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

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Version History

Version	Approval Date	Effective Date	Approval Authority
1	28.05.2026	Date of filing of Red Herring Prospectus	Board of Directors

Introduction

The Board of Directors of Integris Medtech Limited (*formerly known as Integris Health Private Limited*) ("**Company**" and such board of directors, the "**Board**") has formed this "*Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information*" ("**Code**") in compliance with regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**PIT Regulations**") read with Schedule A of the PIT Regulations.

Capitalised terms used but not defined in this Code shall have the meaning as ascribed to them in the Company's Code of Conduct to Regulate, Monitor and Report Trading in the Securities of the Company by Designated Persons ("**Insider Code**") and / or the PIT Regulations.

1. Objective

The objective of the Code is to preserve the confidentiality of the unpublished price sensitive information in relation to the Company and / or its Securities("**UPSI**") and establish a framework to ensure timely and adequate disclosure of UPSI which would impact the price of Securities, maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.

2. Chief Investor Relations Officer

The Compliance Officer shall act as the Chief Investor Relation Officer (CIRO), who would be responsible to ensure timely, adequate, uniform and universal dissemination of information and disclosure of UPSI pursuant to this Code as required under the PIT Regulations so as to avoid selective disclosures.

3. Principles of Fair Disclosure

Under this Code, the Company will ensure the following principles, in disclosing UPSI:

3.1 Prompt public disclosure of Unpublished Price Sensitive Information

Prompt public disclosure of all UPSI (intended to be made public, or are required to be made public as per law) that may impact price discovery, as soon as credible and concrete information comes into being, so that such information is generally available. For the purposes of timely disclosures of UPSI and other material events, the Company shall follow the timelines as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3.2 Uniform and universal dissemination of UPSI

UPSI will be disseminated uniformly and universally to all stakeholders through stock exchanges where the Securities of the Company are listed. Additionally, the same may also be posted on the official website of the Company as per applicable laws. In case UPSI gets disclosed selectively, inadvertently or otherwise, the Company shall take the necessary corrective action, including informing the stock exchanges, to make the information publicly available in accordance with applicable laws. Should any dissemination of information on behalf of the Company take place, out of accidental omission, selectively, inadvertently or otherwise by any Employee / Official/ Director of the Company, then such Employee/ Official/Director shall forthwith inform the CIRO about such disclosure, irrespective of the fact whether such information is UPSI or not.

3.3 Response to market rumours/ queries on news reports

Appropriate, fair and prompt response shall be submitted to queries and/ or requests for verification of market rumors received from regulatory authorities or otherwise, in line with the applicable regulatory framework by CIRO/ Compliance Officer in consultation with the Chief Executive Officer and Chief Financial Officer of the Company

3.4 Sharing of information and disclosure of proceedings of meetings with analysts/ investors

(i) The Company will ensure that information shared with analysts, research personnel, and institutional investors, as part of any engagement/ interaction with them, does not contain any UPSI. If any UPSI is shared with analysts, research personnel and institutional investors, the same should be simultaneously made public by way of disclosure to the stock exchanges as well as on the website of the Company, in line with the applicable regulatory framework.

(ii) The Company will also ensure that appropriate systems are in place, and it follows industry best practices so as to record the transcripts of conference call(s) and meetings held between the management of the Company and the analysts and other investor relations conferences and disclose it to the stock exchanges and host it on the website of the Company, in line with the applicable regulatory framework.

(iii) Extra caution shall be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Any unanticipated questions may be noted, and a considered response be given later on. If the answer includes UPSI, a public announcement/ dissemination should be made in the manner set out under paragraph 3.2 above before responding

(iv) The Company will follow best practices to make adequate disclosures on the official website to ensure that official confirmation and documentation of disclosures is made.

3.5 Handling of UPSI on a need-to-know basis

(i) All UPSI shall be made available to relevant persons / entities strictly on a need-to-know basis, and in line with any other applicable codes, policies and procedures of the Company, including, specifically, this Code and the Insider Code.
(ii) No UPSI shall be communicated by Employees, Directors and Insiders of the Company to any person except in furtherance of his / her legitimate purposes, performance of duties or disclosure of his / her legal obligations.
(iii) No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or its Securities, except in furtherance of legitimate purposes, performances of

his / her duties or discharge of his / her legal obligations.

(iv) The Company will, on an on-going basis, sensitise and educate its employees, Designated Persons and management on dealing with information, including UPSI, strictly on a need-to-know basis.

(v) For sharing of UPSI within the Company or with external parties for genuine business purpose, all compliances in terms of the PIT Regulations will be duly observed.

4. Policy for determination of 'Legitimate Purpose'

4.1. The PIT Regulations recognise that UPSI may be required to be shared or communicated for certain genuine business purposes, i.e., legitimate purposes, performance of duties or discharge of legal obligations. The PIT Regulations clarify that 'legitimate purpose' shall include sharing of UPSI in the ordinary course of business by an Insider with any person including but not limited to partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of information is not done to evade or circumvent the prohibitions of the PIT Regulations.

