

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

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN THE SECURITIES OF THE  
COMPANY BY DESIGNATED PERSONS**

**Version History**

| <b>Version</b> | <b>Approval Date</b> | <b>Effective Date</b>                    | <b>Approval Authority</b> |
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| 1              | 28.05.2026           | Date of filing of Red Herring Prospectus | Board of Directors        |

## 1. INTRODUCTION

This Code of Conduct to Regulate, Monitor and Report Trading in the Securities of the Company by Designated Persons ("**Code**") has been framed by Integris Medtech Limited (formerly known as Integris Health Private Limited) ("**Company**") pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended ("**PIT Regulations**").

The objective of the Code is to regulate, monitor and report trading by the Designated Persons and their Immediate Relatives and also to prevent Insider Trading by prohibiting dealing in Securities, directly or indirectly, and any communication of UPSI by any Insider, except in accordance with the PIT Regulations and this Code.

This Code is in addition to the PIT Regulations, and the Insiders including the Designated Persons and their Immediate Relatives should be aware of, and comply with, the provisions of the PIT Regulations and this Code at all times, in their entirety.

## 2. DEFINITIONS

For the purpose of this Code:

- (a) "**Act**" means the Securities and Exchange Board of India Act, 1992, as amended from time to time.
- (b) "**Board of Directors**" / "**Board**" means the Board of Directors of the Company.
- (c) "**Compliance Officer**" means any senior officer of the Company who is designated so and reporting to the Board of Directors and who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the PIT Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors.

**Note:** The term 'financially literate' shall mean a person who has the ability to read and understand basic financial statements, i.e., balance-sheet, profit and loss account, and statement of cash flows.

- (d) "**Connected Person**" shall have the meaning assigned to it under the PIT Regulations including any amendments thereof.
- (e) "**Designated Persons**" shall mean the persons designated by the Board in consultation with the Compliance Officer, who are covered under the Code on the basis of their role and function in the Company and the access that such role and function provides to UPSI, in addition to their seniority and professional designation and shall include:
  - (i) All Promoters of the Company;
  - (ii) Members of the Board of Directors of the Company and Material Subsidiary(ies);

- (iii) Key Managerial Personnels of the Company, Holding Company and Material Subsidiary(ies);
- (iv) Employees upto two levels below Chief Executive Officer of the Company, and Material Subsidiaries irrespective of their functional role in the Company or ability to have access to UPSI.
- (v) Executive assistants/Executive secretaries, if any, of persons referred above in from (ii) to (iv);
- (vi) Any support staff of the Company such as Information Technology/ Secretarial/Legal/Finance staff who have access to UPSI.
- (vii) Any other person identified by Chief Executive Officer/Chief Financial Officer in consultation with the Compliance Officer on the basis of their functional role and such function would provide access to UPSI.

(f) **“Director”** means a member of the Board of Directors of the Company.

(g) **“Generally Available Information”** means information that is accessible to the public on a non - discriminatory basis but shall not include unverified event or information reported in print or electronic media.

**Note:** Information published on the website of a stock exchange, would ordinarily be considered as Generally Available Information.

(h) **“Immediate Relative”** means a spouse of a person, and includes parent, sibling and child (whether minor or adult) of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in Securities.

It is clarified that a spouse is presumed to be an Immediate Relative, irrespective of financial independence from the concerned Designated Person, unless rebutted so.

(i) **“Insider”** means any person who is:

- (i) Connected Person; or
- (ii) in possession of or having access to UPSI.

(j) **“Key Managerial Persons” / “KMP”** means person as defined in Section 2(51) of the Companies Act, 2013.

(k) **“Legitimate Purpose”** shall include sharing of UPSI in the ordinary course of business by the Company and or its authorized representatives with its partners, collaborators, auditors, customers, suppliers, lenders, merchant bankers, legal advisors, insolvency professionals or any other advisors or consultants with whom UPSI is shared provided that such sharing has not been carried out to evade or circumvent the provisions of the PIT regulations and is in accordance with the Company’s Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

- (l) **“Material Subsidiary”** shall mean a subsidiary, whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.
- (m) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof (**“SEBI ICDR Regulations”**).
- (n) **“Promoter Group”** shall have the meaning assigned to it under the SEBI ICDR Regulations.
- (o) **“SEBI”** means the Securities and Exchange Board of India.
- (p) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof (**“SCRA”**).
- (q) **“Trading”** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in Securities, and **“Trade”** shall be construed accordingly;

For the avoidance of doubt, it is clarified that:

- (i) **“Trade”** includes creation, invocation and revocation of a pledge in Securities, a transfer/receipt of any Securities of the Company through gift.
- (ii) PIT Regulations are also applicable on transmission of shares. However, transmission of shares shall be exempted from provisions of Trading Window closure, pre-clearance and contra trade but the norms relating to disclosure requirements shall be applicable on such transmission.
- (r) **“Trading Day”** means a day on which the recognized stock exchanges are open for Trading.
- (s) **“Trading Window”** means a notional window used as an instrument of monitoring Trading by Designated Persons and includes the period available to the Designated Persons and/or their Immediate Relatives for Trading in the Securities of the Company.
- (t) **“Unpublished Price Sensitive Information”/ “UPSI”** means any information, relating to the Company or its Securities, directly or indirectly, that is not Generally Available Information which upon becoming Generally Available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following: -
  - (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/ contracts not in the normal course of business and such other transactions;
  - (v) changes in key managerial personnel other than due to superannuation or end of term, and resignation of a statutory auditor or secretarial auditor;

- (vi) change in rating(s), other than ESG rating(s);
- (vii) fund raising proposed to be undertaken;
- (viii) agreements, by whatever name called, which may impact the management or control of the company;
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

- a) 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b) 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**").

