

SHORTER NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that an Extra-Ordinary General Meeting (05th/F.Y. 25-26) of the members of “**Integrus Medtech Limited**” (**Formerly Known as Integrus Medtech Private Limited and Integrus Health Private Limited**) (“**Company**”) will be held on Thursday, March 05, 2026 at 02:00 P.M. (IST) at the Corporate Office of the Company at Unit 703, BPTP Capital City, Sector 94, Noida 201 301, Uttar Pradesh, India, to transact the following business:

SPECIAL BUSINESS:

- RATIFICATION OF PREVIOUS GRANTS OF EMPLOYEE STOCK OPTIONS EXCEEDING 1% OF THE ISSUED CAPITAL OF THE COMPANY MADE TO CERTAIN IDENTIFIED EMPLOYEES, OF THE COMPANY AND SUBSIDIARY COMPANY OF THE COMPANY, UNDER THE “INTEGRIS EMPLOYEE STOCK OPTION SCHEME-2024”**

To consider and if thought fit, to pass the following resolution with or without modification, as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”), the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), if any, the applicable provisions of the Foreign Exchange Management Act, 1999, if any, and other applicable provisions of the Act and the Rules, for the time being in force and as may be modified from time to time, and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and pursuant to the recommendation and approval accorded by the Nomination and Remuneration Committee of the Board of Directors of the Company and the Board of Directors (“Board”) of the Company and such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, consent of the members of the Company be and is hereby accorded to ratify the Employee Stock Options (“ESOPs”) previously granted to certain identified employees, of the Company and Subsidiary Company of the Company, (“Identified Employees”) under the Integrus Employee Stock Option Scheme – 2024, during the financial year 2024-2025, exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of the ESOPs, the details of which are provided below:

S. No.	Name of the Identified Employees	Number of ESOPs Granted	Percentage of the Issued Capital of the Company, at the time of Grant	Date of Grant	Number of ESOPs held as on date (Adjusted for the Corporate Action resulting from Bonus Issue of 2:1)
1.	Mr. Probir Das	3,20,000	1.63%	21 st February, 2025	9,60,000
2.	Mr. Paritosh Arora	1,75,314	1.05%	31 st May, 2024	5,25,942

CORPORATE OFFICE

Integrus Medtech Limited (Formerly known as Integrus Medtech Private Limited/ Integrus Health Private Limited)
 15th Floor, Building 14B, DLF Cyber City, Gurugram 122002
 7th Floor, Sec 94, BPTP Capital City, Noida 201301

REGISTERED OFFICE

1st Floor, Metro Tower, LSC
 M.O.R Land, New Rajinder Nagar
 New Delhi, India 110060
 CIN: U85110DL2008PLC177230

3.	Mr. Indranil Mukherjee	2,62,970	1.57%	31 st May, 2024	Nil (Resigned w.e.f. 31 st January, 2026 and all ESOPs added back to ESOPs Pool)
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RESOLVED FURTHER THAT Board of Directors, be and are hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit or necessary or desirable for such purpose, with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard, without requiring the Board to secure any further consent or approval of the members of the Company”.

For Integrus Medtech Limited
(Formerly Known as Integrus Medtech
Private Limited and Integrus Health Private Limited)

Sd/-
DARPAN BATRA
Company Secretary
M. No.: A15719

Date: March 03, 2026
Place: Gurugram

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING ("EGM") IS ENTITLED TO APPOINT ONE OR MORE PROXY (IES) TO ATTEND AND VOTE ON POLL AT THE EGM INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER.

THE INSTRUMENT OF APPOINTING A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE EGM, IN A PRESCRIBED FORM NO. MGT-11 AND IN THE MANNER AS SPECIFIED IN SECTION 105 OF THE COMPANIES ACT, 2013, AND RULE 19 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014. PROXY FORM IN MGT -11 IS ANNEXED.

2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. In terms of the provisions of Section 113 of the Act read with the MCA Circulars, Corporate Members/ Institutional Shareholders (i.e. other than individuals / HUF,) are entitled to appoint their authorized representatives via resolution to attend the EGM on their behalf and participate there, including cast votes thereat. The said resolution is mandatorily required to be sent to the Company by email at its registered email address on cs-legal@integrusmedtech.com. Alternatively, same can be submitted in person, with the Company Secretary at the EGM venue before commencement of the EGM.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is also annexed herein and forms part of this Notice.
5. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the EGM. The Attendance Slip is annexed to this Notice.
6. The route map along with prominent landmark is annexed to this Notice.
7. During the period beginning 24 hours before the time fixed for the commencement of the EGM and ending with the conclusion of the EGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
8. All documents referred to in the Notice and accompanying explanatory statement will be open for inspection at the Registered Office of the Company on all working days of the Company between 12:00 P.M. and 1:00 P.M. up to the date of this EGM and at the venue of the EGM for the duration of the EGM.