4.2. The scope of 'legitimate purpose' under the PIT Regulations is an inclusive one, and accordingly, its determination would be a subjective assessment basis the facts and circumstance of each case. Thus, it is not possible or feasible to set out a list of events that will constitute 'legitimate purpose' at all times, for the purposes of sharing UPSI.

4.3. Thus, having regard to the fiduciary obligations cast on the Board, and with a view to ensuring that any sharing of UPSI takes place in a responsible manner, in line with the spirit of the PIT Regulations, the Board has set out the below procedure to provide the guiding principles and the approach to be followed while considering if UPSI is to be shared in a given set of circumstances.

A. Assessment of the purpose for which UPSI is proposed to be shared

(i) For this purpose, it will be critical to assess the circumstances requiring the sharing of UPSI, and whether the sharing of UPSI satisfies the below requirements:

(a) Sharing of UPSI is in the best interest of the Company and is without any intention of making a profit/ avoiding a loss/ misusing the information in an illegal manner; and

(b) Sharing of UPSI is in furtherance of a genuine corporate/ business purpose, or, for enabling the Company to discharge it legal obligations, including compliance with law, regulatory directions, judicial orders, etc.

(ii) Provided that any such sharing of UPSI should not be carried out to evade or circumvent the prohibition provided under the PIT Regulations.

(iii) Further, while deciding if sharing of UPSI is in furtherance of legitimate purpose, due regard shall be given to the matters affecting the Company at the relevant time, and the information that is generally available about the Company at the relevant time.

(iv) In case UPSI is proposed to be shared for several purposes, each such purpose should be evaluated on its merits, in line with the principles laid down in this Code.

B. Analysing the nature of UPSI proposed to be shared in the context of a legitimate purpose

The nature and extent of UPSI proposed to be shared should be subject to appropriate evaluation, and assessment as to whether such sharing is commensurate with the objective sought to be achieved.

C. Identifying the persons with whom UPSI is proposed to be shared

In line with regulatory obligations, the Company should obtain the necessary details in relation to the persons (legal or natural) with whom UPSI is proposed to be shared, including, name, address, email, Permanent Account Number ("**PAN**"), or any other identifier authorised by law, where PAN is not available; and such other documents as may be deemed fit/specified under PIT Regulations. While dealing with legal entities, appropriate details of the individual representatives of such legal entities are to be obtained and maintained.

D. Issue of Notice to the recipient of UPSI

(i) UPSI shall be shared only on a need to know basis, post executing the non-disclosure/ confidentiality agreement or on serving notices of confidentiality to the recipient of the UPSI.

(ii) The recipient of such UPSI shall be considered as an "Insider" for purposes of PIT Regulations and will have a duty and responsibility to maintain its confidentiality.

(iii) Such recipient shall keep information so received confidential, except for the limited purpose as defined in this Code and shall not otherwise trade in securities of the Company when in possession of UPSI or even communicate UPSI.

(iv) The recipient must extend all cooperation to the Company in this regard, including for the purpose of maintenance of the structured digital database.

(v) In case the recipient is an intermediary or a fiduciary, it must also adopt a code of conduct in terms of Regulation 9 of the PIT Regulations, so as to inter alia ensure that it accords adequate protection to the UPSI, as prescribed.

E. Structured Digital Database

The Company will maintain a structured digital database in due compliance with PIT Regulations.

F. Illustrative list of instances considered as legitimate purpose

(i) In following cases which are illustrative in nature, sharing of UPSI would be considered as for legitimate purpose:

(a) In connection with any investigation, inquiry or request for information by statutory or governmental authorities. For example: Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, Securities and Exchange Board of India ("**SEBI**"), stock exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.

(b) Under any proceedings or pursuant to any order of courts or tribunals.

(c) As part of compliance with applicable laws, regulations, rules and requirements.

(d) Assessing strategic alliances and opportunities, including through merger, amalgamation or restructuring of the Company.

(e) Where information is required to be shared for *bona fide* business/ commercial/ operational/ management/ strategic advisory purposes pertaining to the Company, etc.

(ii) It is clarified that information may be shared by the Company, from time to time, in the ordinary course of its business with persons/ entities including, the fiduciaries, intermediaries, the advisers and service providers, viz., auditors, merchant bankers and legal advisers/ consultants of the Company etc. in line with the aforementioned principles.

5. Miscellaneous

5.1. 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.

5.2. 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 placed before the Board at the next meeting of the Board for noting and ratification.

5.3. This Code shall be published on official website of the Company. Further, this Code and every subsequent amendment made to the same shall be promptly intimated to the stock exchanges.

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