Explanation 2- For identification of events enumerated in this clause as UPSI, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the SEBI LODR Regulations as may be specified by SEBI from time to time and materiality as referred at paragraph B of Part A of Schedule III of the SEBI LODR Regulations shall be applicable.

Terms used but not defined under the Code shall have the meanings as ascribed to them under the PIT Regulations, the Act, SCRA, the Depositories Act, 1996 or Companies Act, 2013 and the rules and regulations made thereunder, as the case maybe.

### **3. ROLES AND RESPONSIBILITIES OF THE COMPLIANCE OFFICER**

3.1 The Company Secretary of the Company has been designated as the Compliance Officer for

the purpose of this Code.

3.2 The Compliance Officer shall function under the overall supervision of the Board, and be responsible for:

- (i) Setting forth systems and processes in relation to the implementation of the Code and the PIT Regulations in consultation with the Board/Audit Committee, as the case may be;
- (ii) Compliance of policies, procedures, maintenance of records and monitoring the adherence of procedures for the preservation of UPSI;
- (iii) Maintaining records of the Designated Persons and their Immediate Relatives and any changes made in the list;
- (iv) Maintaining record of all the declarations/ disclosures in the appropriate form given by the Designated Persons and their Immediate Relatives for a minimum period of 5 (five) years;
- (v) Pre-clearance of trades of Designated Persons and their Immediate Relatives and ensuring related compliances;
- (vi) Approving and monitoring the implementation of the trading plan and reviewing trading plans, if any, to assess whether such plans would have any potential for violating the PIT Regulations.
- (vii) Monitoring trades of Designated Persons and their Immediate Relatives;
- (viii) Providing reports to the Chairperson of the Audit Committee and the Audit Committee of the Board at least once in a year, on the compliance status and such other additional reports as the situation may warrant; and
- (ix) Monitoring implementation of the Code and other requirements under the PIT Regulations and to inform the stock exchanges where the Securities of the Company are listed, in case of any violation of the PIT Regulations in the prescribed format and maintain a database of all such violations of the Code.

3.3 The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the PIT Regulations and this Code.

#### **4. RESTRICTION ON COMMUNICATION OF UPSI**

- 4.1.1 No Insider shall communicate, provide or allow access to any UPSI to any person including, other Insiders, directly or indirectly, except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- 4.1.2 No Insider shall procure from or cause the communication by any Insider of UPSI, directly or indirectly, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- 4.1.3 The Insider may communicate, provide, or allow access to any UPSI only on need-to-know

basis, in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations, or in relation to such transactions as permitted under the PIT Regulations.

- 4.1.4 Determination of Legitimate Purposes should be in accordance with the Company's policy for determination of legitimate purpose forming part of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information". The decision of the Company on what constitutes 'Legitimate Purpose' / 'fair disclosure' shall be final and binding.

## 4.2 Chinese Wall

- 4.2.1 Chinese Wall procedures and physical arrangements (collectively called "**Chinese Walls**") shall be used to manage confidential information (including UPSI) and prevent inadvertent spread and misuse of such information. In general, Chinese Walls separates areas that have access to UPSI ("**Insider Area**") from those that do not have it ("**Public Area**").
- 4.2.2 Where Chinese Walls are in place, personnel working within an Insider Area are prohibited from communicating any UPSI to personnel in Public Area without prior approval from the Compliance Officer.
- 4.2.3 Personnel within the Chinese Wall shall also be responsible to ensure the Chinese Wall is not breached deliberately or otherwise. The "need to know" principle shall be fully in effect within Insider Area.
- 4.2.4 If an Insider commits a breach or accidentally crosses the Wall, it shall be reported to the Compliance Officer and immediate action shall be initiated to include the recipient as an Insider under this Code.
- 4.2.5 In exceptional circumstances, persons in the Public Area may be brought "over the wall" and given confidential information strictly on a "need to know" basis, with a prior intimation to the Compliance Officer and the relevant department head, providing reasons for such persons to be brought "over the wall", and ensuring compliance with requisite provisions including maintenance of Structural Digital Database.

If such persons in the Public Area who have "crossed the wall" are provided with UPSI, they shall be bound by confidentiality, other obligations under law as well as the provisions of this Code and shall not deal in Securities of the Company, during such time that the information is in the nature of UPSI.

