06588579	Additional Executive Director and Group Chief Executive Officer
5.	Ms. Punita Sharma	00821812	Non-Executive Director
6.	Mr. Vishal Omprakash Goenka	10084887	Non-Executive Nominee Director
7.	Mr. Annaswamy Vaidheesh	01444303	Independent Director
8.	Ms. Rajani Kesari	02384170	Independent Director
9.	Mr. Ramesh Subrahmanian	02933019	Independent Director
10.	Mr. Hemant Sultania	*****1554K	Chief Financial Officer

KEY MANAGRIAL PERSONNEL

Mr. Kewal Krishan was designated as the CFO of the Company by the Board of Directors of company on October 28th, 2020, and continued to hold this position during the financial year 2024-25 and stepped down from the office with effect from 25th August 2025.

After resignation of Mr. Kewal Krishan, Mr. Hemant Sultania was appointed as the CFO of the Company by the Board of Directors of company on August 25th, 2025.

KEY EVENTS

- The Board of Directors, in its meeting held on September 20, 2024, appointed Ms. Sonia as the Company Secretary. However, due to personal reasons, she resigned from the position on March 5th, 2025.
- During the review period, the shareholder Evercure Holdings Pte. Ltd. replaced its nominee Directors Mr. Arjun Oberoi and Mr. Vishal Sharma with Mr. Puggera Mandappa Devaiah and Mr. Amit Manocha. The Board subsequently approved the appointment of Mr. Devaiah and Mr. Manocha as Additional Non-Executive Nominee Directors of the Company on with effect from March 7th, 2025.
- Later, Evercure Holdings Pte. Ltd., through a formal communication, proposed a further change in its nominee directors, replacing Mr. Puggera Mandappa Devaiah and Mr. Amit Manocha with Mr. Arjun Oberoi, who was appointed as an Additional Non-Executive Nominee Director of the Company with effect from July 21st 2025 and Mr. Mr. Devaiah and Mr. Manocha resigned on July 21st, 2025.
- Further on June 9, 2025, Mr. Indranil Mukherjee, Director of Company tendered his resignation and the Board appointed Mr. Probir Das as Additional Executive director of the Company with effect from June 10, 2025.
- Based on the recommendation of the Board of Directors, the members of the Company approved the appointment of Ms. Rajani Kesari (DIN: 02384170) and Mr. Ramesh Subrahmanian (DIN: 02933019) as Independent Directors of the Company, with effect from August 1, 2025.

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- Based on the recommendation of the Board of Directors, the members of the Company approved the appointment of Mr. Annaswamy Vaidheesh (DIN: 01444303) with effect from August 26th, 2025.

8. MEETING OF BOARD MEMBERS

The meetings of Board members are held at regular intervals to discuss and decide on Company / Business Policy and Strategy.

During the financial year ending 31st March 2025, a total of 10 Board meetings were held. The dates of these meetings are as follows:

Sr. No	Date of Board Meeting
1.	April 26, 2024
2.	May 7, 2024
3.	May 22, 2024
4.	September 20, 2024
5.	September 30, 2024
6.	November 15, 2024
7.	November 27, 2024
8.	November 29, 2024
9.	January 14, 2025
10.	February 7, 2025

The attendance of individual Directors at these Board meetings during the year is as follows:

Number of Board Meetings attended by individual Directors during the review period		
Name of the Director	No. of Meetings entitled to attend during the year	No. of Meetings attended during the year
Mr. Arjun Oberoi	10	3
Mr. Avnish Mehra	10	2
Mr. Gurmit Singh Chugh	10	9
Mr. Indranil Mukherjee	10	7
Ms. Punita Sharma	10	9
Mr. Vishal Omprakash Goenka	10	5
Mr. Vishal Sharma	10	9
Mr. Amit Manocha	NIL	NIL
Mr. Puggera Mandappa Devaiah	NIL	NIL

9. REPORTING OF FRAUD BY THE AUDITORS

During the year under review, the Statutory Auditors have not reported any instances of fraud committed in the Company by its officers or employees to the Board under Section 143(12) of the Companies Act, 2013.

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10. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement as under:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed,.
- b) The Directors selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period.
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) The Directors had prepared the annual accounts on a going concern basis, and;
- e) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. APPOINTMENT OF INDEPENDENT DIRECTORS

During the review period, the Company operated as a Private Limited Company, and therefore, the provisions of Section 149(6) and 149(7) of the Companies Act, 2013, relating to the appointment of Independent Directors, were not applicable.

After the end of review period, the Company was converted into Public Limited Company on August 08, 2025.

However, in alignment with good corporate governance practices, the Company voluntarily appointed Ms. Rajani Kesari (DIN: 02384170), Mr. Ramesh Subrahmanian (DIN: 02933019) and Mr. Annaswamy Vaidheesh (DIN: 01444303) as Independent Directors of the Company, effective August 1, 2025. and August 26, 2025, respectively.

12. COMPANY'S POLICY ON APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF DUTIES

During the review period, the Provisions of section 178(1) of Companies Act, 2013 related to constitution of Nomination and Remuneration Committee were not applicable to the Company.

13. STATUTORY AUDITORS AND AUDITOR'S REPORT

The Auditors, M/s Walker Chandiok & Co. LLP, Chartered accountants were appointed as the Statutory Auditors of the Company for 5 years, in the AGM held on September 24th, 2019.

The Board of Directors recommended re-appointing M/s Walker Chandiok & Co. LLP as Statutory Auditors of the Company for their Second Term and the members of Company reappointed M/s Walker Chandiok & Co. LLP as Statutory Auditors in Annual General Meeting of the Company held on September 30th, 2029.

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There were no qualifications, reservations or adverse remarks in the Auditor's Report and the other contents of the Auditor's Report are self-explanatory and do not need any further explanation from the management.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

The Details regarding loans, guarantees, and investments made in accordance with the provisions of Section 186 of the Companies Act, 2013, are available under Note no 5A, 6, and 43 of notes to accounts attached to the Standalone Financials Statements.

The full particulars are available in the Register maintained under Section 186 of the Companies Act 2013, which is available for inspection during business hours on all working days.

15. PERFORMANCE EVALUATION

During the review period, the provisions of Clause (p) of section 134 (3) of Companies Act, 2013 and sub rule (4) of Rule 8 of Companies (Account) Rules, 2014 relating to performance evaluation of the Board, its Committees and Directors individually are not applicable to the Company.

16. AUDIT COMMITTEE

During the review period, the provisions of the Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Power) Rules, 2013 were not applicable to the Company for the Financial year 2024-2025.

17. RELATED PARTY TRANSACTIONS

The particulars of contracts or arrangements with related parties referred to in subsection (1) of section 188 entered by the Company during the financial year ended March 31, 2024, are annexed hereto as **Annexure B** in prescribed e-Form -AOC-2 and forms part of this report.

18. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATES THE DATE OF THE REPORT.

There have been no material changes and commitments which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

- a. **Conservation of Energy:** Considering the nature of activity of company, the provisions of Section 134(3) m of the Companies Act, 2013, relating to conservation of energy do not apply to the Company.
- b. **Technology Absorption:** Considering the nature of activity of Company, the provisions of section 134(3)m of the Companies Act, 2013, relating to technology absorption do not apply to the Company.

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- c. **Foreign Exchange Earning and Outgo:** Detail of Foreign Exchange earned in terms of actual inflows and the Foreign Exchange outgo during the year in terms of actual outflows are as under.

Particulars	Amount in INR
Foreign Exchange Outgo	Nil (Capital transactions are not considered)
Foreign Exchange Earnings	Nil

20. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The major risks have been identified by the Company, and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment, and statutory compliance. The Company has also formulated Risk Management Policy during the Financial Year 2022-23.

21. DETAILS OF COMPANY'S CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of Companies Act, 2013 and Rules made thereunder relating to Corporate Social Responsibility are applicable to the Company.

The Company has formed a Corporate Social Responsibility committee in its Board Meeting held on 27th May 2022 which was further re-constituted on 25th August, 2025

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 are set out in **Annexure - C** of this Report.

22. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Internal Complaints Committee ('ICC') is in place for all offices of the Company to redress complaints received regarding sexual harassment.

