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

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION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

Background

Regulation 9A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended ("**PIT Regulations**") mandates every listed company to formulate a written policy and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information ("**UPSI**") and initiate appropriate inquiries on becoming aware of leak or suspected leak of UPSI and inform Securities and Exchange Board of India ("**SEBI**") promptly of such leaks, inquiries and results of such inquiries. In this regard, Board of Directors of Integris Medtech Limited (*formerly known as Integris Health Private Limited*) ("**Company**") has laid down this policy and procedure for inquiry in case of leak or suspected leak of UPSI ("**Policy**").

The Board of Directors of the Company (the "**Board**") acknowledges that the contours of an inquiry into any leak or suspected leak of UPSI would have to be determined in accordance with the facts and circumstances of each such case and that accordingly, it is not viable to prescribe a standard operating procedure that would strictly apply in every instance of an inquiry. In fact, it is important to keep the inquiry process dynamic to ensure that it appropriately examines all relevant aspects that may arise in different cases.

In view of the above, this Policy sets out the broad principles that the Company will follow for the purposes of examining any case of leak or suspected leak of UPSI. It is clarified that while an inquiry in case of a leak, or suspected leak of UPSI may be undertaken through various modes, it will adhere to the key standards set out below.

Definitions:

"Inquiry Committee" shall mean the Whistleblower Committee as defined under the Company's Whistleblower Policy/ Vigil Mechanism to investigate instances of a leak/suspected Leak of UPSI in accordance with the principles laid down in this Policy.

"**Leak of UPSI**" shall refer to such communication of information by any Insider, employee & Designated Person of the Company, or any other known or unknown person to any other person, directly or indirectly, by virtue of which UPSI is made available or becomes available, by any means or mode before its official publication or announcement or formal circulation in the public domain, except for legitimate purposes, the performance of duties or discharge of legal obligations.

Capitalised terms not defined herein shall have the meaning assigned to them under the Code of Conduct to Regulate, Monitor and Report Trading in the Securities by Designated Persons of the Company ("**Code**") / PIT Regulations.

1. Procedure for inquiry in case of Leak or suspected Leak of UPSI

1.1 **Source of information relating to leak or suspected Leak of UPSI**

Upon being apprised of an actual or suspected Leak of UPSI, such as, by way of:

(i) communication received from regulatory authorities; or
(ii) a written complaint and / or communication received from a whistle-blower; or
(iii) Company's own systems / internal monitoring, etc.,

the Inquiry Committee will assess if the matter merits any inquiry.

For the avoidance of doubt, it is clarified that inferences based on media reports, observations by analysts or mere market rumors will not be the sole grounds for the purposes of initiating a preliminary inquiry, and Inquiry Committee in consultation with Audit Committee have the discretion to decide if a preliminary inquiry is required to be undertaken, in each such case.

1.2 Preliminary Inquiry

1.2.1 In the event, the Inquiry Committee determines that the matter warrants an inquiry, it will look into the matter, and analyse the accuracy of the allegation / suspicion of Leak of UPSI ("**Preliminary Inquiry**") by taking the necessary steps, such as:

(i) undertaking an assessment of the source and type of the complaint / allegation;
(ii) undertaking an analysis of: (a) the nature of the UPSI that was leaked or allegedly leaked, to determine the scope of assessment; (b) the parties who could have had access to it; and (c) the manner in which it could have been leaked; and
(iii) conducting interviews with the complainant, in the event his / her identity is known, as well as with other relevant stakeholders, in connection with the matter.

1.2.2 Basis the outcome of the Preliminary Inquiry, the Inquiry Committee will determine if:

(i) the allegations / suspicions are baseless or frivolous, and require no further action, or
(ii) the matter requires further internal inquiry and investigation.

1.2.3 The Inquiry Committee will report its findings of Preliminary Inquiry to the Audit Committee, along with a summary of the process followed, its recommendations and reasons thereof within 7 working days from the date of becoming aware of or receipt of a communication/complaint. This period can be extended by Chairperson of the Audit Committee if the circumstances so warrant. Basis the report and recommendations of the Inquiry Committee, the Audit Committee will discuss and decide if the matter requires further inquiry.