## 5. RESTRICTION ON TRADING BY DESIGNATED PERSONS INCLUDING THEIR IMMEDIATE RELATIVES

- 5.1 Designated Persons and their Immediate Relatives will be required to ensure compliance with the following requirements:
  - (i) Unless otherwise permitted under law, Designated Persons and their Immediate Relatives shall not Trade in the Securities of the Company when the Trading Window is closed.
  - (ii) Designated Persons and their Immediate Relatives shall not Trade in the Securities of the Company when in possession of, or having access to, UPSI irrespective of whether there is an official announcement of Trading Window closure or not and shall not

advise any person to trade or not to trade in the Securities when in possession of any UPSI.

- (iii) Designated Persons and their Immediate Relatives shall obtain pre-clearance for Trading in the Company's Securities as per the procedure provided in this Code.
- (iv) Designated Persons and their Immediate Relatives shall not execute contra trade (i.e., undertaking an opposite transaction in the Securities, for e.g. either disposal or acquisition of Securities of the Company during the next 6 (six) months following the last acquisition or disposal transaction respectively) including Intra-day trading. This restriction shall not be applicable for trades pursuant to exercise of stock options. The restriction of contra trade will also not apply to any acquisition of Securities by way of rights issue, follow-on public offer ("FPO"), offer for sale ("OFS"), bonus issue, share split, merger/amalgamation, demerger, provided the initial transaction of disposal was completed in accordance with PIT Regulations. Similarly, any disposal of Securities by way of buy-back, open offer, exit offer, merger/amalgamation etc. would not attract restriction of 'contra-trade', provided the initial transaction of acquisition was completed in accordance with PIT Regulations.

If the initial transaction is an acquisition by way of Rights issue, FPO, OFS, bonus issue, share split, merger/amalgamation, demerger, then subsequent disposal of Securities within 6 months from the date of initial transaction would be considered as a contra trade. Similarly, if the Securities of the Company are disposed through buy-back or open offer, then subsequent acquisition of Securities within 6 months from the date of initial transaction would be considered as a contra trade.

The Compliance Officer may grant relaxation from the strict applicability of contra trade restrictions for reasons recorded in writing, provided that such relaxation does not violate the Code or the PIT Regulations.

In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such Trade shall be liable to be disgorged for remittance to SEBI by way of credit to the Investor Protection and Education Fund administered by it.

- (v) Designated Persons and their Immediate Relatives shall not execute trades through portfolio management services (discretionary or otherwise).

## **6. TRADING WINDOW**

### **6.1 Standard Trading Window Closure**

For the declaration of financial results, the Trading Window shall be closed from the end of every calendar quarter. The Trading Window shall re-open 48 (forty-eight) hours after the declaration of the financial results. The gap between the clearance of accounts by Audit Committee and Board meeting will be as narrow as possible and preferably on the same day to avoid leakage of material information.

### **6.2 Event Specific Trading Window Closure**

Additionally, the Trading Window may be closed for other UPSIs, by the Compliance Officer in consultation with Managing Director / Chief Executive Officer / Chief Financial Officer. The



Trading in Securities may be closed for all or select Designated Persons and their Immediate Relatives, who are expected to be in possession of UPSI, for such period(s) as may be determined by the Compliance Officer in consultation with Managing Director / Chief Executive Officer / Chief Financial Officer. The Trading Window may not be closed for UPSI not emanating from within the Company.

- 6.3 The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming Generally Available Information and being capable of assimilation by the market. The re-opening of the Trading Window in any event shall not be earlier than 48 (forty-eight) hours after the UPSI becomes Generally Available Information or becomes irrelevant.
- 6.4 The restrictions under Trading Window closure will not be applicable for: (i) exercise of stock options under Company's Employee Stock Option Plan ("**ESOP Plan**"); or (ii) in respect of any other transactions as specified in the PIT Regulations from time to time, as exceptions to restrictions on Trading.
- 6.5 Notwithstanding the fact that a Trading Window closure period has not been notified, Designated Persons and their respective Immediate Relatives shall not Trade in the Company's Securities from the time he / she comes in possession of UPSI till 48 (forty-eight) hours (or such other period as may be specified) after the UPSI becomes Generally Available Information or after the expiry of a cooling off period from the date when the decision to abandon the project is undertaken, as may be specified.
- 6.6 It shall be the responsibility of the Designated Persons to advise their Immediate Relatives of Trading Window period closures and other obligations under this Code.

## **7. PROCEDURE FOR PRE-CLEARANCE OF TRADES**

- 7.1 Designated Persons and their Immediate Relatives that intend to Trade in the Securities of the Company shall:
- (i) execute such Trades subject to the compliance with the Code;
  - (ii) unless otherwise specified under law, Trade only when "Trading Window" is open and not in possession of UPSI;
- 7.2 Unless otherwise permitted, Designated Persons and their Immediate Relatives shall Trade in the Securities of the Company only on seeking pre-clearance, where the number of Securities proposed to be traded, whether in one transaction or a series of transactions over any calendar quarter, is in excess of 10,000/-.
- 7.3 An application for pre-clearance along with an undertaking, shall be made by the Designated Persons to the Compliance Officer in the format set out in Annexure I, through an online software implemented by the Company in this regard or in any other format as may be prescribed by SEBI / the Company. While submitting the application for pre-clearance, the Designated Persons (and / or their Immediate Relatives) should not be in possession of any UPSI and submit a declaration in this respect at the time of seeking pre-clearance which shall be subject to further consideration as to declaration is reasonable capable of being rendered inaccurate or not.
- 7.4 The Compliance Officer shall process the pre-clearance request as per the approval matrix as