Your directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Disclosures related to Sexual Harassment Complaints

- A. Number of Complaints of Sexual Harassment received in the year- NIL
- B. Number of Complaints Disposed During the year- NIL
- C. Number of Cases pending for more than 90 days -NIL

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23. INTERNAL FINANCIAL CONTROLS

The Company has maintained adequate financial control system, commensurate with the size, scale and complexity of its operations and ensures compliance with various policies, practices, and statutes in keeping with the organization's pace of growth and increasing complexity of operations.

24. ANNUAL RETURN

In terms of Sections 92(3) and 134(3)(a) of the Companies Act, 2013 (the 'Act'), annual return is available under investors of the Company's website, <https://integrismedtech.com> and can be viewed at the following link: <https://integrismedtech.com/investors/>

25. DEPOSITS

The Company has neither accepted nor renewed any deposits under Chapter V of the Companies Act, 2013 during the financial year ended 31st March 2025.

26. PARTICULARS OF EMPLOYEES AS PER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The company was not listed as on 31st March, 2025, therefore, the disclosure is not applicable.

27. DETAILS OF STOCK OPTION SCHEME AS ON MARCH 31ST, 2025

- a. Particulars Details Number of Options granted during FY 24-25 – 12,25,691
- b. Number of options forfeited / lapsed during FY 24-25- NIL
- c. Number of options vested during FY 24-25- NIL
- d. Number of options exercised during FY 24-25- NIL
- e. Number of shares arising as a result of exercise of options - FY 24-25- NIL
- f. Exercise price: as per grant letter
- g. Variation of Terms of option: The company have amended the ESOIS Scheme pursuant to Shareholder's resolution dated February 21st, 2025 to amend the clause 3.1 of the scheme
- h. Total number of options in force: 12,25,691
- i. Money realized by exercise of options (INR), if scheme is implemented directly by the company – NOT APPLICABLE
- j. a) Employee wise details of options granted to Key Managerial Personnel during FY 2024-25
 - Mr. Kewal Krishan- 1,31,485
 - Mr. Indranil Mukherjee -2,62,970
- b) Any other employee who receives a grant of options in any one year of option amounting to 5% or more of options granted during FY 24-25: Nil
- c) Identified employees who were granted options during any one year equal to or exceeding 1% of issued capital (excluding outstanding warrants and conversions) of company at the time of grant:
 - Mr. Paritosh Arora: 1,75,314
 - Mr Indranil Mukherjee -2,62,970

28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR TRIBUNALS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

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No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future. However, the Company has converted into Public Limited Company w.e.f. August 08, 2025.

29. CHANGE IN THE NATURE OF BUSINESS (IF ANY)

There has been no change in the business of the company during the period under review.

30. VIGIL MECHANISM

The Company does not fall within the purview of Section 177(9) of the Companies Act, 2013 Therefore, vigil mechanism is not applicable to your Company.

31. COST RECORDS

Company maintains cost records as specified by central government under sub-section(1) of section 148 of the Companies Act 2013.

32. COMPLIANCES OF SECRETARIAL STANDARDS

Your Company has duly complied with all applicable provisions of Secretarial Standards issued by Institute of Company Secretaries of India (ICSI) and approved by the Central Government.

33. CERTIFICATE FROM STATUTORY AUDITOR FOR COMPLIANCE WITH DOWNSTREAM INVESTMENT UNDER RULE 23(6) OF THE FOREIGN EXCHANGE MANAGEMENT (NON-DEBT INSTRUMENTS) RULES, FOREIGN EXCHANGE MANAGEMENT (NON-DEBT INSTRUMENTS) RULES, 2019.

As per the provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Company has obtained a certificate from the Statutory Auditors of the Company as regards the status of compliance with the instructions on downstream investment and compliance with the FEMA provisions. As per the certificate from the Statutory Auditors, the Company is in compliance with the applicable regulations as regards downstream investment and other related FEMA provisions for the FY 2024-25.

34. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

Your Company has made no such application or any proceeding pending under the Insolvency and Bankruptcy Code 2016 during the financial year ending on 31/03/2025.

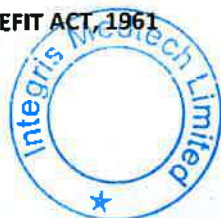
35. THE DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

NOT APPLICABLE

36. COMPLIANCE RELATED TO THE MATERNITY BENEFIT ACT, 1961

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Your Company has duly complied with all applicable provisions of the maternity benefit act, 1961.

37. GENERAL

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- 1) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- 2) Issue of Shares (including sweat equity shares) to employees of the company under any scheme.

38. ACKNOWLEDGEMENTS

Your directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors, and members during the year under review.

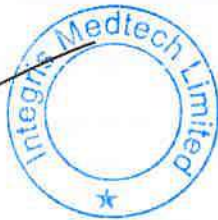
Your directors also wish to place on record their appreciation for the committed services by the Company's consultants, staff, and workers.

By order of Board

For Integris Medtech Limited

*(Formerly known as Integris Medtech Private Limited
& Integris Health Private Limited)*


Punita Sharma
Director
DIN:00821812





Probir Das
Director and Group Chief Executive Officer
DIN: 06588579



Date: September 22nd, 2025
Place: Noida, Uttar Pradesh

Date: September 22nd, 2025
Place: Gurugram, Haryana

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Annexure A

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures.

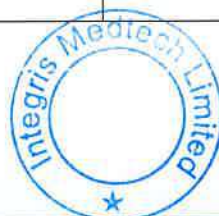
Part "A1": Indian Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs. INR Lakhs)

Sl. No.	Particulars	Details	Details	Details
1.	Name of the subsidiary	Transhealth Private Limited	Transvalve Health Private Limited	Translumina Therapeutics Private Limited (Formerly Known as Translumina Therapeutics LLP)
2.	The date since when subsidiary was acquired	Transhealth Private Limited: 02/06/2020 Transvalve Health Private Limited: 11/11/2021 Translumina Therapeutics Private Limited: 25/01/2025		
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Transhealth Private Limited and Transvalve Private Limited – from 01 st April, 2024, till 31 st March, 2025 Translumina Therapeutics Private Limited – from 25 th January, 2025 till 31 st March 2025		
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA		
5.	Share capital/ Partners Capital account	300.00	200.00	1.01
6.	Reserves & surplus	1,807.74	(34.09)	2,868.76
7.	Total assets	10,636.65	861.32	49,372.98

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8.	Total Liabilities (including equity)	10,636.65	861.32	49,372.98
9.	Investments	-	-	-
10.	Turnover (Total Revenue)	Revenue from Operations: 7,938.92 Other Income: 277.03	Revenue from Operations: Nil Other Income: 0.10	Revenue from Operations: 8,271.72 Other Income: 542.26
11.	Profit/Loss before taxation	900.46	(10.08)	(59.74)
12.	Provision for taxation/Tax Expense	159.25	-	547.42
13.	Profit after taxation	741.21	(10.08)	(487.68)
14.	Proposed Dividend	-	-	-
15.	% of shareholding	100	100	100

Part "A2": Foreign Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Euro Lakhs)

Sl. No.	Particulars	Details	Details
1.	Name of the subsidiary	Artic GMBH	Translumina GmbH (Standalone)
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April – March (The figures are as on 31.03.2025 and in Euros Lakhs)	April – March (The figures are as on 31.03.2025 and in Euro Lakhs)
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Euro Exchange rate 92.43 as on 31.03.2025	Euro Exchange rate 92.43 as on 31.03.2025
4.	Share capital	0.25	8.05
5.	Reserves & surplus (Other Equity)	2.13	67.72

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6.	Total assets	2.41	312.55
7.	Total Liabilities (including Shareholder's funds)	2.41	312.55
8.	Investments	-	215.49
9.	Turnover (Total Revenue)	Nil	97.32
10.	Profit/(Loss) before taxation	(0.24)	(5.73)
11.	Provision for taxation/Tax Expense	-	(1.59)
12.	Profit/ (loss) after taxation	(0.24)	(4.14)
13.	Proposed Dividend	-	-
14.	% of shareholding	100	100

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations- Transvalve Health Private Limited
- Names of subsidiaries which have been liquidated or sold during the year.-None