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9. The present EGM is being convened at shorter notice, and accordingly, it is hereby requested to provide consent for shorter notice on or before the commencement of the EGM. A specimen format of shorter notice consent form part of this Notice.

**For and on behalf of the Board of Directors
Integrus Medtech Limited**
*(Formerly Known as Integrus Medtech Private
Limited and Integrus Health Private Limited)*

Date: March 03, 2026
Place: Gurugram

Sd/-
DARPAN BATRA
Company Secretary
M. No: A15719

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**EXPLANATORY STATEMENT
 PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

Integrus Medtech Limited (“Company”) adopted the Integrus Employee Stock Option Scheme - 2024 (“Scheme”), at the Extra-Ordinary General Meeting (EGM”) held on May 14, 2024, which is being implemented by the Nomination and Remuneration Committee of the Board of Directors of the Company (“Committee”). The Scheme was thereafter amended on February 21, 2025 and on August 26, 2025. Further, the Committee also approved an adjustment to increase the maximum number of employee stock options (“ESOPs” or “Options”) which may be allocated under the Scheme, as of September 26, 2025, pursuant to the bonus issuance of the equity shares of the Company.

Pursuant to Section 62(1)(b) of the Companies Act, 2013 (“Act”), read with Rule 12(4)(b) of the Companies (Share Capital and Debenture) Rules, 2014, approval of shareholders by way of separate resolution is required for grant of Options to any identified employee during any one year, equal to or exceeding 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant.

However, certain employees of the Company and Subsidiary Company of the Company (“Identified Employees”), were previously granted ESOPs exceeding 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant, under the Scheme, during the financial year 2024-2025, with requisite approval of the shareholders of the Company by way of Special Resolution not being obtained.

The details of the ESOPs granted exceeding 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant, are as follows:

S. No.	Name of the Identified Employees	Number of ESOPs Granted	Percentage of the Issued Capital of the Company, at the time of Grant	Date of Grant	Number of ESOPs held as on date (Adjusted for the Corporate Action resulting from Bonus Issue of 2:1)
1.	Mr. Probir Das	3,20,000	1.63%	21 st February, 2025	9,60,000
2.	Mr. Paritosh Arora	1,75,314	1.05%	31 st May, 2024	5,25,942
3.	Mr. Indranil Mukherjee	2,62,970	1.57%	31 st May, 2024	Nil (Resigned w.e.f. 31 st January, 2026 and all ESOPs added back to ESOPs Pool)

Accordingly, the Company now seeks approval of the members for ratification of previous grants of ESOPs exceeding 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant, made to the aforesaid Identified Employees under the Scheme, during the financial year

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2024-2025. This ratification is being sought to regularize the abovementioned grants of ESOPs previously made under the Scheme.

Pursuant to Section 102 of the Companies Act, 2013, the Board do hereby confirm that none of the directors and key managerial personnel (as defined under the Companies Act, 2013) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or to the extent they are granted any ESOPs under the Scheme, in accordance with the applicable law.

All documents referred to in the Notice and accompanying explanatory statement will be open for inspection at the Registered Office of the Company on all working days of the Company between 12:00 P.M. and 1:00 P.M. up to the date of this EGM and at the venue of the EGM for the duration of the EGM.

The Board hereby recommends the passing of the proposed resolution stated in Item No. 1 of the notice of EGM for approval of members as a special resolution.

**For and on behalf of the Board of Directors
Integr**
is Medtech Limited
(Formerly Known as Integr
is Medtech Private Limited and Integr
is Health Private Limited)

Sd/-
DARPAN BATRA
Company Secretary
M. No: A15719

Date: March 03, 2026

Place: Gurugram

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ATTENDANCE SLIP

I/We hereby record my/our presence at the Extra-Ordinary General Meeting (05th/F.Y.25-26) of “**INTEGRIS MEDTECH LIMITED**” (Formerly Known as *Integrus Medtech Private Limited And Integrus Health Private Limited*) (“the Company”) held on Thursday, March 05, 2026 at 02:00 P.M. (IST) at the Corporate Office of the Company at Unit 703, BPTP Capital City, Sector 94, Noida 201 301, Uttar Pradesh, India.

Full Name of the Member (in BLOCK LETTERS) _____

Regd. Folio No. _____

DP ID _____

Client ID _____

No. of Shares held _____

Full Name of the Proxy (in BLOCK LETTERS) _____

Member’s/ Proxy’s Signature _____

Note: Please fill up this attendance slip and hand over at the entrance of the EGM venue.