under:

| <b>Categories</b>                                                                                                                                                                                                                        | <b>Clearance</b>                                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Promoters and their Immediate Relatives                                                                                                                                                                                                  | Jointly by CEO along with CFO or Compliance Officer |
| Directors of the Company and their Immediate Relatives (other than directors who are Promoters)                                                                                                                                          | CEO                                                 |
| CEO/ Executive Director and/or Group CEO of the Company and his/her Immediate Relatives                                                                                                                                                  | Board of Directors                                  |
| (i) CFO/Group CFO, (ii) Compliance Officer of the Company (iii) Board of the Material Subsidiaries and their Immediate Relatives (iv) KMPs of the Holding Company and Material Subsidiaries of the Company and their Immediate Relatives | CEO                                                 |
| Other Designated Persons and their Immediate Relatives                                                                                                                                                                                   | Compliance Officer                                  |

- 7.5 Pre-clearance of Trade shall not be required for a Trade executed as per an approved trading plan in line with the PIT Regulations. Pre-clearance shall be required for transactions for transfer of beneficiary rights to any of the Immediate Relatives of the applicant.
- 7.6 Designated Persons will be responsible for ensuring compliance with the Code, as specified, in respect of themselves as well as their respective Immediate Relatives.
- 7.7 The pre-clearance shall be valid for a period of days as may be granted by the Compliance Officer which shall, in no event, be more than 7 (seven) Trading Days. In case of failure to execute Trade within the stipulated period, fresh application for obtaining pre-clearance has to be sought. Any earlier pre-clearance obtained when the Trading Window was open, would be invalid once the Trading Window is closed.
- 7.8 In case the Designated Person (and / or their Immediate Relatives) procures or comes in possession of UPSI before execution of the Trade during the subsistence of the pre-clearance sought, he / she shall refrain from executing the Trade.
- 7.9 The Designated Person shall submit the details of the transaction(s) undertaken by him/ her and/or his/her Immediate Relative, in the format set out under Annexure II through an online software or in any other format as may be prescribed by SEBI / the Company in this regard, within 2 (two) Trading Days, from the date of Trading.
- 7.10 In case the Designated Person and/or his/ her Immediate Relative does not Trade after securing pre-clearance /or trades in lesser number of securities than the number of securities for which pre-clearance approval was sought, the Designated Person is required to inform the Compliance Officer in the format set out under Annexure III through an online software or in any other format as may be prescribed by SEBI / the Company, regarding non-execution of Trade, within two Trading Days of the expiry of validity of the pre-clearance.

- 7.11 If in a calendar quarter, pre-clearance has been taken twice but the Trade has not been executed, then such Designated Person will not be allowed to Trade in the Securities of the Company during the entire calendar quarter.
- 7.12 It is clarified that the procedure laid down for pre-clearance of Trades in Securities of the Company shall apply *mutatis mutandis* to Trades proposed to be carried out by Immediate Relatives of Designated Persons; however the obligations requiring communication with the Compliance Officer including through online software implemented by the Company shall continue to be upon the Designated Person.

## **8. EMPLOYEE STOCK OPTION PLAN**

- 8.1 Exercising of stock options of the Company by its employees may be made at any time in accordance with the ESOP Plan of the Company irrespective of Trading Window restrictions. However, sale of shares allotted on exercise of stock options shall not be allowed when the Trading Window is closed.
- 8.2 No prior approval is required for exercising stock options under ESOP Plan of the Company. However, pre-clearance should be obtained by Designated Persons for sale of such shares and the Designated Persons shall confirm that he/she does not possess UPSI.

## **9. TRADING PLAN**

- 9.1 The trading plan route is intended to give an option to a Designated Person, who may perpetually be in possession of UPSI, and enable him and/or his/her Immediate Relative to Trade in Securities, in a compliant manner in the manner set out under the PIT Regulations.
- 9.2 Designated Person shall be entitled to formulate a trading plan and present it to the Compliance Officer, for approval. Such Designated Person, who opts for trading plan route, shall not be allowed to Trade through the Pre-clearance route during the pendency of a trading plan.
- 9.3 The Compliance Officer shall review the trading plan of the Designated Person to assess whether the plan would have any potential for violation of the PIT Regulations and this Code and can seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the trading plan.
- 9.4 The Compliance officer shall approve or reject the trading plan within two Trading Days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the Securities of the Company are listed, on the day of approval.
- 9.5 Mandatory conditions to be followed with respect to trading plan:
- No multiple / overlapping trading plans are permitted.
  - Under the trading plan route, trading is permitted after 120 calendar days from the date of submission of the trading plan to the stock exchanges.
  - The trading plan (once approved) will be irrevocable and has to be mandatorily implemented.
  - Any deviation from the trading plan (except due to permanent incapacity or bankruptcy or operation of law) or trading outside the scope of the trading plan, is not permitted.

