CODE OF CONDUCT FOR BOARD MEMBERS, KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT

OF

INTEGRIS MEDTECH LIMITED

(*FORMERLY KNOWN AS INTEGRIS HEALTH PRIVATE LIMITED*)

Version History

Version	Approved By	Effective Date	Approval Date
1	Board of Directors	With effect from the date of listing of the equity shares of the Company on BSE Limited and National Stock Exchange of India Limited.	08.10.2025
2	Board of Directors	With effect from the date of listing of the equity shares of the Company on BSE Limited and National Stock Exchange of India Limited.	28.05.2026

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1. Introduction

Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the relevant provisions of the Companies Act, 2013, (**"Companies Act")** as amended from time to time, the Board of Directors of a Company are required to lay down a Code of Conduct for all members of the Board of Directors and the Senior Management of the listed entity.

In compliance with the SEBI Listing Regulations and Companies Act, the Company has formulated this Code of Conduct for Board members, Key Managerial Personnel & Senior Management ("**Code**").

2. Definitions and Interpretation

2.1 The following terms used in this Code shall have the meaning assigned herein:

(i) **"Applicable Laws"** shall mean the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, as amended from time to time and such other act, rules or regulations which deal with the code of conduct for Board Members, Key Managerial Personnel, and Senior Management Personnel of a company listed in India.

(ii) **"Board"** or **"Board of Directors"** shall mean the board of directors of the Company.

(iii) **"Companies Act"** shall mean the Companies Act, 2013, and rules and regulations issued thereunder, as amended from time to time.

(iv) **"Company"** shall mean Integris Medtech Limited (formerly known as Integris Health Private Limited).

(v) **"Compliance Officer"** shall mean the company secretary and compliance officer of the Company, unless a compliance officer is appointed specifically for this purpose, by the Board.

(vi) **"Directors"** shall mean, collectively, the directors of the Company.

(vii) **"Key Managerial Personnel" or "KMP" shall** mean**:**

(a) the Chief Executive Officer, or the Managing Director or the Manager;
(b) the Company Secretary;
(c) the Whole-Time Director(s);
(d) the Chief Financial Officer;
(e) such other officers not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and

(f) such other officer as may be prescribed under the rules framed under the Companies Act.

(viii) "**Senior Management**" or "**Senior Management Personnel**" or "**SMP**" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

(ix) **"Code"** or **"Code of Conduct"** shall mean this Code of Conduct for the Board Members, Key Managerial Personnel and Senior Management.

2.2 Unless defined expressly herein, all capitalized terms used in this Code shall have the meanings assigned to them under the Companies Act and SEBI Listing Regulations, as amended from time to time.

3. Purpose

3.1 The objective of this Code of Conduct is to set standards for business conduct such that the Directors, the KMPs and the Senior Management may act in accordance with the Applicable Laws along with the highest standards of personal and professional integrity, honesty, values and ethical conduct, while working for and on behalf of the Company. The matters covered in this Code are of utmost importance to the Company, the shareholders and other stakeholders of the Company as they will ensure an ethical and transparent process in managing the affairs of the Company.

3.2 The rules and principles set forth in this Code of Conduct are general in nature, and compliance with this Code of Conduct shall be read with Applicable Laws, and the policies and procedures of the Company, including the whistle blower policy adopted by the Company. The Directors, KMP and Senior Management may contact the Compliance Officer for the purposes of this Code of Conduct for assistance in interpreting the requirements of this Code of Conduct. All Directors, KMP and Senior Management shall affirm compliance with this Code of Conduct on an annual basis.

4. Code of Conduct

4.1 <u>Standards of Conduct</u>

The Directors, KMP and Senior Management shall conduct the business of the Company in a transparent, professional, and fiduciary manner on the following parameters:

(i) demonstrate the highest standards of integrity, business ethics, and corporate governance;

(ii) perform their roles with competence, diligence, honesty, confidentiality, legality, in good faith and in the best interests of the Company and its shareholders;

(iii) not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or brings discredit to the Company. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interests must be avoided at all costs;

(iv) not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company;

(v) protect and use the Company's assets, proprietary information and resources for legitimate business purposes only;

(vi) give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgement(s); and

(vii) Not discriminate amongst employees on the basis of colour, race, religion, caste, creed or sex and must provide equal opportunity to all.