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	NA	NA	NA
1. Latest audited Balance Sheet Date	NA	NA	NA
2. Shares of Associate/Joint Ventures held by the company on the year end	NA	NA	NA
No.	NA	NA	NA
Amount of Investment in Associates/Joint Venture	NA	NA	NA
Extend of Holding%	NA	NA	NA

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3. Description of how there is significant influence	NA	NA	NA
4. Reason why the associate/joint venture is not consolidated	NA	NA	NA
5. Net worth attributable to shareholding as per latest audited Balance Sheet	NA	NA	NA
6. Profit/Loss for the year	NA	NA	NA
i. Considered in Consolidation	NA	NA	NA
ii. Not Considered in Consolidation			


- Names of associates or joint ventures which are yet to commence operations.
- Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

By and order of Board

Integris Medtech Limited

(Formerly Known as *Integris Medtech Private Limited*
& *Integris Health Private Limited*)


Punita Sharma
Director
DIN:00821812



Date: September 22nd, 2025
Place: Noida, Uttar Pradesh


Probir Das
Director and Group Chief Executive Officer
DIN: 06588579



Date: September 22nd, 2025
Place: Gurugram, Haryana

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Annexure B of the Board Report

FORM NO.AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	Punita Sharma, Director
	Nature of contracts/arrangements/transaction	Rent Agreement
	Duration of the contracts/arrangements/transaction	Continuing
	Salient terms of the contracts or arrangements or transaction including the value if any	Transaction Value as mentioned in Note 44 to Financial Statements
	Justification for entering into such contracts or arrangements or transactions	The contracts are in the company's best interests and conducted fairly
	Date of approval by the Board	13.04.2013
	Amount paid as advances if any	--
SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	Gurmit Singh Chugh, Director
	Nature of contracts/arrangements/transaction	Rent Agreement
	Duration of the contracts/arrangements/transaction	Continuing
	Salient terms of the contracts or arrangements or transaction including the value, if any	Transaction Value as mentioned in Note 44 to Financial Statements
	Justification for entering into such contracts or arrangements or transactions	The contracts are in the company's best interests and conducted fairly
	Date of approval by the Board	23.04.2019
	Amount paid as advances if any	--
SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	Translumina Therapeutics Private Limited ("TTPL") (formerly known as Translumina Therapeutics LLP)
	Nature of contracts/arrangements/transaction	1. Purchase agreement 2. Expenses incurred of behalf of company 3. Support services availed from TTPL
	Duration of the contracts/arrangements/transaction	Continuing
	Salient terms of the contracts or arrangements or transaction including the value if any	Transaction Value as mentioned in Note 43 to Financial Statements

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	Justification for entering into such contracts or arrangements or transactions	The contracts are in the company's best interests and conducted fairly
	Date of approval by the Board	24.06.2025
	Amount paid as advances if any	--
SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	Blue Medical Devices B.V.
	Nature of contracts/arrangements/transaction	Support services
	Duration of the contracts/arrangements/transaction	Continuing
	Salient terms of the contracts or arrangements or transaction including the value if any	Transaction Value as mentioned in Note 43 to Financial Statements
	Justification for entering into such contracts or arrangements or transactions	The contracts are in the company's best interests and conducted fairly
	Date of approval by the Board	24.06.2025
	Amount paid as advances if any	--
SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	Lamed
	Nature of contracts/arrangements/transaction	Support services
	Duration of the contracts/arrangements/transaction	Continuing
	Salient terms of the contracts or arrangements or transaction including the value if any	Transaction Value as mentioned in Note 43 to Financial Statements
	Justification for entering into such contracts or arrangements or transactions	The contracts are in the company's best interests and conducted fairly
	Date of approval by the Board	24.06.2025
	Amount paid as advances if any	--
SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	Transhealth Private Limited
	Nature of contracts/arrangements/transaction	Support services
	Duration of the contracts/arrangements/transaction	Continuing
	Salient terms of the contracts or arrangements or transaction including the value if any	Transaction Value as mentioned in Note 43 to Financial Statements
	Justification for entering into such contracts or arrangements or transactions	The contracts are in the company's best interests and conducted fairly
	Date of approval by the Board	24.06.2025
	Amount paid as advances if any	--
SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	Translumina GmbH
	Nature of contracts/arrangements/transaction	Support services
	Duration of the contracts/arrangements/transaction	Continuing
	Salient terms of the contracts or arrangements or transaction including the value if any	Transaction Value as mentioned in Note 43 to Financial Statements
	Justification for entering into such contracts or arrangements or transactions	The contracts are in the company's best interests and conducted fairly

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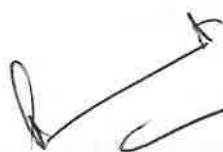
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	Date of approval by the Board	24.06.2025
	Amount paid as advances if any	—



Punita Sharma
Director
DIN:00821812



Date: September 22nd, 2025
Place: Noida, Uttar Pradesh



Probir Das
Director and Group Chief Executive Officer
DIN: 06588579



Date: September 22nd, 2025
Place: Gurugram, Haryana

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Annexure C of the Board Report

1. Brief outline on CSR Policy of the Company:

In accordance with the requirements under the Companies Act, 2013, Integrus Medtech Limited Formerly Known as Integrus Medtech Private Limited and Integrus Health Private Limited) ("Company") the Company has constituted the CSR committee of the Board of Directors in order to undertake the following CSR activities:

- **HUNGER, POVERTY, MALNUTRITION AND HEALTH:** Eradicating extreme hunger, poverty and malnutrition, promoting preventive healthcare and sanitation and making available safe drinking water.
- **EDUCATION:** Promoting education, including special education and employment enhancing vocational skill especially among children, women, elderly and the differently abled, and lively hood enhancement projects; monetary contributions to academic institutions for establishing endowment funds, chairs, laboratories, etc., with the objective of assisting students in their studies.
- **RURAL DEVELOPMENT PROJECTS:** Strengthening rural areas by improving accessibility, housing, drinking water, sanitation, power and livelihoods, thereby creating sustainable villages.
- **ENVIRONMENTAL SUSTAINABILITY:** Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining the quality of soil, air and water

2. Composition of CSR Committee:

The Company has formed a Corporate Social Responsibility committee in its Board Meeting held on 27th May 2022.

The composition of CSR Committee as follows:

Sr. No	Name	Designation	Duration
1.	Ms. Punita Sharma	Chairperson	Since Constitution
2.	Mr. Vishal Sharma	Member	Since Constitution till March 7 2025
3.	Mr. Kewal Krishan	Special Invitee	Since Constitution
4.	Mr. Paritosh Arora	Special Invitee	Since Constitution

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://integrusmedtech.com/investors/>

4. Provide the executive summary along with web-ink(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. NOT APPLICABLE

5.

a)	Average net profit of the company as per sub-section (5) of section 135: -	30,71,75,915
----	----------------------------------------------------------------------------	--------------

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b)	Two percent of average net profit of the company as per sub-section (5) of section 135	61,43,518
c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.	Nil
d)	Amount required to be set off for the financial year, if any	Nil
e)	Total CSR obligation for the financial year [(b)+(c)-(d):	61,43,518

6.

a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	27,35,000
b)	Amount spent in Administrative Overheads.	Nil
c)	Amount spent on Impact Assessment, if applicable	Nil
d)	Total amount spent for the Financial Year [(a)+(b)+(c)].	27,35,000
e)	CSR amount spent or unspent for the Financial Year:	34,08,518

Total Amount Spent for the Financial Year. (In Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
27,35,000	34,08,518	30/04/2025	Nil	-	-

(f) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	61,43,518
(ii)	Total amount spent for the Financial Year	27,35,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

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7. Details of Unspent Corporate Social Responsibility for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135(6) (In Rs.)	Balance Amount in Unspent CSR Account Under sub section (6) of Section 135 (In Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (In Rs.)	Deficiency, if any	Amount Spent in the Financial Year (In Rs)
				Name of the Fund	Amount (in Rs).	Date of transfer.			
1.	FY 2021-22	-	-	29,00,046	Nil	07/04/2022	-	-	7,66,668
2.	FY 2022-23	29,00,046	Nil	-	-	-	Nil	-	-
3.	FY 2023-24	31,36,373	3,39,667	-	-	-	3,39,667	-	42,54,530

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

☒ Yes ☐ No

If yes, enter the number of Capital assets created/acquired Nil

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amounts pertaining the Financial Year:

Sl. No.	Short Particulars of The property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount Of CSR amount spent	Details of entity/Authority/ Beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered Address

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9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per sub section (5) of section 135.