- The trading plan shall not be used as a tool for market abuse.
- The trading plan must set out the following parameters for each Trade to be executed:
  - a. either value of Trade to be effected or number of Securities to be Traded\*;
  - b. nature of the Trade; i.e., buy, sell, etc\*.
  - c. either specific date or time period not exceeding five consecutive trading days\*;
  - d. price limit, that is an upper price limit for a buy Trade and a lower price limit for a sell Trade, subject to the range as specified below^:
    - for a buy Trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
    - for a sell Trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

\* Mandatory parameter

^Optional parameter and to be rounded off to the nearest numeral.

- Designated Person may make adjustments, with the approval of the Compliance Officer, in the number of Securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which Securities of the Company are listed.
- Implementation of the trading plan shall not be commenced in case the Designated Person is in possession of UPSI at the time of formulation of the trading plan, and such UPSI is not made generally available or does not cease to be UPSI in accordance with the Code and PIT Regulations, till the time of implementation of the plan.
- In case the Designated Person has set a price limit for a Trade, the Trade shall be executed, only if, the execution price of the security is within the price limit. If price of the security is outside the price limit set by the Designated Person, the Trade should not be executed.
- In case of non-implementation (full/partial) of trading plan due to (i) permanent incapacity; (ii) bankruptcy or operation of law; (iii) failure of execution of Trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:
  - i. The Designated Person shall intimate non-implementation (full/partial) of trading plan to the Compliance Officer within two Trading Days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
  - ii. Upon receipt of information from the Designated Person, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting.
  - iii. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
  - iv. The decision of the Audit Committee shall be notified by the Compliance Officer on the same day to the stock exchanges on which the Securities of the Company

are listed.

- v. In case the Audit Committee does not accept the submissions made by the Designated Person, then the Compliance Officer shall take action as per the Code.

9.6 The Designated Person shall be required to make requisite disclosures of the Trade(s) executed pursuant to the trading plan as per the provisions of the Code.

## **10. DISCLOSURES AND REPORTING**

### **10.1 Initial Disclosure**

- (i) Every person on appointment as a KMP or as a Director of the Company or upon becoming a Promoter or member of Promoter Group, will disclose their holding in the Securities of the Company as on the date of appointment as a KMP or as a Director of the Company or becoming a Promoter / member of Promoter Group to the Company, within 7 (seven) days of such appointment or becoming a Promoter / member of Promoter Group, to the Compliance Officer in required form as provided in Form A to this Code or any other format specified by SEBI.
- (ii) Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company as an Initial Declaration and resubmit the same as and when the information changes and on an annual basis:
  - a. Immediate Relatives
  - b. persons with whom such Designated Person(s) shares a 'material financial relationship'
  - c. Phone, mobile and cell numbers which are used by them
- (iii) In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis.

For this Code, Material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding 12 (twelve) months, equivalent to at least 25% of such Designated Person's annual income but shall exclude relationship in which payment is based on arm's length transactions.

### **10.2 Continuous Disclosure**

- (i) In case of Promoter, Member of Promoter Group or any Designated Persons and/or their Immediate Relatives who are not covered under the System Driven Disclosure, the Promoter, Member of Promoter Group or Designated Person must file with the Compliance Officer the details of the transactions in the format provided in Form B or any format specified by SEBI within 2 (two) Trading days from the date of Trading where the traded value whether in one transaction or a series of transactions, exceeds the threshold of Rs. 10 (ten) Lakhs in a calendar quarter. The particulars of such Trading will be reported to the stock exchange(s) as per the regulatory requirements.

- (ii) Every Promoter, Member of Promoter Group, KMP, Director and other Designated Person of the Company shall on an annual basis, disclose their holding statements, the holding of their Related Persons and of any other person for whom such person takes trading decisions, of the Securities of the Company and Other Companies (including derivatives, if any) to the Compliance Officer as on 31st March every year in the in such form and manner set out in Annexure IV or other format as may be prescribed by the Company. Such statement shall be submitted by 30th April every year.
- 10.3 The responsibility for disclosure and other obligations of the Designated Person, including those relating to Trades by his/ her Immediate Relative, is upon the said Designated Person.

## **11. MECHANISM OF INTERNAL CONTROL**

### **11.1 Chief Executive Officer:**

11.1.1 The Chief Executive Officer of the Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in the PIT Regulations to prevent insider trading.

11.1.2 The internal controls shall include the following:

- (i) all employees who have access to UPSI shall be identified as Designated Persons;
- (ii) all UPSI shall be identified and its confidentiality shall be maintained as per the requirements of this Code and the PIT Regulations;
- (iii) adequate restrictions shall be placed on communication or procurement of UPSI as required by the Code;
- (iv) lists of all employees and other persons with whom UPSI is shared or from whom UPSI is received shall be maintained in the structured digital database and confidentiality agreements shall be signed or notice shall be served to all such employees and persons as relevant;
- (v) the Company will conduct periodic training sessions as well as share awareness mailers for its personnel, Designated Persons, Board and senior management, so as to sensitize them of the compliances under the PIT Regulations on an on-going basis;
- (vi) all other relevant requirements specified under the Code shall be complied with; and
- (vii) periodic process review, on an annual basis to evaluate the effectiveness of internal controls in place.

