WHISTLEBLOWER POLICY/ VIGIL MECHANISM

OF

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

Version History

Version	Approved By	Effective Date	Approval Date
1	Board of Directors	08.10.2025	08.10.2025
2	Board of Directors	28.05.2026	28.05.2026
3	Board of Directors	11.08.2026	11.08.2026

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1. Introduction

1.1 The Company is committed to being open and transparent with its involved stakeholders and believes in disseminating information in a fair and timely manner.

1.2 The Company has adopted this Policy to comply with the requirements of the vigil mechanism, as envisaged by various laws and regulations, as detailed below:

(a) Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 ("**Companies Act**") as amended from time to time;

(b) Regulation 4(2)(d)(iv) and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") as amended from time to time; and

(c) Regulation 9A(6) of SEBI (Prohibition of Insider Trading) Regulations, 2018 ("**SEBI Insider Trading Regulations**") as amended from time to time.

1.3 This Policy neither releases Whistleblower from their duty of confidentiality in the course of their work, nor is a route for taking up a grievance about a personal situation.

2. Definitions and Interpretation

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

(i) "**Audit Committee**" shall mean the Audit Committee of the Board constituted in accordance with Section 177 of the Companies Act and read with Regulation 18 of SEBI Listing Regulations;

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

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

(iv) "**Disciplinary Action**" means any action that can be taken on the completion of or during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or termination or any such action as is deemed to be fit considering the gravity of the matter.

(v) "**Employee**" shall mean all the present employees of the Company and the Board of Directors (whether working in India or abroad);

(vi) "**Policy**" shall mean this Whistleblower Policy;

(vii) "**Protected Disclosure**" shall mean a concern raised by a communication written or otherwise made in good faith that may be treated as an evidence of an unethical, illegal or improper activity. Disclosure should be factual and not be speculative in nature;

(viii) "**Subject**" shall mean a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this Policy;

(ix) "**Whistleblower/Complainant**" shall mean a person(s)/party who makes a Protected Disclosure: and

(x) "**Whistleblower Committee**" shall mean the Committee which has been constituted by the Audit Committee of the Company from time to time, which and currently include the following officers of the Company as its members in whatsoever designation they hold:

(a) Group Chief Financial Officer
(b) Group General Counsel
(c) Group Chief Human Resource Officer
(d) Group Compliance Officer
(e) Any other person as recommended by the Audit Committee

(xi) "**Investigation Team**" means those persons authorized, appointed, consulted or approached by the Whistleblower Committee or the Audit Committee, as applicable and from time to time, in connection with further fact finding/ enquiry/ investigation into a Protected Disclosure, and may consist of the persons internal or external to the Company.

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 Insider Trading Regulations, SEBI Listing Regulations, as amended from time to time.

3. Applicability

This policy is applicable to Integris Medtech Limited and all its direct and step-down subsidiaries subject to compliance with local laws and regulations as applicable.

4. Purpose

4.1. The Policy covers disclosures of any unethical, improper behaviour or malpractices and events, which have taken place or suspected to have taken place *inter-alia* involving breach of guidelines governing disclosure of unpublished price sensitive information and insider trading, etc., financial irregularities, including fraud or suspected fraud, forgery, falsification or alteration of documents, manipulation of Company's data and records, or any other deliberate violation of applicable laws/regulations, gross wastage/misappropriation of Company's funds and/or assets and/or resources, negligence causing substantial and specific danger to public health and safety, any incidence of harassment of any employee of the Company based on caste, colour, creed, religion, faith, disability, sexual orientation, national origin, age, marital status, sex, veteran or citizenship or other characteristics protected by law, any other illegal, unethical or improper conduct, of any nature whatsoever.

4.2. The main purpose of this Policy is to articulate the Company's point of view on whistleblowing, the process, and the procedure to strengthen the whistleblowing mechanism in the Company. The purpose of this Policy are:

(i) to provide a platform and mechanism for the Employees to voice genuine concerns or grievances about unprofessional conduct without fear of retaliation.

(ii) to provide an environment that promotes responsible and protected whistle blowing. It reminds Employees about their duty to report any suspected violation of Company's policies or applicable laws;

(iii) to encourage timely, safe and open reporting of any suspected impropriety;

(iv) to ensure consistent and timely institutional response;

(v) to ensure appropriate reporting of whistleblower investigations;

(vi) to encourage ethical and lawful conduct; and

(vii) to provide adequate safeguards against victimization of persons.

4.3. This policy does not cover the following indicative but not exhaustive aspects of routine or operational matters like:

(i) Issues related to routine HR matters, e.g., denial of promotion, dissatisfaction with appraisal/rewards, or reassignment of duties;

(ii) Sexual harassment complaints;

(iii) Issues related to information technology assets like laptop, printers, etc.;

(iv) Questioning the financial or other business decisions taken by the management of the Company;

(v) Queries relating to job openings, internal transfers, etc.;

(vi) Queries relating to administration facilities e.g. tea or coffee machine in the cafeteria, quality of food etc.; and

(vii) Queries relating to Tax e.g. deduction of tax from salary, etc.