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Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U85110DL2008PLC177230

Name of the Company: INTEGRIS MEDTECH LIMITED (formerly known as Integrus Medtech Private Limited and Integrus Health Private Limited)

Registered office: 1st Floor, Metro Tower LSC, M.O.R Land, New Rajinder Nagar, New Delhi-110060

Name of the member(s):
Registered Address.....
Email-id:
Folio No/Client Id:
DP ID:

I/We, being the member (s) of shares of the above-named Company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:....., or failing him

2. Name:
Address:
E-mail Id:
Signature:....., or failing him

3. Name:
Address:
E-mail Id:
Signature:.....

Affix Revenue Stamp

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General meeting of the Company, to be held on Thursday, March 05, 2026 at 02:00 P.M. (IST) at the Corporate Office of the Company at Unit 703, BPTP Capital City, Sector 94, Noida 201 301, Uttar Pradesh, India and at any adjournment thereof in respect of such resolution as are indicated below:

1.Ratification of previous grants of Employee Stock Options exceeding 1% of the issued capital of the Company made to certain Identified Employees of the Company and Subsidiary of the Company under the “Integrus Employee Stock Option Scheme- 2024.

Signed this..... day of.....
Signature of shareholder

Signature of Proxy holder(s)

Consent for Shorter Notice

Date:

To

The Board of Directors
Integrus Medtech Limited ("Company")
(Formerly Known as Integrus Medtech Private Limited & Integrus Health Private Limited)
1st Floor, Metro Tower LSC, M.O.R Land,
New Rajinder Nagar, New Delhi-110060.

Dear Sir,

Sub: Consent to convene Extra-Ordinary General Meeting at shorter notice and to waive off the requirement of sending Notice 21 days prior to the Extra-Ordinary General Meeting

I, _____(Name of the Shareholder), hereby confirm that I am holding _____ equity shares of Rs. 1/- each in Company, which is as of today representing _____ of the total paid-up equity share capital.

I am entitled to vote at the Extra-Ordinary General Meeting of Company and, as per Section 101(1) of the Companies Act, 2013, I hereby give my consent to hold the Extra-Ordinary General Meeting of Company on _____ at _____(IST) at the Corporate Office of the Company at Unit 703, BPTP Capital City, Sector 94, Noida 201 301, Uttar Pradesh, India, at shorter notice.

Yours Truly,

Signature :
Name and Address of the Shareholder

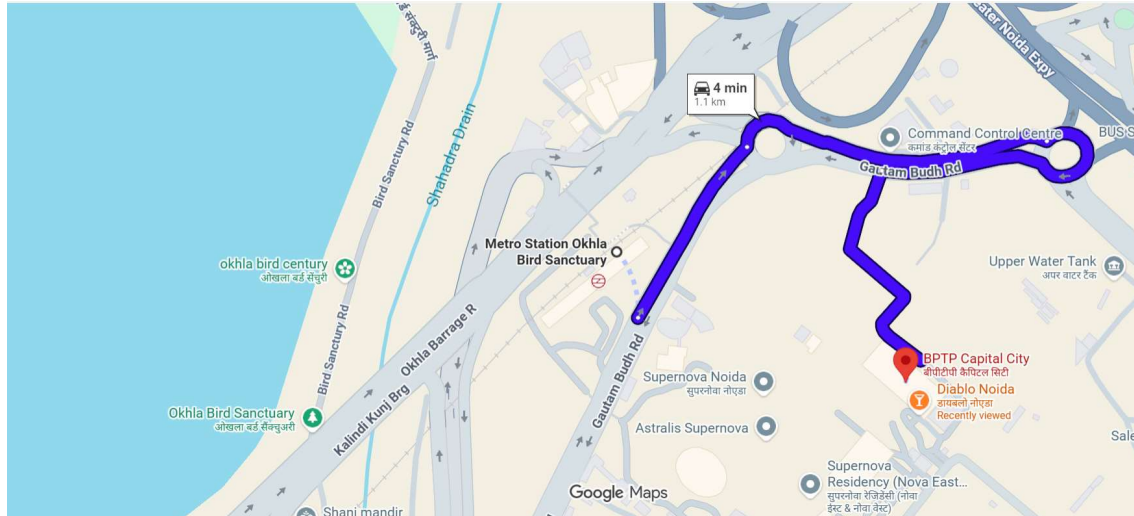
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Route Map EGM's Venue:



Prominent Land Mark: Okhla Bird Sanctuary Metro Station

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