### **11.2 Audit Committee**

11.2.1 The Compliance Officer shall send a report on compliance of the Code and the PIT Regulations to the Chairperson of Audit Committee and shall also place it before the Audit Committee, at least once in a year. The Report shall cover compliance status, coverage of Designated Persons, violations of the Code, if any, action taken in such violation cases, details of Trades undertaken by a Designated Person and/or his/ her Immediate Relative.

11.2.2 The Audit Committee of the Company shall review at least once in a year and assess the adequacy and effectiveness of internal controls around communication/procurement of UPSI and prevention of insider trading.

11.2.3 The Audit Committee shall decide whether non-implementation of the trading plan (fully or partially) was bona fide or not.

### **11.3 Inquiry in case of leakage of UPSI**

11.3.1 The Company has formulated written policies and procedures for inquiry, in case of an alleged leak or misuse of UPSI.

11.3.2 Employees can raise concerns against any alleged leak, or suspected attempt to leak UPSI, or unethical use of UPSI, in accordance with informant mechanism introduced by SEBI, or as per the procedure prescribed under Company's Whistle Blower Policy.

11.3.3 Retaliation for reporting suspected violations, is strictly prohibited under the Code and the Company's Whistle Blower Policy. An employee who reports alleged violations of insider trading laws will be protected against any direct or indirect, discharge, discrimination, termination, demotion, suspension, threats, harassment.

11.3.4 If an inquiry is initiated by the Company in case of reported leakage of UPSI or suspected leak of UPSI, the intermediaries and fiduciaries engaged by the Company shall be duty bound to co-operate with the Company in connection with such inquiry conducted by the Company.

## **12. PENALTY AND PUNISHMENT FOR CONTRAVENTION OF CODE**

12.1 Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents). Any Designated Person who violates any provision of the Code, may face disciplinary/penal actions such as warning, monetary penalties, salary suspension/wage freeze, suspension, ineligibility for future participation in the Company's Share Based Employee Benefit Schemes, cancellation of stock options, etc. The Compliance Officer jointly with Chief Executive Officer and Chief Financial Officer of the Company shall be the competent authority for taking disciplinary/penal measures for procedural violations (violations where the Designated Person or his / her immediate relatives have not followed the process or provided requisite disclosures as detailed in the Code) and derelict violations (Trading after / beyond the approved days, Trading more than the approved quantity). Further, the Audit Committee shall be the competent authority for taking disciplinary/penal measures for significant violations (violations where the Designated Person or his / her immediate relatives have traded when Trading Window was closed, Designated Person was in possession of UPSI, contra trade, leakage of UPSI etc.).

12.2 Intimation to stock exchanges: In the event that a Designated Person and/ or his/ her Immediate Relative, contravenes the provisions of this Code and/or PIT Regulations, the Company will report such contravention and action taken by the Company in this regard to the stock exchanges, as may be required under the PIT Regulations.

12.3 Any amount collected as a penalty shall be remitted to the SEBI Investor Protection and Education Fund or to any other fund / account that may be specified by SEBI.

12.4 In addition, if any Designated Person and/ or his/ her Immediate Relative contravenes any of

the provisions of the Code and/or PIT Regulations, such Designated Person and/or his/ her Immediate Relative may also be liable for appropriate penal actions by regulatory authority in accordance with the provisions of the Act and PIT Regulations. The action by the Company shall not preclude SEBI or any regulatory authority from taking any action in case of violation of PIT Regulations.

### **13. MISCELLANEOUS**

- 13.1 The Board reserves the power to review and amend this Code from time to time. All provisions of this Code would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.
- 13.2 The Chief Executive Officer, Chief Financial Officer and the Compliance Officer of the Company are jointly authorized to amend the Code to give effect to any changes/amendments issued by relevant statutory, governmental and regulatory authorities, from time to time and such amended Code shall be placed before the next meeting of the Board for noting and ratification.

### **14. Appendix**

Requisite forms are enclosed.

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## FORM FOR PRE-CLEARANCE OF TRANSACTIONS

To  
The Compliance Officer  
Integris Medtech Limited (*formerly known as Integris Health Private Limited*)

In accordance with the Company's Code of Conduct to Regulate, Monitor and Report Trading in the Securities of the Company by Designated Persons ("**Code**"), I hereby request you to kindly permit me / my Immediate Relative(s) as defined in the Code to Trade in the Securities of the Company, as per details below:

|                                                                                                |  |
|------------------------------------------------------------------------------------------------|--|
| <b>Name of the person who is undertaking the Trade (Designated Person/ Immediate Relative)</b> |  |
| <b>Nature of relationship (Self, spouse, etc.)</b>                                             |  |
| <b>Type of Securities (equity, debentures, etc.)</b>                                           |  |
| <b>Scrip Code / ISIN</b>                                                                       |  |
| <b>Nature of Trade (purchase, sale, pledge, gift, etc.)</b>                                    |  |
| <b>No. of Securities for which approval is being sought</b>                                    |  |

In relation to the above trading, I undertake that:

