

**POLICY ON MATERIAL SUBSIDIARY
OF
INTEGRIS MEDTECH LIMITED (*FORMERLY KNOWN AS INTEGRIS HEALTH PRIVATE
LIMITED*)**

Version History

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

1. Introduction

Regulation 16 of The Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), requires a listed company to frame a policy for determining a “material” subsidiary, which shall be hosted on the website of Integris Medtech Limited (*Formerly known as Integris Health Private Limited*) (hereinafter referred to as “**the Company**”) and the web link of the same is to be disclosed in the section titled as ‘Corporate Governance Report’ of the Annual Report of the Company. This policy shall be governed by the provisions of the SEBI Act, Rules and Regulations made thereunder and all other applicable laws for the time being in force.

2. Purpose

This policy determines the criteria for identification of a ‘Material Subsidiary, and disclosure thereof as required under the Listing Regulations. This Policy also intends to inter alia, ensure governance of Material Subsidiaries by complying with directorship requirements, review of financial statements, bringing to the attention of the Board certain transactions/ arrangements, rules regarding disinvestment of shares held by the Company, as well as restrictions on selling/ disposing/ leasing of assets of such subsidiaries by the Company.

3. Commencement

The Policy will come into effect on its adoption by the Board.

4. Definitions

“**Subsidiary**” shall have the same meaning as ascribed to it under the Companies Act, 2013 and the rules made thereunder. Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations, Securities Contract (Regulation) Act, 1956 or any other applicable law or regulation, as amended from time to time.

“**Material Subsidiary**” shall mean a subsidiary, whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

“**Significant Transaction or Arrangement**” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.

“**Audit Committee**” means the committee formed under Section 177 of the Companies Act, 2013.

5. Compliances under Regulations

(a) Appointment of Independent Director

At least one Independent Director on the Board shall be appointed as a director on the board of directors of an unlisted Material Subsidiary, whether incorporated in India or not.

Notwithstanding anything contrary contained in this Policy, for the purpose of Clause 5(a), the term “Material Subsidiary” shall mean a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the Company and its Subsidiaries in the immediately preceding accounting year.

(b) Matter to be reviewed by the Audit Committee

The Audit Committee shall, in line, review:

- the financial statements, in particular, the investments made by the Unlisted Subsidiary.
- Utilization of loans and/ or advances from/investment in the subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments.

(c) Matter to be reviewed by the Board

- The minutes of the meetings of the board of directors of the Unlisted Subsidiary shall be placed at the meeting of the Board for their review and consideration.
- The management of the Unlisted Subsidiary shall periodically bring to the notice of the Board, a statement of all significant transactions and arrangements entered into by the Unlisted Subsidiary.

Explanation: The term “significant transaction or arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year, and shall be in accordance with any meaning as may be provided for “significant transaction or arrangement” under Regulation 24(4) of the SEBI Listing Regulations, from time to time.

(d) Disposal of shares or Assets of Material Subsidiary

The Company shall not dispose of shares in its Material Subsidiary which would reduce the shareholding of the Company (either on its own or together with other subsidiaries) to less than or equal to 50% or cease the exercise of control over such Material Subsidiary without passing a special resolution in its general meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under Section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

The Company shall not sell, dispose and lease assets amounting to more than 20% of the assets of the Material Subsidiary on an aggregate basis during a financial year without prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

(e) Secretarial Audit

The Unlisted Material Subsidiaries incorporated in India shall undertake secretarial audit; and the Company shall annex with its annual report, a secretarial audit report, given by a company secretary in practice.

(f) Disclosure under Regulation 30 of SEBI Regulations

The Company shall disclose all events or information with respect to its Subsidiaries which are material for the Company, in accordance with Regulation 30(9) of the SEBI Listing Regulations.

6. Policy Amendment and Review

This Policy shall be reviewed at least once in a financial year. The Board is, subject to applicable laws, entitled to amend, suspend or rescind this policy at any time. Any difficulties or ambiguities in the policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this policy of any relevant applicable law, such applicable law in force, from time to time, shall prevail over this Policy.