The company has undertaken a Corporate Social Responsibility (CSR) initiative titled **Mobile Health Unit (MHU)**, implemented through implementing Agency, **HelpAge India**. The project operates under a Memorandum of Understanding (MoU), with a fixed budget allocated for quarterly disbursement.

In accordance with the MoU, the company disburses funds as per the allocated budget for each quarter. Any unutilized portion of the CSR expenditure is transferred to the Unspent CSR Account, in compliance with the provisions of the Companies Act, 2013.

Punita Sharma

Chairperson of CSR Committee and Director
DIN:00821812



Date: September 22nd, 2025
Place: Noida, Uttar Pradesh

Probir Das
Director and Chief Executive Officer
DIN: 06588579



Date: September 22nd, 2025
Place: Gurugram, Haryana

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CIN: U85110DL2008PLC177230

SHORTER NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

Shorter Notice is hereby given that the Seventeenth Annual General Meeting of the members of **Integrus Medtech Limited (Formerly Known as Integrus Medtech Private Limited and Integrus Health Private Limited)** ("Company") will be held on Monday, September 29th 2025 at 12:00 Noon (I.S.T.) at the Registered office of the Company at 1st Floor, Metro Tower LSC, M.O.R Land, New Rajinder Nagar, New Delhi- 110060, to transact the following businesses:

A. ORDINARY BUSINESSES:

To consider and, if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolutions:

- 1) To consider and adopt the Audited Standalone Financial Statements for the year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.
- 2) To consider and adopt the Audited Consolidated Financial Statements for the year ended March 31, 2025, and the report of the Auditors thereon.
- 3) To appoint a Director in place of Ms. Punita Sharma (DIN: 00821812), who retires by rotation, and being eligible, has offered herself for re-appointment.
- 4) To appoint a Director in place of Mr. Gurmit Singh Chugh (DIN: 00821824); who retires by rotation, and being eligible, has offered himself for re-appointment.

B. SPECIAL BUSINESSES:

- 5) **TO APPOINT MR. PROBIR DAS (DIN: 06588579), ADDITIONAL DIRECTOR AS DIRECTOR OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of section 152, 161 and any other applicable provisions of the Companies Act, 2013, and any rules made there under, Mr. Probir Das (DIN: 06588579), who was appointed as an Additional Director of the Company with effect from June 10, 2025, to hold the office up to the date of this Annual General meeting be and is hereby appointed as Director of the Company.

- 6) **TO APPOINT MR. ARJUN OBEROI (DIN 08277173), ADDITIONAL DIRECTOR AS DIRECTOR OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of section 152, 161 and any other applicable provisions of the Companies Act, 2013, and any rules made there under, Mr. Arjun Oberoi (DIN: 08277173), who was appointed as an Additional Director of the Company with effect from July 21, 2025, to hold the office up to the date of this Annual General meeting be and is hereby appointed as Director of the Company.

- 7) **INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION:**

RESOLVED THAT, pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 as amended, and the rules and regulations made thereunder, as amended including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies

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(Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modifications or re-enactment thereof, for the time being in force) (the "Companies Act") and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") the Foreign Exchange Management Act, 1999, as amended (the "FEMA") and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India ("GoI"), the Department for Promotion of Industry and Internal Trade ("DPIIT"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "Applicable Laws"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), and subject to any approvals, consents, permissions and sanctions as may be required from the Government of India ("GoI"), the Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"), the SEBI, the RBI and all other appropriate statutory authorities and departments (collectively, the "Regulatory Authorities") and any third parties, and subject to such governmental and regulatory conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders be and is hereby accorded for an initial public offering of equity shares of face value of ₹ 1 each of the Company (the "Equity Shares") which may include a fresh issue of Equity Shares (the "Fresh Issue") and an offer for sale of Equity Shares ("Offer for Sale") by certain existing equity shareholders of the Company (the "Selling Shareholders") (the "Offer for Sale" and together with the Fresh Issue, the "Offer") in the Offer (the "Offer"), for cash either at par or premium and to create, issue, offer and allot such number of Equity Shares such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 9,700.00 million (with an option to the Company to retain an over-subscription to the extent of 1% of the Fresh Issue, for the purposes of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), at a price to be determined, by the Company in consultation with the BRLMs, through the book building process in terms of the SEBI Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors, if any, or qualified institutional buyers, each as defined under the SEBI Regulations, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu undivided families, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, insurance companies, insurance funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds with minimum corpus of twenty five crore rupees, pension funds with minimum corpus of twenty five crore rupees registered with the Pension Fund Regulatory and Development Authority, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, as amended, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable

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Laws by way of the Offer in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit without requiring any further approval of the shareholders, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board."

"RESOLVED FURTHER THAT, subject to the approval of shareholders in a general meeting, in accordance with the provisions of Sections 23, 42, 62(1)(c), and any other applicable provisions, if any, of the Companies Act, 2013, and subject to such further corporate and other approvals as may be required, in-principle approval of the Board is hereby accorded to allot such number of Equity Shares for an amount aggregating up to ₹ 1,940.00 million, i.e. an amount not exceeding 20% of the size of the Fresh Issue, to certain investors prior to filing of the red herring prospectus with SEBI ("Pre-IPO Placement"), at such other price as the Board may, determine, in consultation with the BRLMs, the Selling Shareholders, underwriters, placement agents and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act, the SEBI Regulations and other applicable laws, regulations, policies or guidelines. and to take any and all actions in connection with the Pre-IPO Placement as the Board or any Committee may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board or any committee of the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution. In the event of Pre-IPO Placement, the size of the Offer would be reduced from the Fresh Issue portion of the Offer, to the extent of Equity Shares issued under the Pre-IPO Placement subject to the Offer satisfying the minimum issue size requirements under the Securities Contracts (Regulation) Rules, 1957 ("SCRR")

RESOLVED FURTHER THAT, the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI Regulations, as the Board may determine in consultation with the BRLMs, subject to the receipt of consent of SEBI, GoI, RBI, the RoC and/or such other approvals, permissions and sanctions of all other concerned statutory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI Regulations or other Applicable Laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer in accordance with the terms of any agreements executed with the Selling Shareholders and the BRLMs and/or underwriters and/or other advisors appointed for the Offer, and subject to Applicable Law.

"RESOLVED FURTHER THAT the Equity Shares allotted or transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India."

"RESOLVED FURTHER THAT the Equity Shares so issued, allotted or transferred under the Offer (including any Reservation or green shoe option) shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and

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allotment of Equity Shares pursuant to the Offer, the Board, or any committee thereof, in consultation with the BRLMs, may determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred, Offer price, premium amount, discount (as allowed under Applicable Laws), listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares, and utilization of the Offer proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the shareholders, except as required under law, and that all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf."

"RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ such other persons or otherwise."

"RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law and in consultation with the BRLMs.

