

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that an Extra-Ordinary General Meeting (01st/F.Y. 2026-27) of the members of “**Integrus Medtech Limited**” (**Formerly Known as Integrus Medtech Private Limited and Integrus Health Private Limited**) (“**Company**”) will be held on **Monday, 18th May, 2026 at 02.30 PM (IST)** at **One World Center, 16th Floor, Tower 2A, Senapati Bapat Marg, Elphinstone Road, Mumbai, 400013, Maharashtra, India** to transact the following business:

SPECIAL BUSINESS:

1. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended and in order to align the articles of association of the Company (the “Articles of Association”) with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the circulars notified by the Central Depository Services (India) Limited and National Securities Depository Limited and subject to the necessary approvals as may be required, and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the Registrar of Companies, and the Securities and Exchange Board of India and stock exchanges in connection with listing of equity shares, in accordance with the enabling provisions of the memorandum and Articles of Association and subject to the applicable provisions of any other applicable law, the set of existing Articles of Association, as placed before the shareholders of the Company, be and is hereby altered and the same be approved and be adopted as Articles of Association, in total exclusion and substitution of the existing Articles of Association.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

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

Darpan Batra
Company Secretary
M. No.: A15719

Date: May 16, 2026
Place: New Delhi

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

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@integrismedtech.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 including a clean version and red-line version of the Articles of Association covering proposed amendments 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)

Darpan Batra
Company Secretary
M. No: A15719

Date: May 16, 2026
Place: New Delhi

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EXPLANATORY STATEMENT

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

The Company proposes to undertake an initial public offer of the equity shares of face value of ₹ 1 each. In order to conform with the requirements and directions provided by the stock exchanges and as required by a public limited company under applicable laws (including the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended), the Company had amended its articles of association *prior to filing of the draft red herring prospectus dated October 9, 2026 with Securities and Exchange Board of India ("SEBI") and the relevant stock exchanges.*

The SEBI has recently notified the SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2026 ("**ICDR Amendment Regulations**") on March 16, 2026. As per Regulation 17 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**"), the pre-offer share capital held by shareholders (other than promoters) of an issuer company is required to be locked in for a period of six months from the date of the allotment. Pursuant to the ICDR Amendment Regulations, it was clarified that where lock-in of specified securities cannot be created, the depositories i.e., Central Depository Services (India) Limited ("**CDSL**") and National Securities Depository Limited ("**NSDL**" and with CDSL, the "**Depositories**") are required to record such securities as "*non-transferable*" during such lock-in period. Thereafter, the CDSL and NSDL, *vide* their circulars dated April 6, 2026 and April 7, 2026, respectively, clarified that issuer companies are required to amend its articles of association to insert enabling clause for such corporate actions.

Accordingly, the Company is now required to amend its articles of association to conform to the requirements prescribed by the Depositories and in accordance with the ICDR Amendment Regulations. Further, pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 as applicable, any amendment in Memorandum of Association and the Articles of Association requires approval of the shareholders of the Company.

Summary of the proposed amendments:

The following clause is being inserted as Article 116 and Article 23 in the Part A and Part B of the existing Articles of Association of the Company and existing Article Number 116, 117 in the Part A and Article 23 of Part B of the existing Articles of Association of the Company are being renumbered as Article 117 and Article 118 (Part A) and Article 24 (Part B), respectively.

"LOCK-IN OF EQUITY SHARES IN CONNECTION WITH INITIAL PUBLIC OFFERING OF THE COMPANY

(i) Notwithstanding anything to the contrary contained in these Articles, where any Equity Shares held by persons other than promoters of the Company are required to be locked in under Regulation 17 of SEBI ICDR Regulations, in connection with the initial public offering of the Company and such lock-in cannot be created or recorded by Depositories for any reason whatsoever including where such Equity Shares are (i) subject to pledge; or (b) under "freeze balance" or "safekeep balance", prior to the commencement of the Lock-in Period, the Company shall have the power to issue instructions to the Depositories directing them to record such Equity Shares as "non-transferable" for the duration of the applicable Lock-in Period. The aforementioned Equity Shares shall be treated as locked-in for the Lock-in Period as specified under the SEBI ICDR Regulations.

(ii) In the event of invocation of the pledge of such Equity Shares by the pledgee, whether in whole or in part, the

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Equity Shares so transferred or received by the pledgee upon such invocation shall be automatically locked-in and shall remain under lock-in, in the account of the pledgee, for the balance Lock-in Period as specified under the SEBI ICDR Regulations.

(iii) In the event of release of the pledge of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so released be automatically locked-in and shall remain under lock-in, in the account of the pledgor, for the balance Lock-in Period as specified under the SEBI ICDR Regulations.