1.3 Inquiry

1.3.1 If in the opinion of the Audit Committee, the Preliminary Inquiry report warrants further inquiry, the same shall be submitted to Inquiry Committee for detailed inquiry ("**Inquiry**").

1.3.2 The Inquiry Committee will conduct the Inquiry and take all requisite steps, including but not limited to, the following:

(i) determining the medium through which the leaked UPSI was disclosed and / or communicated;
(ii) conducting a confidential and non-intrusive review of the activities and roles of the individuals / parties who typically handled, or had knowledge of, the UPSI in question, including by way of reviewing the available documentation in this regard, audit trails as well as conducting interviews, where necessary;
(iii) appointing external advisors / consultants / professionals etc. to assist in the conduct and / or advise on the Inquiry, including, undertaking forensic investigation, where necessary; and
(iv) reviewing and re-assessing the internal controls and processes implemented by the Company for identifying deficiencies / fault lines if any, in such controls and measures, and recommending improvements to the same.

1.3.3 The Inquiry Committee will ensure that the details of the Inquiry (including, the Preliminary Inquiry) are shared with the relevant internal and external stakeholders strictly on a "need to know" basis. In cases where the complaint is received from a whistle-blower, the Inquiry Committee will ensure confidentiality of the identity of the whistle-blower.

1.3.4 In conducting the Inquiry, the Inquiry Committee will have due regard to the principles of natural justice. Accordingly, the Inquiry Committee will provide an opportunity of being heard and making submissions, etc., to the persons against whom allegations of Leak of UPSI have been levelled. The Inquiry Committee will be required to consider the same while arriving at its conclusions.

1.4 Conclusion of Inquiry

1.4.1 The Inquiry Committee will take reasonable efforts to conclude the Inquiry within a period of 30 days from its commencement of Inquiry. This period can be extended by Chairperson of the Audit Committee if the circumstances so warrant.

1.4.2 Upon the conclusion of the Inquiry:

(i) the Inquiry Committee will update the Audit Committee of its findings, along with a brief summary of the details of the investigation, processes adopted, etc.

(ii) if the Inquiry Committee is of the opinion that a Leak of UPSI has occurred and it has determined the party responsible for, or involved in, it will make suitable recommendations to the Audit Committee regarding appropriate disciplinary and penal action and any other steps it deems fit and necessary such as warning, suspension, withholding of promotion, termination of the employment, recovery of profit and disqualification from future participation in the employee stock options scheme (if any), monetary penalty, legal Action, etc. that may be taken in that regard.

(iii) The Audit Committee, may impose disciplinary and / or penal measure(s) as recommended by the Inquiry Committee above and any other steps it deems necessary including but not limited to the action set out under the Code, in respect of the persons identified as being responsible for the Leak of UPSI. In arriving at its decision, the Audit Committee may, depending upon the facts and circumstances of the matter, keep the Board informed of the developments regarding such leak or suspected leak of UPSI and seek advice / consult the Board, as appropriate.

(iv) It is clarified that any action taken by the Securities and Exchange Board of India ("**SEBI**") for violation of the PIT Regulations and any other applicable law will not preclude the Company from taking any action in accordance with the recommendations of the Inquiry Committee.

(v) The Company will promptly inform SEBI, stock exchanges and such other regulatory authority or institution as required by law, of such leaks, Inquiry, and result of such Inquiry.

(vi) This Policy shall not in any way preclude any referrals, complaints, measures, actions etc. which can be, or which are available under the existing Whistle Blower Policy of the Company. This Policy should be read in conjunction with the processes and procedures framed internally by the Company concerning prohibition of insider trading.

2. Miscellaneous

(i) The Board reserves the power to review and amend this Policy from time to time. All provisions of this Policy 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 Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

(ii) The Chief Executive Officer, Chief Financial Officer and the Compliance Officer of the Company are jointly authorized to amend the Policy to give effect to any changes/amendments issued by relevant statutory, governmental and regulatory authorities, from time to time and such amended Policy shall be placed before the next meeting of the Board for noting and ratification.

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