RESOLVED FURTHER THAT the Board and any other committee thereof, be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, the following:

- (i) constituting a committee, for the purposes of issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including the pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid / Offer opening date and bid / Offer closing date, determining the classes of investors to whom Equity Shares may be allotted or transferred, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors in consultation with the BRLMs and in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;

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- (ii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Offer;
- (iii) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (iv) to invite the existing shareholders of the Company to participate in the Offer to offer for sale Equity Shares held by them at the same price as in the Offer;
- (v) to open and operate bank account(s) of the Company in terms of the escrow and sponsor bank agreement, as applicable and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (vi) appointing the BRLMs in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
- (vii) to decide, negotiate and finalise the pricing, the terms of the issue of the Equity Shares and all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with investors, in consultation with the BRLMs;
- (viii) taking on record the approval of the existing shareholder(s) who express their intention to participate in the Offer to offer their Equity Shares in the Offer for Sale;
- (ix) seeking, if required, any approval, consent or waiver from the Company's lenders, industry data providers and / or parties with whom the Company has entered into various commercial and other arrangements / agreements including, without limitation, customers, suppliers, strategic partners of the Company, and / or any / all concerned governmental and regulatory authorities in India, including the RBI and SEBI and / or any other approvals, consents or waivers that may be required in connection with the issue, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;
- (x) deciding in consultation with the BRLMs the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;
- (xi) approving the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP") and the prospectus ("Prospectus") (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLMs, in accordance with Applicable Laws;
- (xii) withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLMs;
- (xiii) settling any questions, difficulties or doubts that may arise in relation to the Offer, in consultation with the BRLMs if the need so arises;
- (xiv) approving suitable policies on insider trading, whistle blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;

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- (xv) seeking the listing and trading approval of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and trading approval;
- (xvi) appointing, in consultation with the BRLMs, the registrar, advertisement agency, monitoring agency and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws, as well as legal counsels and banks or other agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries / agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries / agents;
- (xvii) finalizing and arranging for the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments or supplements thereto;
- (xviii) authorizing of the maintenance of a register of holders of the Equity Shares;
- (xix) finalizing of the basis of allotment of the Equity Shares in accordance with Applicable Laws;
- (xx) issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;
- (xxi) delegating its powers as may be deemed necessary and to the extent allowed under Applicable Laws to the committees of the Board or the officials of the Company;
- (xxii) approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds;
- (xxiii) accepting and appropriating of the proceeds of the Offer in accordance with Applicable Laws; and
- (xxiv) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Offer.

8) INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT, pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Master Direction – Foreign Investment issued by the Reserve Bank of India, as amended, the Consolidated FDI Policy Circular dated October 15, 2020, as amended and the Companies Act, 2013, as amended, and the rules and regulations notified thereunder (collectively referred to as the "Companies Act") and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("RBI"), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board, the limit of investment by NRIs and OCIs in the equity shares of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended is increased to 24% of the paid-up equity share capital of the Company."

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"RESOLVED FURTHER THAT, to give effect to the above resolutions, any director of company and Mr. Hemant Sultania, Chief Financial Officer, be and are hereby severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary and make such filings/ applications with the regulatory authorities including the Registrar of Companies, Delhi and Haryana at New Delhi. and the RBI to effectively implement this resolution."

"RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

9) TO APPOINT MR. PROBIR DAS AS WHOLE TIME DIRECTOR OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder or any other law for the time being in force, (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force) in accordance with the provisions of the Articles of Association of the Company, subject to approval of Central Government and pursuant to the recommendation of Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("Board") at their meetings each held on 26th September 2025 and 26th September 2025, respectively, Mr. Probir Das (DIN: 06588579), be and is hereby appointed as a Whole Time Director, designated as Executive Director and Group Chief Executive officer for a period of 5 (Five) consecutive years with effect from August 08, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT in terms of Section 196, 197, 198 and Schedule V of the Companies Act, 2013 and pursuant to the recommendation of NRC and the Board, Mr. Probir Das be paid the following remuneration for a period of 3 (three) consecutive years with effect from August 08, 2025:

I. Fixed Annual Compensation

INR 5,00,31,600 per annum or such other amount as may be determined by the Board from time to time. The Board including a committee thereof may review and determine from time-to-time revision in salary during the tenure of appointment.

II. Variable Bonus

Such sum as may be determined by the Board from time to time, provided that the total variable pay shall be up to INR 4,20,00,000 per annum. Variable bonus is dependent on the performance criteria of the Company and the employee and adequacy of profits, as may be decided by the Board.

III. Employees Stock Options

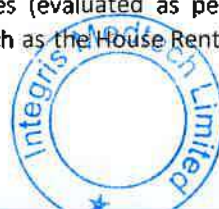
Mr. Probir Das has been granted 3,20,000 stock options by the NRC as per the employee stock option schemes ("ESOP Schemes") of the Company, the perquisite value of which upon exercise of vested options shall not form part of the Fixed Pay, Variable bonus, perquisites and other benefits. Further, the granted employees stock options are subject to adjustment in pursuance to any corporate action carried by the Company and Mr. Probir Das may be granted further stock options by the NRC as per ESOP Schemes of the Company during his tenure as Whole Time Director designated as Executive Director and Group Chief Executive officer of the Company.

IV. Perquisites

Mr. Probir Das shall continue to be eligible for perquisites (evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Company) such as the House Rent Allowance, Monthly bonus,

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Employees provident fund contribution, Gratuity, Comprehensive medical insurance coverage, personal accident policy, one time relocation expenses, in accordance with the scheme(s) and rule(s) applicable from time to time and in accordance with Company Policies.

V. Annual Increments:

Annual increment of upto 20%, proportionately calculated from the date of joining, for every year over his last drawn remuneration during the period of 3 years of his tenure as stated above.

RESOLVED FURTHER THAT in compliance with the applicable provisions of the Act, the above-mentioned remuneration payable to Mr. Probir Das as the Whole Time Director of the Company & Group Chief Executive Officer, shall be paid as minimum remuneration, notwithstanding in the event of absence or inadequacy of profits such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act, for a period of three years effective from the date of his appointment as the Whole Time Director and Chief Executive Officer in the Company;

RESOLVED FURTHER THAT the appointment of Mr. Probir Das as a Whole Time Director shall be co-terminus with his role as Group Chief Executive Officer of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter and modify the terms and conditions of appointment including designation, remuneration/ remuneration structure of Mr. Probir Das during his tenure as Whole Time Director, designated as Executive Director and Group Chief Executive officer on the recommendation of the NRC in such manner as may be agreed to by the Board within the limits as approved by the Members.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board and the Company Secretary, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

10) PAYMENT OF REMUNERATION TO DIRECTORS IN EXCESS OF 11% OF NET PROFITS OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any notification(s), statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company and such other approval(s)/ permission(s) if any, as may be required, the approval of the Shareholders be and is hereby accorded for payment of remuneration to Whole Time Director and Non-Executive Independent Directors as detailed in explanatory statement, in excess of 11% of the net profits of the Company, computed as per Section 198 of the Act, for the Financial Years 2025-26 to 2027-28, in the event of absence or inadequacy of profits of the Company.

RESOLVED FURTHER THAT the Board of Directors or any duly constituted committee and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any documents, papers, etc. as may be necessary or desirable in connection with or incidental to give effect to this resolution."

(Follow signature page)

CORPORATE OFFICE


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REGISTERED OFFICE

1st Floor, Metro Tower, LSC
M.O.R Land, New Rajinder Nagar
New Delhi, India 110060
CIN: U85110DL2008PLC177230

For Integr
(Formerly Known as Integr Medtech
Private Limited and Integr Health Private Limited)


DARPAN BATRA
Company Secretary
M.No : A15719



Date: September 27th, 2025
Place: Noida

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT ONE OR MORE PROXY (IES) TO ATTEND AND VOTE ON POLL AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER.

The instrument of appointing a proxy in order to be effective must be deposited with the company, at the registered office of the company not less than 48 (forty-eight) hours before the commencement of the meeting, in a prescribed form no. MGT- 11 and in the manner as specified in section 105 of the companies act, 2013, and rule 19 of companies (management and administration) rules, 2014. Proxy Form MGT -11 is annexed.

2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. In terms of the provisions of Section 113 of the Act read with the MCA Circulars, Corporate Members/ Institutional (i.e. other than individuals / HUF,) are entitled to appoint their authorized representatives via resolution to attend the AGM on their behalf and participate there, including cast votes by electronic means. The said resolution is mandatorily required to be sent to the Company by email through its registered email address to cs-legal@integrusmedtech.com.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business and the relevant details, pursuant to Secretarial Standards on General Meetings issued by the ICSI, in respect of Directors seeking appointment at this AGM are also annexed herein and forms part of this Notice.
5. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. The Attendance Slip is annexed to this Notice.
6. The route map is annexed to this Notice.



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7. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement and Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested, if any maintained under Section 189 of the Act are open for inspection at the Registered Office of the company on all working days of the company between 12:00 P.m. and 1:00 p.m. up to the date of this Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.