5. Protected Disclosure

5.1 A Protected Disclosure may be made anonymously, however, Complainants are encouraged to provide their identity for follow up discussions and for verification of the veracity of the complaint.

5.2 Protected Disclosure is anything that you have reasonable grounds to suspect. Examples of Protected Disclosure include, but are not limited to:

(i) illegal conduct, such as theft, violence or threatened violence, and criminal damage against property;

(ii) fraud, money laundering or misappropriation of funds;

(iii) offering or accepting a bribe;

(iv) financial irregularities;

(v) instances of leak of unpublished price sensitive information;

(vi) misconduct, or an improper state of affairs or circumstances;

(vii) conduct that constitutes a contravention of applicable laws and regulations;

(viii) conduct that represents a danger to the public or the financial system.

6. Mechanism for Making Protected Disclosures

6.1 Protected Disclosures can be made by Whistleblower through the channel as provided in Annexure-1.

6.2 In instances of complaints regarding significant financial/ accounting matters or pertaining to the Chief Executive Officer, Chief Financial Officer, Key Managerial Personnel (KMPs), Senior Managerial Personnel (SMPs), a member of the Whistleblower Committee or a Director shall be addressed to the Chairperson of the Audit Committee and emailed to **ac-chair@integrismedtech.com**. Alternatively, you can also write a letter marked as "**Private and Confidential**" addressed to:

Chairperson of Audit Committee
Integris Medtech Limited,
DLF One Horizon Centre, 15th Floor, Golf Course Road,
Block C, Phase 5, Sector 43, Gurugram-122009, Haryana.

6.3 An anonymous complaint received under this Policy shall be entertained only when contents/facts stated therein are verifiable, complete and hold substance to investigate the complaint efficiently. The Whistleblower Committee or Audit Committee, as the case may be, will take into account the following elements when exercising this discretion:

(i) Credibility of the concerns raised and evidence / information provided;

(ii) Likelihood of occurrence of the alleged event / incidence;

(iii) Likelihood of confirming that the allegation is raised through reliable sources;

(iv) Impact on the reputation or regulatory or litigation risk.

6.4 The Disclosure should contain as much detailed information as possible so that the complaint can be investigated. Some useful details include:

(i) date, time and location;

(ii) names of person(s) involved, roles and their business group;

(iii) relationship of the Whistleblower with the person(s) involved;

(iv) the general nature of the Whistleblower's concern;

(v) how the Whistleblower became aware of the issue;

(vi) possible witnesses; and

(vii) other information that the Whistleblower must have to support their report.

7. Investigation Process

7.1 Upon receipt of the complaint, Whistleblower Committee /Audit Committee, as applicable, will examine the Protected Disclosure and if required, may form an Investigation Team, with utmost confidentiality, at their discretion to help with the proceedings, if needed.

7.2 If the reported concern is against any member of the Whistleblower Committee, the concerned member shall recuse himself / herself/themselves immediately until the actions are completed on that concern by remaining Whistleblower Committee Members.

7.3 Whistleblower Committee shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.

7.4 Technical and other resources may be drawn upon as necessary to augment the investigation. Whistleblower Committee/Audit Committee, as applicable, shall ensure that all members of the Investigation Team are independent and shall act without prejudice or bias.

7.5 Investigation shall be launched only after examination of the Protected Disclosure by Whistleblower Committee /Audit Committee, as applicable, that:

(i) the alleged act constitutes an improper or unethical activity or conduct, and

(ii) allegation is supported by information specific enough to be investigated.

7.6 The Whistleblower Committee, in consultation with the Audit Committee, or the Audit Committee, as the case may be, may consider appointing external parties for the purpose of investigation.

7.7 The decision to investigate taken by the Whistleblower Committee or Audit Committee, as the case may be, is by itself not a recognition or cognizance of the accusation and shall be treated as a neutral fact-finding process. The outcome of the investigation may not necessarily support the accusation of the Complainant that an improper or unethical act was committed.

7.8 Whistleblower and the Subject shall cooperate during investigation and should not interfere with the fact finding/enquiry/investigation. At any point in time, evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated.

7.9 Unless there are compelling reasons not to do so, a Subject shall be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation. A Subject may be informed of the outcome of the investigation after the completion of the investigation process.

7.10 Depending on the prevailing circumstances, availability of data and other factors relevant to the Protected Disclosure made, Whistleblower Committee may communicate the results of investigation to the Whistleblower after completion of Investigation. Whistleblower Committee may keep Whistleblower informed about the development(s) of the Investigation.

