POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND DEALING WITH RELATED PARTY TRANSACTIONS 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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Table of Contents

1. Introduction

Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") as amended from time to time, the Company is required to formulate a policy on materiality of Related Party Transactions and on dealing with Related Party Transactions including clear threshold limits duly approved by the Board of Directors ("**Policy**").

2. Definitions and Interpretation

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

(i) "**Arm's length transaction**" means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

(ii) "**Audit Committee**" means the audit committee of the board of directors of the Company.

(iii) "**Board**" means the Board of directors of the Company.

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

(v) "**Company**" means Integris Medtech Limited (formerly known As Integris Health Private Limited).

(vi) "**Key Managerial Personnel**" or "**KMPs**" means Key Managerial Personnel as defined under Section 2(51) of the Companies Act.

(vii) "**Material Modification**" to any Related Party Transaction shall mean any modification made in the value/ exposure of any ongoing or proposed Related Party Transaction, as originally approved by the Audit Committee and/or shareholders, which has the effect of variation in the approved value of the transaction, by 20% or more or by which the transaction ceases to be in ordinary course and/or on arm's length basis or such other parameter as may be determined by the Audit Committee from time to time.

(viii) "**Material Related Party Transaction**" means a transaction with a Related Party which is defined as 'material' under Regulation 23 of the SEBI Listing Regulations.

(ix) "**Ordinary Course of Business**" with reference to a transaction with a Related Party means a transaction which satisfies any of the following criteria:

(a) The memorandum of association of the Company should cover such transaction;
(b) There are previous instances of the Company having carried out such transaction;
(c) These transactions are frequent over a period of time;
(d) The transactions are in furtherance of the business objectives of the Company or are important to the business objective of the Company;

(e) The transactions are a part of the standard industry practices or are usual transactions in the industry in which the Company operates in order to conduct business operations.

(x) "**Related Party**" means 'related party' as defined in Section 2(76) of the Companies Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.

(xi) "**Related Party Transaction"** or "**RPT**" for the purpose of the Companies Act, means specified transaction mentioned in Section 188 of the Companies Act; and for the purpose of the SEBI Listing Regulations, means a transaction as defined in Regulation 2(1)(zc) of the SEBI Listing Regulations.

(xii) "**Relative**" means any person as per Section 2(77) of the Companies Act and rules prescribed thereunder and as per Regulation 2(1) (zd) of the SEBI Listing Regulations.

(xiii) "**SEBI Act**" shall mean the Securities and Exchange Board of India Act, 1992, as amended from time to time.

2.2 Unless defined expressly herein, all capitalized terms used in this Policy shall have the meanings assigned to them under the Companies Act, SEBI Act and SEBI Listing Regulations, the Indian Accounting Standards or any other relevant legislation / law applicable to the Company.

3. Purpose

Related Party Transactions can result in potential or actual conflicts of interest. Such transactions are appropriate only if they are in the best interest of the Company. In order to ensure the same and to set forth the procedure for entering into and execution of Related Party Transactions, the Board has adopted this Policy.

4. Dealing with Related Party Transactions

4.1. Identification of Related Parties

(i) The Company shall periodically identify and update the list of related parties as prescribed under Section 2(76) of the Companies Act read with the rules framed thereunder and Regulation 2(1)(zb) of the SEBI Listing Regulations.

(ii) Every Director and Key Managerial Personnel shall, at the time of appointment, annually and whenever there is any change in the information already submitted, provide the requisite information about all persons, firms, entities in which he is interested, whether directly or indirectly, to the Company Secretary.

(iii) On the basis of the above-referred information received and basis the Companies Act and the SEBI Listing Regulations, the Company shall periodically identify and update the list of related parties.

(iv) Based on the aforesaid list of Related Parties, every department shall, prior to entering into any contract or arrangement with a Related Party, ascertain whether the proposed contract or arrangement satisfies the approval mechanism prescribed under this Policy.

(v) The contract / arrangement shall not be entered into without the necessary approval from the Audit Committee / Board / shareholders, as the case may be. Compliance with this condition shall strictly be adhered to by the concerned department proposing the underlying contract or arrangement.

4.2. **Identification of Related Party Transactions**

(i) The Company shall identify Related Party Transactions for the purposes of Section 177 and Section 188 of the Companies Act and Regulation 2(1)(zc) of the SEBI Listing Regulations.

(ii) The Company shall also determine whether the transaction(s) is in the Ordinary Course of Business and at arm's length basis and for this purpose, the Company may seek Independent external advice/ certification/ valuation, if necessary.

5. Approval of Related Party Transactions

5.1. **Audit Committee**

(i) Unless otherwise exempted under the Applicable Law and subject to the provisions of this Policy, all Related Party Transactions and subsequent Material Modifications shall require prior approval of the Audit Committee. Only those members of the Audit Committee, who are independent directors, shall approve Related Party Transactions. Any member of the Audit Committee who has any interest in any RPTs shall recuse themself and abstain from discussion and voting on the approval of RPTs.

(ii) All Related Party Transactions to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the Company if the value of such RPTs (whether entered into individually or taken together with previous transactions) exceeds the statutory limits prescribed in the SEBI Listing Regulation.