Date: September 27th, 2025
Place: Noida

For and on behalf of the Board of Directors
Integris Medtech Limited
(Formerly Known as Integris Medtech Private Limited and Integris Health Private Limited)


DARPAN BATRA
Company Secretary
M.No: A15719



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**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

In conformity with the provisions of Section 102 of The Companies Act, 2013, the following explanatory statement sets out all material facts relating to special business mentioned in the accompanying notice and should be taken as forming part of the notice.

Item 5 and 6

The Board of Directors of the Company, at its meeting held on **June 10, 2025**, appointed **Mr. Probir Das (DIN: 06588579)** as an **Additional Director** of the Company with effect from the same date pursuant to the provisions of **Section 161(1) of the Companies Act, 2013**. Further, at the meeting of the Board held on **July 22, 2025**, the Board approved the appointment of **Mr. Arjun Oberoi** as an **Additional Director** of the Company with effect from **July 21, 2025**, in terms of the aforesaid provisions. In accordance with Section 161(1) of the Companies Act, 2013, both Mr. Probir Das and Mr. Arjun Oberoi shall hold office up to the date of this **Annual General Meeting**.

The brief profiles of **Mr. Probir Das** and **Mr. Arjun Oberoi** are annexed as **Annexure A** to this Notice.

The Board is of the view that the **extensive experience and expertise** of Mr. Das and Mr. Oberoi will provide valuable guidance and contribute significantly to the growth of the Company. Accordingly, the Board recommends the resolutions set out in Item Nos. 5 and 6 of this Notice for the approval of the Members by way of Ordinary Resolution.

The details as required in terms of Secretarial Standard for General Meetings (SS2) in respect of director(s) recommended for appointment are annexed with this AGM Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except **Mr. Probir Das** and **Mr. Arjun Oberoi** and their relatives, are in any way concerned or interested, financially or otherwise, in the resolutions.

ITEM 7

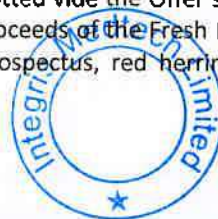
The Company proposes to undertake an initial public offering of equity shares of face value of ₹ 1 each of the Company ("**Equity Shares**") which shall consist of a fresh issue of Equity Shares ("**Fresh Issue**") and an offer for sale of Equity Shares by certain existing shareholders ("**Selling Shareholders**") ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**"). The Company intends to at the discretion of the board of directors of the Company ("**Board**"), undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers ("**BRLMs**") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 ("**Companies Act**"), the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to allot such number of Equity Shares in the Fresh Issue aggregating up to **₹ 9,700.00 million** on such terms and at such price or prices and at such time as may be considered appropriate by the Company in consultation with the BRLMs, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). The Equity Shares, if any, allotted vide the Offer shall rank in all respects *pari passu* with the existing Equity Shares of the Company. The proceeds of the Fresh Issue will be utilized for the purposes that shall be disclosed in the draft red herring prospectus, red herring prospectus and the

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prospectus. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

None of the directors, key managerial personnel or senior managerial personnel of the Company, or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolution, except to the extent of their shareholding in the Company.

The Board recommends the resolution in Item No. 7 of the accompanying Notice for your approval as special resolution. Accordingly, approval of the shareholders of the Company is sought to issue Equity Shares under Section 62(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act and the rules and regulations made thereunder, each, as amended.

ITEM 8

In terms of Foreign Exchange Management Act, 1999, as amended ("FEMA"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the "FEMA Rules"), Master Direction – Foreign Investment issued by the Reserve Bank of India, as amended, and the Consolidated FDI Policy Circular of 2020 dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India as amended (together with the FEMA and FEMA Rules, the "FEMA Laws"), the Non-resident Indians ("NRIs") and Overseas Citizens of India ("OCIs"), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of an Indian listed company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India. Considering the proposal of intending to get the equity shares of the Company listed, the Board may consider, to increase the foreign investment limit of NRIs and OCIs, together up to 24% of the paid up equity share capital of the Company.

The board of directors of the Company recommends the resolutions set out at Item No. 8 of the accompanying Notice for your approval as special resolutions.

ITEM 9

The members are being informed that pursuant Section 161 of the Companies Act, 2013, and the recommendation of Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("Board") at their meetings each held on 26th September, 2025 and 26th September, 2025, respectively, Mr. Probir Das (DIN: 06588579), a Non-resident was appointed as an Additional Director w.e.f. June 10, 2025. Further, Mr. Das was also appointed as Chief Executive Officer ("CEO") of the Company w.e.f. August 25, 2025.

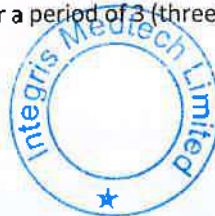
The Company has received requisite disclosures/declaration from Mr. Probir Das for being appointed as Whole Time Director of the Company.

The Company has converted from Private Limited Company into Public Limited Company w.e.f. August 08, 2025 in pursuance of the approval of Registrar of Companies, therefore, in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, in pursuant to the recommendation of Nomination and Remuneration Committee and subject to the requisite approvals, the Board of Directors of the Company have appointed Mr. Das as a Whole Time Director, designated as Executive Director and Group Chief Executive officer for a period of 5 (Five) consecutive years with effect from August 08, 2025, not liable to retire by rotation.

Further, in line with Sections 197, 198 and Schedule V of the Companies Act, 2013, and in view of total remuneration payable to Mr. Probir Das per annum, exceeding the limit of 5% of net profit, the remuneration as detailed in the resolution given in the Notice shall be paid for a period of 3 (three) years, subject to the approval of members, as may be required under applicable law.

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Further, currently, the Company has not defaulted in payment of dues to any of its secured creditors, therefore the prior approval of the secured creditors is not required.

The information and disclosures of the remuneration package of Mr. Probir Das as per the requirements of Section II of Part II of the Companies Act, 2013 will be mentioned in the Corporate Governance Report forming part of the annual report for the financial year 2025-2026.

Additionally, in accordance with the provisions of Section 196, 201 and Schedule V of the Companies Act, 2013, as Mr. Das is a non-resident, the said appointment is also subject to approval of Central Government,

Accordingly, the approval of the Members is sought for the same.

The agreement between the Company and Mr. Das is available for inspection by the Members in terms of Section 190 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Das and his relatives, are concerned or interested, financially or otherwise except to the extent of his shareholding in the Company, in the resolution set out at Item No. 9 of the accompanying Notice.

The Board recommends the resolution for your approval as the special resolution as set out at Item No. 9 of the accompanying notice.

The details as required to be given under Schedule V of the Companies Act, 2013 and in terms of Secretarial Standard on the General Meetings ("SS-2") have been provided in Annexure attached to this notice.

ITEM 10

The members are being informed that the Company has converted from Private Limited Company into Public Limited Company w.e.f. August 08, 2025 in pursuance of the approval of Registrar of Companies. Further, in terms of applicable provisions of the Companies Act, 2013, the Company has appointed three Independent Directors on August 26, 2025, each entitled to a maximum annual remuneration of Rs. 50 lakhs each during their tenure with the Company. Additionally, the Board of Directors has also appointed Mr. Probir Das as Whole Time Director designed as Chief Executive Officer of the Company for a period of 5 (Five) consecutive years with effect from August 08, 2025 at an annual remuneration of Rs. 9.20 Crore payable for 3 (Three) years.

As per the limits prescribed under Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including rules, notifications, any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the aggregate remuneration payable to Whole Time Director and Non-Executive Independent Directors, exceeds 11% of the net profits of the Company for the relevant financial year.

Therefore, the Company seeks approval from the shareholders by way of Special Resolution in terms of the first proviso to Section 197(1) of the Act to authorize the payment of remuneration in excess of 11% of the net profits of the Company for the relevant financial year to Whole Time Director and Non-Executive Independent Directors, in the event of inadequacy of profits of the Company.

This approval will enable the Company to attract and retain qualified leadership while ensuring compliance with statutory requirements and proposed remuneration structure is essential for aligning executive and directorial incentives with the Company's growth objectives, particularly in scenarios where profits may be insufficient due to market conditions or operational challenges.



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The said approval by shareholders for payment of minimum remuneration to Whole Time Director and Non-Executive Independent Directors, in the event of absence or inadequacy of profits is valid for FY 2025-26 to 2027-28.