- (i) I, being a Designated Person, declare that I / my Immediate Relative(s) are not in possession of or privy to any Unpublished Price Sensitive Information ("**UPSI**") up to the time of signing this Undertaking/Declaration.
- (ii) In case I / my Immediate Relative(s) have access to / receive any UPSI before execution of the transaction, I shall inform the Compliance Officer of the change in my position and refrain myself and shall also ensure that my Immediate Relative(s) would completely refrain from Trading in the Securities (including derivatives, if any) of the concerned company till the time such UPSI becomes generally available.
- (iii) I declare that I have not contravened the Code as adopted by the Company from time to time.
- (iv) I undertake to submit the necessary report within two Trading Days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
- (v) I confirm that I have not entered into within the past six months, nor shall enter into within the next six months, an opposite transaction or contra trade in respect of the concerned Securities.
- (vi) I am aware that, I shall be liable to face penal consequences and / or disciplinary action in case the above are found to be misleading or incorrect at any time.
- (vii) I agree to comply with the Code and provide any information relating to the Trade as may be

required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.

(viii) I declare that I have made full and true disclosure in the matter.

Thanking you,

Signature :

Date :

Place :

### FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

To  
 The Compliance Officer  
 Integris Medtech Limited (*formerly known as Integris Health Private Limited*)

In accordance with the Company's Code of Conduct to Regulate, Monitor and Report Trading in the Securities of the Company by Designated Persons ("**Code**"), please see below details of Trades executed pursuant to the pre-clearance granted:

|                                                                                               |  |
|-----------------------------------------------------------------------------------------------|--|
| <b>Name of the person who has undertaken Trade (Designated Person/ Immediate Relative(s))</b> |  |
| <b>Nature of relationship (Self, spouse, etc.)</b>                                            |  |
| <b>Type of Securities (equity, debentures, etc.)</b>                                          |  |
| <b>Scrip Code / ISIN</b>                                                                      |  |
| <b>Nature of Trade (purchase, sale, pledge, gift, etc.)</b>                                   |  |
| <b>Trade Date</b>                                                                             |  |
| <b>No. of Securities dealt with</b>                                                           |  |
| <b>No. of Securities not dealt with</b>                                                       |  |
| <b>Reason for transaction not dealt with</b>                                                  |  |
| <b>Amount of Trade</b>                                                                        |  |

I declare that the above information is correct and that no provisions of the Code and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I request you to take above on records and declare that I have made full and true disclosure in the matter.

Thanking you,

Signature :

Date :

Place :

**FORMAT FOR REPORTING NON-EXECUTION OF TRADES**

To  
 The Compliance Officer  
 Integris Medtech Limited (*formerly known as Integris Health Private Limited*)

In accordance with the Company's Code of Conduct to Regulate, Monitor and Report Trading in the Securities of the Company by Designated Persons ("**Code**"), I wish to inform you that as against the pre-clearance approval granted to me, the transaction for the following Securities of the Company were not executed during approval period, for the reason provided below:

|                                                                                               |  |
|-----------------------------------------------------------------------------------------------|--|
| <b>Name of the person who has undertaken Trade (Designated Person/ Immediate Relative(s))</b> |  |
| <b>Nature of relationship (Self, spouse, etc.)</b>                                            |  |
| <b>PAN</b>                                                                                    |  |
| <b>Approval obtained for total no of Securities</b>                                           |  |
| <b>Type of Securities (equity, debentures, etc.)</b>                                          |  |
| <b>No. of Securities for transaction not executed</b>                                         |  |
| <b>Reason for transaction not executed</b>                                                    |  |

I request you to take above on records and declare that I have made full and true disclosure in the matter.

Thanking you,

Signature :

Date :

Place :

**FORMAT FOR REPORTING LEVEL OF HOLDING IN SECURITIES AS AT THE END OF THE FINANCIAL YEAR**

To

The Compliance Officer

Integris Medtech Limited (*formerly known as Integris Health Private Limited*)

In accordance with the Company's Code of Conduct to Regulate, Monitor and Report Trading in the Securities of the Company by Designated Persons("Code"), please see the details of level of holdings in securities as at the end of the Financial Year \_\_\_\_:

|                                                                                                                                                                     |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Name of the person (Designated Person/ Immediate Relative(s))</b>                                                                                                |  |
| <b>Nature of relationship (Self, spouse, etc.)</b>                                                                                                                  |  |
| <b>PAN</b>                                                                                                                                                          |  |
| <b>Number of shares (including derivatives) as on beginning of the Financial Year i.e. 1st April____</b>                                                            |  |
| <b>Details of Transactions undertaken during the year along with date of pre-clearance/Trading Plan, if any (Pls provide separate details for each transaction)</b> |  |
| <b>Number of shares (including derivatives) as on closure of the Financial Year i.e. 31st March____</b>                                                             |  |

I request you to take above on records and declare that I have made full and true disclosure in the matter.