(iii) Above prior approval of the Audit Committee of the Company shall not be required in the following cases: (a) where the subsidiary of the Company is a listed entity and Regulations 23 and 15(2) of the SEBI Listing Regulations are applicable to such listed subsidiary; and (b) for remuneration and sitting fees paid by the Company or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, provided that the same is not material in terms of Regulation 23(1) of SEBI Listing Regulations.

(iv) The members of the Audit Committee, who are independent directors, may ratify Related Party Transactions within three months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier, subject to the following conditions: (a) the value of the ratified transaction(s) with a Related Party, whether entered into individually or taken together, during a financial year shall not exceed INR 1 crore; (b) the transaction is not material in terms of Regulation 23(1) of SEBI Listing Regulations; (c) rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee at the time of seeking ratification; (d) the details of ratification shall be disclosed along with the disclosures of Related Party Transactions in terms of the SEBI Listing Regulations; and (e) any other condition as specified by the Audit Committee.

Provided that failure to seek ratification of the Audit Committee shall render the transaction voidable at the option of the Audit Committee and if the transaction is with a Related Party to any director, or is authorized by any other director, the director(s) concerned shall indemnify the Company against any loss incurred by it.

(v) Omnibus Approval: The Audit Committee of the Company may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company or its subsidiary subject to the following conditions:

(a) The Audit Committee shall, after seeking guidance from the Board, specify the criteria for granting omnibus approval in line with this Policy and such approval shall be applicable in respect of transactions which are repetitive in nature.
(b) The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company.
(c) Such omnibus approval shall specify: (a) The name/s of the Related Party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into; (b) The indicative base price / current contracted price and the formula for variation in the price if any; (c) Maximum value of the transaction, in aggregate, which can be allowed under the omnibus route in a year; (d) The maximum value per transaction which can be allowed;(e) Extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval; (f) Review, at such intervals as the Audit Committee may deem fit, Related Party; transaction entered into by the Company pursuant to each omnibus approval made; (g) Transactions which cannot be subject to the omnibus approval by the Audit Committee; and (h) Such other conditions as the Audit Committee may deem fit.
(d) Provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1 crore per transaction.
(e) Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company or its subsidiary pursuant to each of the omnibus approvals given.
(f) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

5.2. **Board of Directors**

(i) A Related Party Transaction which is: (a) not in the Ordinary Course of Business; or (b) not at arm's length basis would require prior approval of the Board based on the recommendation of Audit Committee. Any member of the Board who has any interest in any RPTs shall recuse themselves and abstain from discussion and voting on the approval of the RPT.
(ii) Where any director is interested in any contract or arrangement with a Related Party, such director shall abstain from voting when such transaction is being considered by the Board.

5.3. **Shareholders**

(i) All Material Related Party Transactions as specified Regulation 23(1) of SEBI Listing Regulations and subsequent Material Modifications thereto shall require prior approval of the shareholders of the Company through resolution and no Related Party shall vote to approve such resolutions, whether the entity is a Related Party to the particular transaction or not.

(ii) Prior approval of the shareholders of the Company shall not be required for a Related Party Transaction where the listed subsidiary is a party, but the Company is not a party and Regulations 23 and 15(2) of the SEBI Listing Regulations are applicable to the Company. For Related Party Transactions of unlisted subsidiaries of the Company as referred above, the prior approval of the shareholders of the Company shall suffice.

(iii) The requirements for shareholders' approval would not be applicable in respect of a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016 subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

(iv) In addition to the above, a Related Party Transaction under Section 188(1) of the Companies Act which is not in the Ordinary Course of Business, or not at arm's length price and exceeds the thresholds as prescribed under Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification or reenactment thereof, shall require shareholders' approval. No Related Party shall vote on such resolution, to approve any contract or arrangement which may be entered into by the Company. Here, Related Party has to be construed with reference only to the contract or arrangement for which the said resolution is being passed.

5.4. **Exemptions**

(i) The approval of the Audit Committee or Board of Directors or Shareholders of the Company shall not be required for the following Related Party Transactions:

(a) Transactions entered into between the Company and its wholly owned subsidiary company whose accounts are consolidated with the Company and placed before the Shareholders of the Company at the general meeting for approval.

(b) Transactions entered into between two wholly owned subsidiaries of the Company whose accounts are consolidated with the Company and placed before the Shareholders of the Company at the general meeting for approval.

(c) transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.

(d) Any other transaction for which approval of the Audit Committee or Board or Shareholders, is not required or exempted under the Companies Act, SEBI Listing Regulations or any other Applicable Law.

6. Reporting of Related Party Transactions

Appropriate disclosures as specified under the Companies Act and the SEBI Listing Regulations shall be made by the Company in the Annual Report and to the Stock Exchanges.

7. Review, Amendments and Limitation

7.1. The Policy shall be reviewed by the Board at least once every three years or at such time intervals as may be prescribed under the Companies Act, SEBI Listing Regulations and/or any applicable law.

7.2. Any change in this Policy shall be approved by the Board of the Company. The Board shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding Any subsequent amendment / modification in the Companies Act or the SEBI Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy from the effective date of such amendment/modification as specified.

7.3. 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.

8. Disclosure

This Policy 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.