# POLICY ON MATERIAL SUBSIDIARY

**OF**

**INTEGRIS MEDTECH LIMITED**

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

**Version History**

| Version | Approved By | Effective Date | Approval Date |
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| 1 | Board of Directors | 08.10.2025 | 08.10.2025 |
| 2 | Board of Directors | 28.05.2026 | 28.05.2026 |

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## 1. Introduction

Pursuant to Explanation to Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") as amended from time to time, a listed company is required to devise a policy for determining a Material Subsidiary. In compliance with the SEBI Listing Regulations, the Company has formulated this policy for determining a Material Subsidiary ("**Policy**").

## 2. Definitions and Interpretation

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

(i) "**Audit Committee**" means the committee formed under Section 177 of the Companies Act, 2013.

(ii) "**Board**" shall mean the board of directors of the Company;

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

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

(v) "**Director(s)**" shall mean a member of the Board;

(vi) "**Insolvency Code"** shall mean the Insolvency and Bankruptcy Code of India, 2016, as amended from time to time.

(vii) "**Material Subsidiary**" shall mean as provided in the SEBI Listing Regulations, a subsidiary, whose turnover or net worth exceeds 10% (ten percent) of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

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

(ix) "**Subsidiary**" shall have the same meaning as ascribed to it under section 2(87) of the Companies Act, 2013 and the rules made thereunder.

2.2. Unless defined expressly herein, all capitalized terms used in this Policy shall have the meanings assigned to them under the Companies Act and rules made thereunder, SEBI Listing Regulations, Securities Contracts (Regulation) Act, 1956 or the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.

## 3. Purpose

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

## 4. Corporate governance requirements

4.1. Appointment of Independent Director:

(i) At least one independent Director on the Board of the Company shall be appointed as a Director on the Board of Directors of an unlisted Material Subsidiary, whether incorporated in India or not.

Notwithstanding anything contrary contained in this Policy, for the purpose of the requirements for appointment of independent Director under Clause 4.1(i) of this Policy, the term "Material Subsidiary" *shall mean a subsidiary, whose turnover or net worth exceeds 20% (twenty percent) of the consolidated turnover or net worth respectively, of the Company and its Subsidiaries in the immediately preceding accounting year*.

4.2. Matter to be reviewed by the Audit Committee:

The Audit Committee shall review:

(i) the financial statements, in particular, the investments made by the unlisted subsidiary.

(ii) Utilization of loans and/ or advances from/investment in the subsidiary exceeding Rs. 100 crore (Indian Rupees One Hundred Crores) or 10% (ten percent) of the asset size of the Subsidiary, whichever is lower including existing loans/ advances/ investments.

(iii) on an annual basis such details/ information as may be required to determine the 'Material Subsidiaries' and make suitable recommendations to the Board.

(iv) any other matters as it may be considered necessary such as outstanding litigation, regulatory compliance framework, and material registrations and in the format as prescribed by the Audit Committee.

4.3. Matter to be reviewed by the Board:

(i) The minutes of the meetings of the Board of Directors of the unlisted Subsidiary shall be placed at the meeting of the Board for their review and consideration.

(ii) The management of the unlisted Subsidiary shall periodically bring to the notice of the Board, a statement of all Significant Transactions and Arrangements entered into by the unlisted Subsidiary.

4.4. Disposal of shares or assets of Material Subsidiary:

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

(ii) The Company shall not sell, dispose and lease assets amounting to more than 20% (twenty percent) of the assets of the Material Subsidiary on an aggregate basis during a financial year without prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a court/tribunal or under a resolution plan duly approved under Section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved. However, nothing contained in this clause shall be applicable if such sale, disposal or lease of assets is between two wholly owned subsidiaries of the Company.

4.5. Secretarial Audit

The Company and its unlisted Material Subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a peer reviewed Company Secretary; and the Company shall annex with its annual report, a Secretarial Audit Report.

4.6. Disclosure under Regulation 30 of the SEBI Listing Regulations

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

## 5. Review, Amendment and Limitation

5.1. This Policy shall be reviewed by the Board on a periodical basis or at such time intervals as may be prescribed under the Companies Act, SEBI Listing Regulations and/or any applicable law.

5.2. The Board may, from time to time, make amendments to this Policy to the extent required due to changes in applicable laws and/or regulations or as deemed fit on a review.

5.3. In case of any inconsistency between the terms of this Policy, 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 Policy.

## 6. Disclosure

This Policy shall be hosted on the website of the Company at https://integrismedtech.com/investors/ and a web link thereto shall be provided in the annual report, if required, under the applicable law. 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.