Except the Directors to the extent of remuneration payable to them individually and/ or their shareholding in the Company, if any and their relatives to the extent of their shareholding in the Company, if any, none of the other KMPs or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of this AGM Notice.

The Board recommends the resolution set forth at Item No. 10 of this AGM Notice for the approval of Shareholders by way of a Special Resolution.

The details as required to be given under Schedule V of the Companies Act, 2013 and in terms of Secretarial Standard on the General Meetings ("SS-2") has been provided in Annexure attached to this notice.

Date: September 27th, 2025
Place: Noida

For and on behalf of the Board of Directors
Integrus Medtech Limited
(Formerly Known as Integrus Medtech Private Limited and Integrus Health Private Limited)


DARPAN BATRA
Company Secretary
M.No: A15719



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Annexure-A

Disclosure pursuant to Regulation 36(3) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India regarding the Director proposed to be appointed/reappointed:

Name	ARJUN OBEROI	PROBIR DAS
DIN	08277173	06588579
Date of Birth & Age	18 th May, 1972, 53 years	August 7, 1968, 57 Years
Nationality	United Kingdom	India
Date of first appointment on the Board	July 21 st 2025	June 10, 2025,
Qualifications	<ul style="list-style-type: none"> Diploma in Finance, London School of Economics BSc. (Honors), Neuroscience MBChB (Medicine), University of Edinburgh 	<ul style="list-style-type: none"> Board Corporate Governance, The Wharton School PGDBM, Marketing and Sales Management, Bharatiya Vidya Bhavan's BSc Physiology, University of Calcutta
Expertise/Experience in specific functional areas, skills and capabilities required for the role as an Director /Independent Director	He brings over 20 years of global experience in healthcare, pharmaceuticals, medical devices, and investment management. His expertise spans corporate strategy, M&A, business development, and governance , with leadership roles at Everstone Group, Actis, Sanofi, Pfizer, and Stryker . As a board member and chairman across multiple companies, he has strong capabilities in financial oversight, corporate governance, and scaling businesses internationally , making him well-suited to serve as a Director	Mr. Probir Das has over 30 years of leadership in healthcare, medical devices, and pharmaceuticals with expertise in governance, strategy, P&L management, risk oversight, compliance, and stakeholder engagement. He brings strong capabilities in business transformation, global operations, and sustainable value creation as a director.
Terms and conditions of appointment or re-appointment along-with details of remuneration sought to be paid	Appointment in terms of clause 3 of the <i>Amended and Restated Shareholders' Agreement</i> dated June 12, 2025, entered into by and between Evercure Holdings Pte. Ltd., Mr. Gurmit Singh Chugh, Ms. Punita	Appointed for five years at the Annual Remuneration as mentioned in the Resolution listed in item No 9



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	Sharma and Integrus Health Private Limited (now Integrus Medtech Limited) the remuneration will be Nil	
Directorships in other companies (including listed entities)	Director in Softgel Healthcare Private Limited	Nil
Number of Meetings of the Board attended during the year 2025-26	2	5
Memberships / Chairmanships of Board committees in other companies (including Listed entities)	Nil	Nil
Listed entities in which the Director has resigned in past three years	Nil	Nil
Justification for choosing the appointees for appointment as Director	Evercure Holding Pte Ltd. nominated Mr. Arjun Oberoi as their nominee on the Board as per clause 3 of <i>Amended and Restated Shareholders' Agreement</i> dated June 12, 2025, entered into by and between Evercure Holdings Pte. Ltd., Mr. Gurmit Singh Chugh, Ms. Punita Sharma and Integrus Health Private Limited (now Integrus Medtech Limited)	Mr. Probir Das's extensive leadership and governance experience will add independent judgment and strengthen the Board.
Shareholding in the Company (self and as a beneficial owner)	Nil	Nil
Remuneration last drawn in the Company	Nil	INR 5,00,31,600 per annum
Relationship with other director, manager and KMP of the Company	No relationship	No relationship



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Annexure-B

STATEMENT OF INFORMATION/ DETAILS FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE ACT:

I. General Information

Nature of Industry	Medical Devices Industry																														
Date or expected date of commencement of commercial production	Existing Company. The Company was incorporated on April 25, 2008, under the Companies Act 1956 as a private Limited Company.																														
In the case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																														
Financial performance based on given indicators (Standalone)	<div>The Financial and operating performance of Company during last three preceding financial year is as under</div> <div>Amount in INR Lakhs except EPS</div> <table><tr><th>Sl. No</th><th>Particulars</th><th>2024-25 Audited</th><th>2023-24 Audited</th><th>2022-23 Audited</th></tr><tr><td>1</td><td>Sales</td><td>3,834.14</td><td>5830.99</td><td>6339.93</td></tr><tr><td>2</td><td>Net Profit (After Tax)</td><td>3,544.21</td><td>3039.34</td><td>2002.10</td></tr><tr><td>3</td><td>Equity Share Capital</td><td>196.57</td><td>167.01</td><td>167.01</td></tr><tr><td>4</td><td>Net worth</td><td>121655.49</td><td>72837.97</td><td>63452.10</td></tr><tr><td>5</td><td>EPS</td><td>*3.94</td><td>*4.14</td><td>120.22</td></tr></table> <div>*After share split from INR 10 per share to INR 1 per share</div>	Sl. No	Particulars	2024-25 Audited	2023-24 Audited	2022-23 Audited	1	Sales	3,834.14	5830.99	6339.93	2	Net Profit (After Tax)	3,544.21	3039.34	2002.10	3	Equity Share Capital	196.57	167.01	167.01	4	Net worth	121655.49	72837.97	63452.10	5	EPS	*3.94	*4.14	120.22
Sl. No	Particulars	2024-25 Audited	2023-24 Audited	2022-23 Audited																											
1	Sales	3,834.14	5830.99	6339.93																											
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3	Equity Share Capital	196.57	167.01	167.01																											
4	Net worth	121655.49	72837.97	63452.10																											
5	EPS	*3.94	*4.14	120.22																											
Foreign investments or collaborators, if any	Company has foreign investors																														

I. INFORMATION ABOUT DIRECTORS:

Sl. No.	Particulars	Probir das	Rajani Kesari	Ramesh Subrahmanian	Annesswamy Vaidheesh
1	Background details	Mr. Probir Das has over 30 years of leadership in healthcare, medical devices, and pharmaceuticals with expertise in governance, strategy, P&L management, risk oversight, compliance, and stakeholder	Ms. Kesari is a seasoned finance leader with over 30 years of experience in business partnering, accounting, taxation, audit, and general management across diverse industries including pharmaceuticals, energy	Mr. Subrahmanian is a global pharmaceutical and Medtech leader with over 30 years of experience in general management, strategy, finance, and governance. He has successfully	Mr. Annaswamy Vaidheesh has over three decades of leadership across pharmaceuticals, healthcare, financial services, and private equity, with deep expertise in corporate governance, strategy, M&A,

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		engagement. He brings strong capabilities in business transformation, global operations, and sustainable value creation as a director.	management, cement, and oil & gas. She has served in leadership roles with reputed organizations such as Nayara Energy, Holcim Group, Schneider Electric, Dr. Reddy's Laboratories, and KPMG across India, Europe, Asia, and the Middle East.	led multi-billion-dollar businesses across the US, Europe, and Asia in senior leadership roles with companies such as Merck, Sanofi, Stryker Corp, and Acellity.	risk management, and stakeholder engagement. Skilled in guiding boards on compliance, growth strategy, and sustainable value creation, with proven capability in balancing shareholder interests and regulatory expectations
2	Past Remuneration (FY 2024-25)	INR 1,70,00,281	NIL	NIL	NIL
3	Recognition or Awards	N.A.	She was awarded the Best Woman CFO (Gold) at the BW CFO World Awards 2024 and named Asia Pacific Woman Leader in Finance by the WeQual Awards 2022.	N.A.	N.A.
4	Job profile and suitability:	The appointee possesses strong expertise in governance, strategy, finance, and risk management, and will provide valuable independent judgment and oversight to strengthen the Board.	The appointee possesses strong expertise in governance, strategy, finance, and risk management, and will provide valuable independent judgment and oversight to strengthen the Board.	The appointee possesses strong expertise in governance, strategy, finance, and risk management, and will provide valuable independent judgment and oversight to strengthen the Board.	The appointee possesses strong expertise in governance, strategy, finance, and risk management, and will provide valuable independent judgment and oversight to strengthen the Board.