For the purposes of this Article, (a) "Lock-in Period" means the period, in case of an initial public offering, for which the entire pre-issue capital of the Company is locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations; and (b) "SEBI ICDR Regulations" shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or re-enacted or replaced from time to time. "

The copies of the existing and proposed altered Articles of Association of the Company are available for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the meeting.

None of the directors, key managerial personnel, senior management of the Company or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of their shareholding in the Company.

The Board recommended the passing of the resolution at Item No. 1 the notice as a special resolution.

For and on behalf of the Board of Directors
Integrismedtech Limited
(Formerly Known as Integrismedtech Private Limited and Integrism Health Private Limited)

Darpan Batra
Company Secretary
M. No: A15719

Date: May 16, 2026
Place: New Delhi

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ATTENDANCE SLIP

I/We hereby record my/our presence at the Extra-Ordinary General Meeting (01st /F.Y. 2026-27) of "**INTEGRIS MEDTECH LIMITED**" (Formerly Known as *Integriss Medtech Private Limited And Integriss Health Private Limited*) ("the Company") held on Monday, 18th May, 2026 at 02.30 PM (IST) at One World Center, 16th Floor, Tower 2A, Senapati Bapat Marg, Elphinstone Road, Mumbai, 400013, Maharashtra, 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 Integris Medtech Private Limited and Integris 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 18th May, 2026 at 02.30 PM (IST) at One World Center, 16th Floor, Tower 2A, Senapati Bapat Marg, Elphinstone Road, Mumbai, 400013, Maharashtra, India and at any adjournment thereof in respect of such resolution as are indicated below:

1. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

Signature of Proxy holder(s)

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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 shorter notice.

Yours Truly,

Signature :
Name and Address of the Shareholder

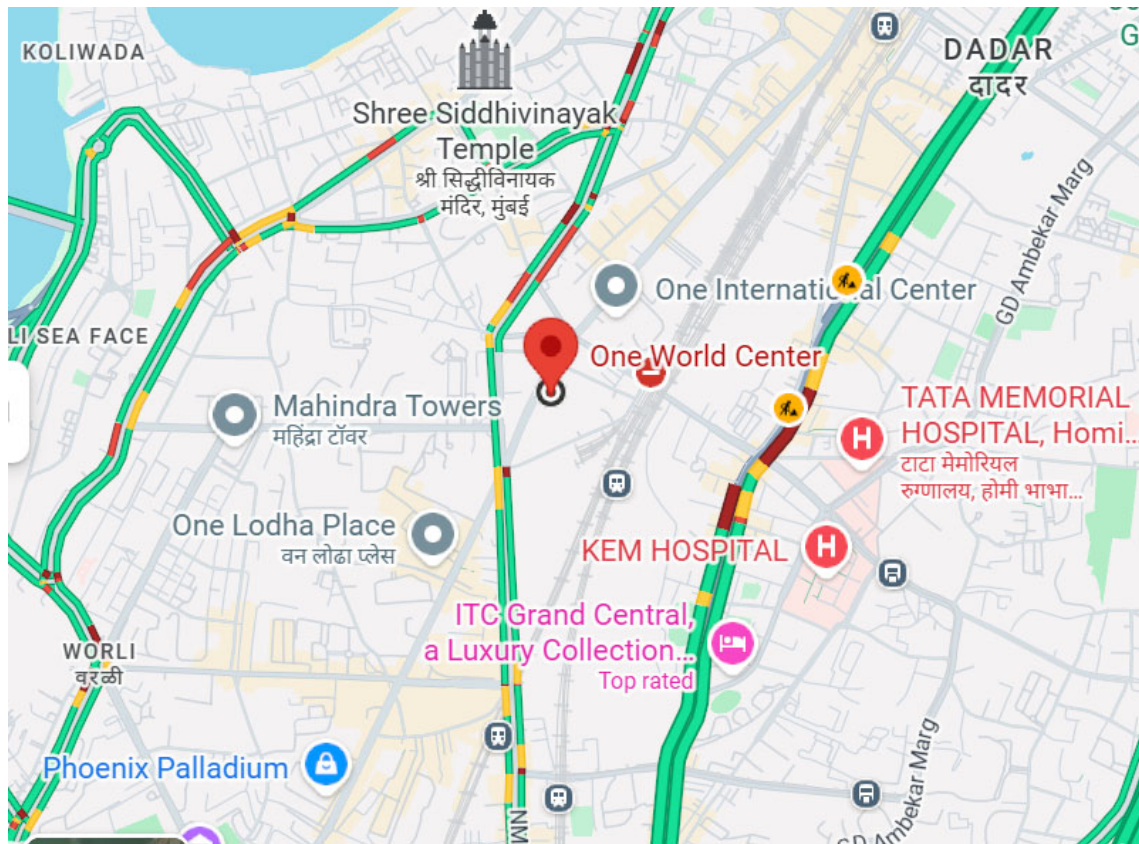
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Route Map EGM's Venue:



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