4.2 **<u>Other Responsibilities</u>**

4.2.1 The Directors, KMP and Senior Management shall:

(i) undertake and participate in any relevant induction sessions and shall regularly update and refresh their skills, knowledge and familiarity with the Company's policies and processes;

(ii) ensure that adequate disclosures are made before entering into any related party transactions;

(iii) avoid actual and apparent conflicts of interest and shall disclose their interest in the contracts entered by the Company, if any;

(iv) not take for themselves personally, opportunities that are discovered through the use of Company's property, information, or position or compete directly with the business of the Company or with any business that the Company is considering;

(v) not receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favors for the conduct of its business. However, the Directors, KMP and SMP may accept and offer gifts as per the policies of the Company.

(vi) respect the confidentiality of the information acquired during the course of their service/employment and in their capacity as officials/representatives of the Company;

(vii) report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct in accordance with the Whistle Blower Policy of the Company; and

(viii) act in utmost good faith and exercise due care, diligence and personal and professional integrity in the performance of their official duties and responsibilities and shall in no event compromise their independence of judgement.

4.3 **Duties of Directors**

All the Directors shall discharge their duties as per the Applicable Laws. Further they shall also comply with the various policies, guidelines and codes formulated by the Company in compliance with the Listing Regulations and other applicable provisions including the Company's policy on insider trading and procedures for fair disclosure.

4.4 **Duties of Independent Directors**

4.4.1 The duties of the independent directors shall be as per the Applicable Laws and shall include the following:

(i) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company
(ii) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
(iii) strive to attend all meetings of the Board and of the committees of the Board, which the independent director(s) is/are a member of;
(iv) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
(v) strive to attend the general meetings of the Company;
(vi) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the meeting of Board;
(vii) keep themselves well informed about the Company and the external environment in which it operates;
(viii) not unfairly obstruct the functioning of the properly constituted Board (or committees of the Board);
(ix) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interests of the Company;
(x) ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person(s) who use such mechanism are not prejudicially affected on account of such use;
(xi) report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy, if any;
(xii) act within his / her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
(xiii) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by the Applicable Laws.

5. Disclosure by Board of Directors, KMP and Senior Management

5.1 In adherence to SEBI Listing Regulations, the Directors, KMP and Senior Management shall make disclosures to the Board of Directors relating to all material, financial and commercial transactions where they have a personal interest that may potentially conflict with the interest of the Company at large.

For the aforesaid purpose, conflict of interest relates to dealing in the shares of the Company, commercial dealings with bodies, which have shareholding of management and their relatives etc.

5.2 The Board shall ensure that periodic training and awareness sessions are conducted to familiarize the Directors, KMP and Senior Management with the principles, standards, and responsibilities outlined in the Code of Conduct.

5.3 A violation of this Code of Conduct may result in disciplinary action such as termination from the association/ employment with the Company, suspension, or demotion, as may be deemed necessary.

6. Amendment and Limitation

6.1 The Board is, subject to Applicable Laws, entitled to amend, suspend or rescind this Code of Conduct at any time. Any difficulties or ambiguities in the Code of Conduct shall be resolved by the Board in line with the broad intent of the Code of Conduct. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Code of Conduct.

6.2 In case of any inconsistency between the terms of this Code, SEBI Listing Regulations and the Companies Act, the provisions of the SEBI Listing Regulations and Companies Act shall prevail. Any subsequent amendment/modification in the SEBI Listing Regulations, Companies Act and/or Applicable Laws in this regard shall automatically apply to this Code.

7. Disclosure, Acknowledgment and Annual Affirmation

7.1 This Code shall be hosted on the website of the Company at https://integrismedtech.com/investors/. The necessary disclosures, if any, about the Policy or in relation to the Policy shall be made available on the website of the Company in compliance with the SEBI Listing Regulations.

7.2 The Directors, KMP and Senior Management shall acknowledge the receipt of this Code of Conduct indicating that they have received, read and understood, and agreed to comply with the Code.

7.3 It is obligatory on the part of every person covered under this Code of Conduct to make an annual disclosure under this Code of Conduct affirming their adherence to the Code on an annual basis. This disclosure shall be made to the Compliance Officer in the format annexed as **Appendix I**.

Appendix I

To

The Company Secretary and Compliance Officer
Integris Medtech Limited (*formerly known as Integris Health Private Limited*)

Annual Compliance Report

Dear Sir,

I do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Company's Code of Conduct for Board Members, Key Managerial Personnel & Senior Management during the financial year ended March 31, [•].

[•]

Signature

Name: [•]
Designation: [•]
Address: [•]
DIN: [•]
Date: [•]
Place: [•]