Thanking you,

Signature :

Date :

Place :

**FORM A**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (b) read with Regulation 6 (2) – Disclosure on becoming a director/KMP/Promoter/Member of Promoter Group]**

**Name of the Company: INTEGRIS MEDTECH LIMITED**

**ISIN of the Company: INE05GT01023**

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Member of the Promoter Group of a listed company and Immediate Relatives of such persons and by other such persons as mentioned in Regulation 6(2)**

| Name, PAN, CIN/DIN & Address with contact nos. | Category of Person (KMP/Director or Promoter or member of the Promoter Group/Immediate Relative / others, etc.) | Date of appointment of Director / KMP OR Date of becoming Promoter /Member of Promoter Group | Securities held at the time of appointment of KMP/ director or upon becoming Promoter/ Member of Promoter Group |     | % of shareholding |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-----|-------------------|
|                                                |                                                                                                                 |                                                                                              | Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)               | No. |                   |
| 1                                              | 2                                                                                                               | 3                                                                                            | 4                                                                                                               | 5   | 6                 |
|                                                |                                                                                                                 |                                                                                              |                                                                                                                 |     |                   |

*Note: “Securities” shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading Regulations, 2015.*

**Details of Open Interest (OI) in derivatives on the Securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the Promoter Group of a listed company and Immediate Relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

| Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the Promoter Group |                                      |                               | Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the Promoter Group |                                      |                               |
|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------|
| Contract specifications                                                                                                                      | Number of units (contracts*lot size) | Notional value in Rupee terms | Contract specifications                                                                                                                      | Number of units (contracts*lot size) | Notional value in Rupee terms |
| 7                                                                                                                                            | 8                                    | 9                             | 10                                                                                                                                           | 11                                   | 12                            |
|                                                                                                                                              |                                      |                               |                                                                                                                                              |                                      |                               |

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options*

Name & Signature:

Designation:

Date:

Place:

**FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(2) read with Regulation 6(2) – Continual disclosure]**

**Name of the Company: INTEGRIS MEDTECH LIMITED**

**ISIN of the Company: INE05GT01023**

| Name<br>PAN<br>No.,<br>CIN/DIN,<br>&<br>address<br>with<br>contact<br>Nos. | Category of<br>Person<br>(Promoters/<br>Member of<br>Promoter<br>Group/<br>Designated<br>Person/<br>Directors/<br>Immediate<br>Relatives<br>/others etc. | Securities held<br>prior to acquisition/<br>disposal                                                                  |                                     | Securities acquired/Disposed                                                                                            |     |       |                                                                                                               | Securities held<br>acquisition/ Disposal                                                                                |                                     | Date of<br>allotment<br>advice/<br>acquisition<br>of shares/<br>sale of<br>shares,<br>specify |    | Date<br>of<br>intimation<br>to<br>company | Mode of<br>acquisition/<br>disposal (on<br>market<br>/public<br>rights/<br>preferential<br>offer/ off<br>market<br>inter-se<br>transfer,<br>ESOPs etc. | Exchange<br>on<br>which<br>the<br>trade<br>was executed |
|----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-----|-------|---------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-----------------------------------------------------------------------------------------------|----|-------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|
|                                                                            |                                                                                                                                                          | Type of<br>security (For<br>e.g. Shares,<br>Warrants,<br>Convertible<br>Debenture,<br>Rights<br>Entitlements<br>etc.) | No. and<br>% of<br>Share<br>holding | Type of<br>security<br>(For e.g.<br>Shares,<br>Warrants,<br>Convertible<br>Debenture,<br>Rights<br>Entitlement<br>etc.) | No. | Value | Transaction<br>Type<br>(Purchase/Sa<br>le/ Pledge/<br>Revocation/<br>Invocation/<br>other- please<br>specify) | Type of<br>security<br>(For e.g.<br>Shares,<br>Warrants,<br>Convertible<br>Debenture,<br>Rights<br>Entitlement<br>etc.) | No. and<br>% of<br>Share<br>holding | From                                                                                          | To |                                           |                                                                                                                                                        |                                                         |
| 1                                                                          | 2                                                                                                                                                        | 3                                                                                                                     | 4                                   | 5                                                                                                                       | 6   | 7     | 8                                                                                                             | 9                                                                                                                       | 10                                  | 11                                                                                            | 12 | 13                                        | 14                                                                                                                                                     | 15                                                      |
|                                                                            |                                                                                                                                                          |                                                                                                                       |                                     |                                                                                                                         |     |       |                                                                                                               |                                                                                                                         |                                     |                                                                                               |    |                                           |                                                                                                                                                        |                                                         |

**Note: (i) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.**

**(ii) Value of transaction excludes taxes/brokerage/any other charges**

Details of trading in derivatives on the Securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

| Trading in derivatives (Specify type of contract, Futures or Options etc.) |                         |               |                                          |                |                                          | Exchange on which the trade was executed |
|----------------------------------------------------------------------------|-------------------------|---------------|------------------------------------------|----------------|------------------------------------------|------------------------------------------|
| Type of contract                                                           | Contract specifications | Buy           |                                          | Sell           |                                          |                                          |
|                                                                            |                         | Nominal Value | Number of units<br>(Contracts *lot size) | Notional Value | Number of units<br>(Contracts *lot size) |                                          |
| 16                                                                         | 17                      | 18            | 19                                       | 20             | 21                                       | 22                                       |
|                                                                            |                         |               |                                          |                |                                          |                                          |

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:  
Designation:  
Date:  
Place: