**(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

Memorandum of Association

of

INTEGRIS MEDTECH LIMITED

I. **The name of the company is **INTEGRIS MEDTECH LIMITED**

II. The registered office of the company will be situated in the National Capital Territory of Delhi.

III. The objects for which the Company is established are :-

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To manufacture, assemble, trade, buy, sell, import, export and generally to deal in all types of medical and health related products including diagnostic and surgical goods, instruments, devices and equipments; and other allied products and act as agents for the same.

2. To act as consultants and advisors providing technical know-how, managerial training, technical services, and allied services in all disciples of medical and health related products.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary convenient for the main business of the Company.

2. To enter into partnership or any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or cooperation with persons or companies carrying on or engaged in the main business of the Company.

3. To import, buy, exchange, alter, improve, manipulate in all kinds of plant machinery, apparatus, tools and things, necessary for carrying on the main business of the Company.

*** The Members of the company in their Extra-Ordinary General Meeting held on August 01st, 2025, has approved the amendment in memorandum along with conversion of company from Private to Public by deletion of the word "Private" from the name of the Company , by passing a Special Resolution.*

** The Members of the company in their Extra-Ordinary General Meeting held on June 13th, 2025 , has approved the change in name of company from Integris Health Private Limited to Integris Medtech Private Limited, by passing a Special Resolution.*

4. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the Company, in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

5. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend factories, any plants, warehouses, workshops, sheds, dwellings, offices, shops, stores, buildings, telephones, electric and gas works and all kinds of works, machinery, apparatus, labour lines, and houses, warehouses and such other works and conveniences necessary for carrying on the main business of the Company.

6. To acquire and takeover the whole or any part of the business, goodwill, trade marks, properties and liabilities of any person or persons, firms, companies or undertake other existing or new, engaged in or carrying on or proposing to carry on the main business which the Company is authorised to carry on and possessed of any property or rights suitable for the main business of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares.

7. To undertake or promote scientific research relating to any business or class of business. in which the Company is engaged in.

8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporation and such other organisations for technical, financial or any other assistance for carrying on all or any of the main objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the main objects of the Company.

9. Subject to s Companies Act, to amalgamate with any other such company or companies having all or any objects similar to the objects of this company in any manner whether with or without process of liquidation of that Company.

10. Subject to the Companies Act, for the time being in force, to undertake or take part in the formation, supervision or control of the main business or operations of any person firm, body, corporate, association, undertaking carrying on the main business of the Company.

11. To apply for, obtain, purchase or otherwise acquire prolong and renew any patents, patent rights, brevets de-invention, processes, scientific technical or such other assistance of all types, manufacturing, process know-how and such other information, designs, patterns, copyrights, trademarks, licenses, concessions and rights or benefits, conferring an exclusive or non-exclusive or limited or right or use thereof, which may seem capable if being used for or in connection with the main objects of the company or the acquisition of which may seem directly or indirectly to benefit the Company on payment of any fee, royalty or such other consideration of all type and to use, exercise or develop the same or grant licenses in respect thereof and to spend money in experimenting, upon testing or improving any such patents, inventions, rights or concessions.

12. To apply for -and obtain any orders, charter, privilege concession, license or authorisation or any Government, State or such other Authority for enabling the company to carry on its main objects into effect or for extending any of the powers, of the company or for effecting any modification of the constitution of the company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the interest of the company.

13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the company or any of them and to obtain from any such Government, Authority, person or any company rights, charters, contracts, licences, and concessions which the company may obtain and to carry out, exercise and comply therewith.

14. To procure the company to be registered or recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country the main business of the company.

15. To draw, make, accept, discount, execute and issue bills of exchange. promissory notes, bills of landing, warrants, debentures and such other negotiable or transferable instruments or securities of all types and to open Bank Accounts and to operate the same in the ordinary course of business.

16. To advance money, either with or without security to such persons and upon such terms and conditions as the company, may deem fit and also to invest and deal with the moneys of the company, not immediately required, in or upon such investments and in such manner as may, be determined, not being investment in company's own shares provided that the company shall not carry on the main business of banking as defined in the Banking Regulations Act, 1949.

17. Subject to Companies Act, and the Regulations made there under and the directions issued by Reserve Bank of India to receive money on deposits or loans and to borrow or raise money in such manner and at such time or times as the company may determine and in particular by the issue of debentures, debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owning by mortgage, charge or lien upon all or any of the properties or assets of revenues and profits of the company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other such person or company of any obligation under taken by the company of such other person or company and to give the lenders the power to sell and such other powers as may seem expedient and to purchase redeem or pay off any such securities.

18. To undertake and execute any trusts, the undertaking of which may seem to the company beneficial either gratuitously or otherwise in connection with the main business of the company.

19. To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the company.

20. To mortgage, exchange, grant licence and other rights, improve, manage, develop or dispose of undertaking, investments, assets and effects of the company or any part thereof for such consideration as may be conducive to the main business of the company and in particular for any shares, stocks, debentures or such other securities of any other company having main objects all together or in part similar to those of the company.

21. To distribute as bonus shares among the members or to place to reserve or otherwise to apply, as the company may, from time to time, deem fit, in any monies received by way of premium on debentures, issued at a premium by the company and any money received in respect of forfeited shares, and monies arising from the sale by the company of forfeited shares, subject to Companies Act.

22. To employ agents or experts to investigate and examine into the conditions prospects, value, character and circumstances of main business concerns and undertakings and generally of any assets, properties or rights which the company purposes to acquire.

23. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the company or for any other such purpose conducive to the main objects of the company.

24. Subject to the provisions of the Companies Act to subscribe, contribute, girt or donate any monies, rights or assets for any national educational, religious, charitable, scientific, public general or useful objects or to make gifts or donations of monies or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual, body of individuals or bodies corporate.

25. To establish and maintain or procure for the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuities funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonus or emoluments to any persons who are or were at any time in the employment or service of the company, or any company which is a subsidiary of the company is allied or associated with the company or with any such subsidiary company who are or were at any time Directors or officers of the company or any other such company and the wives, widows, families and dependents of any such persons and also to establish and subsidies and subscribe to any institutions, associations clubs or funds of or in advance the interests and well being of other Company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons and to do any other matters either alone or in conjunction with any other company.

26. To establish for any of the objects of the company branches or to establish any firm or firms at places in or outside India as the company may determine.

27. To pay for any property or rights acquired by or for any services rendered to the company and in particular to remunerate any person, firm or company introducing, business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and on such terms as the company may determine. Subject to the provisions of the Companies Act.

28. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, damages and expenses of and incidental to the acquisition by the company of the property or assets.

29. To send out to foreign countries and anywhere in India its directors, employees or any other such person or 'persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connections or for promoting the main business of the company and to pay all expenses incurred in connections therewith.

30. To compensate for loss of office of any Managing Director or Directors or such other officers of the company within the limitations prescribed under the Companies Act or such other statutes or rules having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the company is engaged in.

31. To agree to refer to arbitration any disputes present or future between the company and any such other company, firm, individuals or any other such body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.

32. To appoint agents, sub-agents, dealers, managers, canvassers, sale representatives or salesmen for transacting the main business of this company and to constitute, agencies of the company in India or in any other country and to establish units and agencies in different parts of the world.

IV. The liability of the Members is Limited.

V. ******The Authorised Share Capital of the Company is ₹ 1,56,99,94,000.00/- (Rupees One Hundred Fifty Six Crore Ninety-Nine Lakhs Ninety Four Thousand Only) divided into : a) Equity Share Capital of ₹17,00,00,000/- (Rupees Seventeen Crore only) comprising of 17,00,00,000 (Seventeen Crores only) Equity Shares of ₹1/- (Rupee One) each, and b) Preference Share Capital of ₹ 1,39,99,94,000/- (Rupees One Hundred Thirty Nine Crore Ninety Nine Lakhs Ninety Four Thousand Only) comprising of 162790 (One Lakh Sixty Two Thousand Seven Hundred Ninety) 7% Fully and Compulsorily Convertible Cumulative Preference Shares of ₹8600/- (Rupees Eight Thousand Six Hundred) each.

****** The Members of the company in their Extra-Ordinary General Meeting held on August 01st, 2025, has approved the increase in authorised Equity Share Capital of Company from Rs 4 crores to Rs 17 crores by passing ordinary Resolution.*

****** The Members of the company in their Extra-Ordinary General Meeting held on May 14, 2024, has approved the increase in authorized equity share capital from Rs. 2,00,00,000 to Rs. 4,00,00,000 by passing an Ordinary Resolution.*

*****The Members of the company in their Extra-Ordinary General Meeting held on April 26, 2024, has approved the sub-division of 1 equity share of face value of ₹10/- per share to 10 equity shares of face value of ₹1/- per share by passing an Ordinary Resolution.*

**** The Members of the company in their Extra-Ordinary General Meeting held on May 03, 2023, has introduced the authorized share capital for CCPS by passing a Special Resolution.*

*** The Members of the company in their Extra-Ordinary General Meeting held on February 11, 2019, has approved the increase in authorized share capital from Rs. 5,00,000 to Rs. 2,00,00,000 by passing a Special Resolution.*

** The Members of the company in their Extra-Ordinary General Meeting held on December 27, 2008, has approved the increase in authorized share capital from Rs. 1,00,000 to Rs. 5,00,000 by passing an Ordinary Resolution.*

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names :-

Names, addresses, occupation and description of subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness with address description and occupation
1) GURMIT SINGH CHUGH S/O KARTAR SINGH CHUGH R/O 10, MANAV APTS A-3, PASCHIM VIHAR NEW DELHI- 110063 (BUSINESS)	5000 (FIVE THOUSAND ONLY)		1) witness the signature of both the Subscribers MUKESH MADAAN CHARTERED ACCOUNTANT (M.No. 84773) S/O M.L. MADAAN 607, VIKRANT TOWER 4, RAJENDRA PLACE NEW DELHI-110008
2) PUNITA SHARMA D/O MR S.C. SHARMA B-232, SARASWATI VIHAR DELHI - 110034 (BUSINESS)	5000 (FIVE THOUSAND ONLY)		
	10,000 (TEN THOUSAND)		

New Delhi — Dated this 10th day of April 2001