7.11 After completion of the investigation, the Investigation Team shall submit the report of the investigation to the Whistleblower Committee who will then take suitable action which may include termination of employment, transfer, demotion, warning, imposition of fine, suspension from official duties, refusal of promotion, legal action, withholding of pay increments, recovery, or and any other action as deemed fit.

7.12 The Whistleblower Committee, if thinks fit, may further refer the matter to the Audit Committee for necessary action.

7.13 Depending upon the seriousness of the matter, the Audit Committee can further place the matter before the Board of directors with its recommendations. The Board may decide the matter as it deems fit.

7.14 Whistleblower Committee should make best efforts to complete investigation within 90 days from the receipt of the complaint.

8. Decision and Reporting

8.1 If an investigation leads to a conclusion that an illegal, unethical or improper conduct of any nature whatsoever has been committed, the Whistleblower Committee shall make recommendations to Audit Committee who will then be in discussion with the Board, decide for appropriate Disciplinary Action as they may deem fit. Any Disciplinary Action initiated against the Subject, as a result of the findings of an investigation pursuant to this Policy, shall adhere to the applicable disciplinary procedures established by the Company.

8.2 The investigation shall be deemed as closed upon conclusion of the inquiry and implementation of recommended action.

8.3 A quarterly report of the total complaints received, summary of the findings and the corrective actions taken under the Policy and their outcome shall be placed before the Audit Committee by the Whistleblower Committee.

9. Confidentiality

9.1 The Complainant, Subject, Investigation Team, Whistleblower Committee, members of the Audit Committee, every officer of the Company tasked with investigation shall maintain confidentiality of all matters under this Policy during and after the completion of the same. The complaint shall be discussed only to the extent or with those persons as required under this Policy for completing the process of investigations or as required for the purposes of complying with applicable laws.

9.2 All reports and records associated with Disclosures are considered confidential information and access to the same shall be restricted. Disclosures and any resulting investigations, reports or resulting actions shall generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

10. Protection and Deliberate False Information

10.1 No unfair treatment shall be tolerated against a Whistleblower on account of them having reported a Protected Disclosure under this Policy. The Company condemns any kind of discrimination, harassment, victimization, retaliation or any other unfair employment practice being adopted against Whistleblowers. Complete protection shall, therefore, be given to Whistleblowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, Disciplinary Action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his duties/functions including making further Protected Disclosure(s).

10.2 If Whistleblower assisting with the investigation faces any retaliatory action or threats of retaliatory action as a result of making a Disclosure, the Whistleblower Committee should be informed in writing immediately.

10.3 The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Any other person/party assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

10.4 While it shall be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment, any abuse of the mechanism under this Policy shall warrant suitable action. Protection under this Policy would not mean protection from Disciplinary Action in accordance with the rules, procedures and policies of the Company arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention. This shall also apply to any Employees, who make false statements or give false evidence during the investigations.

11. Retention of Documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company as per Company's document/records preservation and archival policy and applicable laws or regulation.

12. Review, Amendment and Limitation

12.1 The Audit Committee shall review the functioning of the mechanism under this Policy on periodic basis or at such time intervals as may be prescribed under the Companies Act, SEBI Listing Regulations and/or any applicable law.

12.2 The Audit Committee may, from time to time, recommend to the Board the amendments to this Policy to the extent required due to changes in applicable laws and/or regulations or as deemed fit. Any change in this Policy shall be approved by the Board.

12.3 In case of any inconsistency between the terms of this Policy, SEBI Listing Regulations, Companies Act and SEBI Insider Trading Regulations, the provisions of the SEBI Listing Regulations, Companies Act and SEBI Insider Trading Regulations shall prevail. Any subsequent amendment/modification in the SEBI Listing Regulations, Companies Act, SEBI Insider Trading Regulations and/or applicable laws in this regard shall automatically apply to this policy.

13. 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.

Annexure-1

S. No.	Reporting Channel	Contact Details	Availability
1	Phone	- India (Toll-free) at 18001026969 - USA (Toll-free) at +1 (888) 4360393 - Poland (Toll-free) at +(48) 800088123 - United Kingdom (Toll-free) at +(44) 8083044704 - Germany (Toll-free) at +(49) 80018017222 - Sweden (Toll-free) at +(46) 20 127 164 - Worldwide (Toll number) at +91 9595146146	**24x7** for English and Hindi **10:00 am – 7:00 pm IST** for Marathi, Gujarati, Telugu, Kannada, and Tamil (Weekdays) **Off-office hours:** Voicemail facility available
2	Web Portal	https://integrismedtech.integritymatters.in	24x7
3	Email	whistleblower@integrismedtech.com	24x7
4	Post	Integris Medtech Limited, C/o Integrity Matters, Unit 1211, CENTRUM IT Park, Plot No C-3, S.G. Barve Road, Wagle Estate, Thane West – 400604, Maharashtra, India	24x7