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5	Remuneration Proposed:	As per explanatory statement to this notice	An annual remuneration of upto Rs. 50,00,000 (Fifty Lakhs only) inclusive of sitting fee	An annual remuneration of upto Rs. 50,00,000 (Fifty Lakhs only) inclusive of sitting fee	An annual remuneration of upto Rs. 50,00,000 (Fifty Lakhs only) inclusive of sitting fee
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	The remuneration proposed to be paid is in line with prevailing market trends and industry standards, taking into consideration the size of the company, scope of responsibilities associated with the position, and the qualifications, experience, and profile of the individual.	The remuneration proposed to be paid is in line with prevailing market trends and industry standards, taking into consideration the size of the company, scope of responsibilities associated with the position, and the qualifications, experience, and profile of the individual.	The remuneration proposed to be paid is in line with prevailing market trends and industry standards, taking into consideration the size of the company, scope of responsibilities associated with the position, and the qualifications, experience, and profile of the individual.	The remuneration proposed to be paid is in line with prevailing market trends and industry standards, taking into consideration the size of the company, scope of responsibilities associated with the position, and the qualifications, experience, and profile of the individual.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	None other than the remuneration sought	None other than the remuneration sought to be paid	None other than the remuneration sought to be paid	None other than the remuneration sought to be paid

II. OTHER INFORMATION:

1	Reason of loss or inadequate profits	The Company is passing aforesaid Special Resolutions pursuant to the proviso to Sub-section (1) of Section 197 of the Companies Act, 2013 as a matter of abundant caution, as the profitability may be impacted due to certain unforeseen circumstances regarding the business environment.
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CORPORATE OFFICE

Integrus Medtech Limited (Formerly known as *Integrus Medtech Private Limited/ Integrus Health Private Limited*)
15th Floor, Building 14B, DLF Cyber City, Gurugram 122002 7th Floor, Sec 94, BPTP Capital City, Noida 201301



REGISTERED OFFICE

1st Floor, Metro Tower, LSC
M.O.R Land, New Rajinder Nagar
New Delhi, India 110060
CIN: U85110DL2008PLC177230

2	Steps taken or proposed to be taken for improvement	The Company is committed to take the appropriate steps in connection with the in due course including certain strategic and operational measures as may be required.
3	Expected increase in productivity and profits in measurable terms	The Company would be taking the appropriate initiatives to maintain and improve its market share and financial performance..

Date: September 27,2025
Place: Noida

For and on behalf of the Board of Directors
Integriss Medtech Limited
(Formerly Known as Integriss Medtech Private Limited and Integriss Health Private Limited)


DARPAN BATRA
Company Secretary
M.No: A15719



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ATTENDANCE SLIP

I/We hereby record my/our presence at the 17th Annual General Meeting of **THE INTEGRIS MEDTECH LIMITED** (Formerly Known as *Integrus Medtech Private Limited And Integrus Health Private Limited*) ("the Company") held on Monday, September 29th 2025 at 12:00 Noon (I.S.T.) at the Registered office of the Company at 1st Floor, Metro Tower LSC, M.O.R Land, New Rajinder Nagar, New Delhi- 110060

Full Name of the Member (in BLOCK LETTERS)	_____
Regd. Folio No.	_____
DP ID	_____
Client ID	_____
No. of Shares held	_____
Full Name of the Proxy (in BLOCK LETTERS)	_____
Member's/ Proxy's Signature	_____

Note: Please fill up this attendance slip and hand over at the entrance of the meeting hall.

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REGISTERED OFFICE

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M.O.R Land, New Rajinder Nagar
New Delhi, India 110060
CIN: U85110DL2008PLC177230

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U85110DL2008PLC177230

Name of the Company: INTEGRIS MEDTECH LIMITED (formerly known as Integris Medtech Private Limited and Integris Health Private Limited)

Registered office: 1st Floor, Metro Tower LSC, M.O.R Land, New Rajinder Nagar, New Delhi-110060

Name of the member(s):
Registered Address:
Email-id:
Folio No/Client Id:
DP ID:

I/We, being the member (s) of..... shares of the above-named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature....., or failing him

2. Name:

Address:

E-mail Id:

Signature....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

Affix
Revenue
Stamp

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General meeting of the company, to be held on Monday, September 29th 2025 at 12:00 P.M. (I.S.T.) at the Registered office of the Company at 1st Floor, Metro Tower LSC, M.O.R Land, New Rajinder Nagar, New Delhi- 110060 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To consider and adopt the Audited Standalone Financial Statements for the year ended March 31, 2025, and report of the Board of Directors and Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements for the year ended March 31, 2025, and report of the Auditors thereon.
3. To appoint Ms. Punita Sharma (DIN: 00821812), who retires by rotation, and being eligible, has offered herself for re-appointment.
4. To appoint Mr. Gurmit Singh Chugh (DIN: 00821824), who retires by rotation, and being eligible, has offered himself for re-appointment.
5. To regularize Mr. Probir Das (DIN: 06588579), Additional Director as Director of the company
6. To regularize Mr. Arjun Oberoi (DIN: 08277173), Additional Director as Director of the company
7. Initial Public Offer of Equity Shares of The Company.

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8. Increase in the Investment Limits for the Non-Resident Indians (NRI) and the Overseas Citizens of India (OCI).
9. Appoint Mr. Probir das as whole time director of the company
10. Payment of remuneration to directors in excess of 11% of net profits of the company

Signed this..... day of.....2025

Signature of shareholder

Signature of Proxy holder(s)

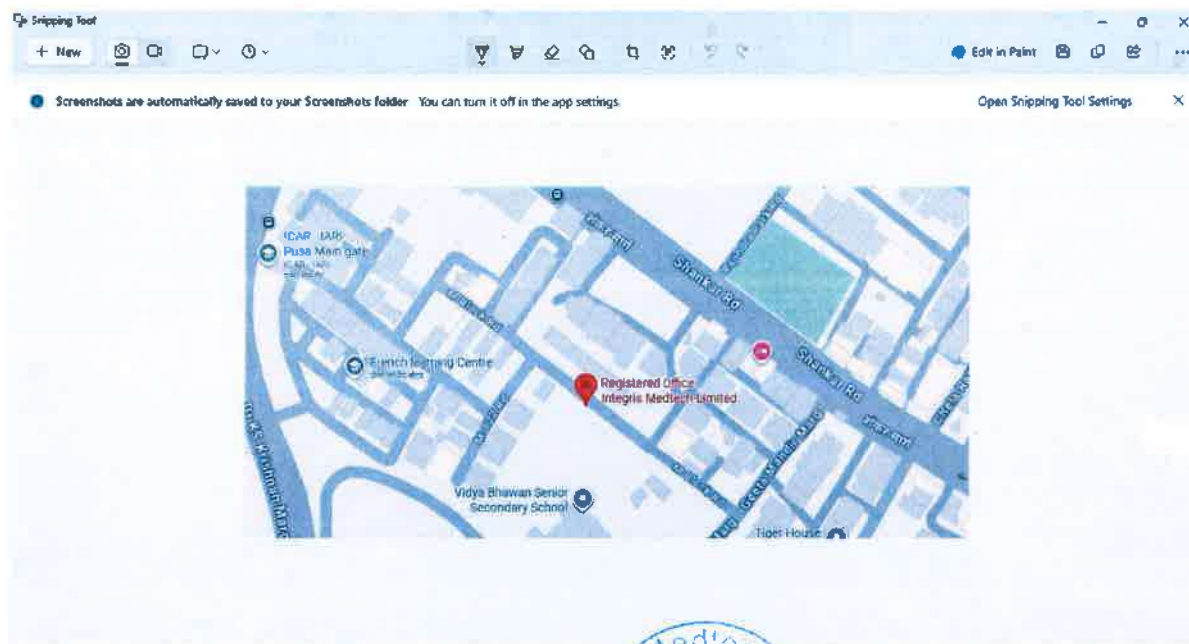
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Route Map to Meeting's Venue: (1ST Floor Translumina Building)



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