

## **CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

### **1. PREAMBLE**

Pursuant to Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (hereinafter referred to as the “SEBI PIT Regulations”), G. SURGIWEAR LIMITED (the “Company”) is required to formulate a code of practices and procedures for fair and timely disclosure of unpublished price sensitive information. Accordingly, this Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information (this “Fair Disclosure Code”) has been approved and implemented by the board of directors of the Company (the “Board”) pursuant to a resolution dated December 09, 2025.

### **2. SCOPE**

1. The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (hereinafter referred to as the “UPSI”) and to prevent its misuse. To achieve these objectives, and in compliance with the PIT Regulations, the Company has adopted this Fair Disclosure Code.
2. This Fair Disclosure Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders. CDSL is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

### **3. TERMS AND DEFINITIONS**

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI PIT Regulations or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

### **4. POLICY DETAILS**

#### **1. Chief Investor Relations Officer:**

- 1.1. “Chief Investor Relations Officer (CIRO)” means the Company Secretary & Compliance Officer of the Company or such other senior officer of the Company appointed by the Board of directors to deal with dissemination of information and disclosure of UPSI in a fair and unbiased manner to the stock exchanges, analysts, shareholders and media.
- 1.2. Information disclosure/dissemination needs to be approved in advance by the CIRO.
- 1.3. If information is accidentally disclosed without prior approval, the person responsible or the person who discovers or comes in contact with such accidentally disclosed information should inform the CIRO immediately who in turn will promptly inform the Managing Director & Chief Executive Officer for further action.
- 1.4. The CIRO shall take prior approval of the Managing Director & Chief Executive Officer or any other appropriate authority, as may be decided by the Board, before dissemination/disclosure of UPSI.

#### **2. Principles of Fair Disclosure:**

To adhere with the principles as mentioned in Schedule A to the SEBI PIT Regulations, CDSL shall ensure the following:

- 2.1. Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.
- 2.2. Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website before releasing such information to media or analysts.
- 2.3. Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others, unless authorized to do so by the Managing Director & Chief Executive Officer (MD & CEO) or any other officer as may be decided by the Board of Directors of the Company (including any committee of the Board of Directors of the Company) in this regard.
- 2.4. Make a public announcement with respect to any matter only after the Company has taken a final or definitive decision. When there are rumors or news reports and the Company is queried by the regulatory authorities, the Company will provide appropriate and fair reply by accepting, denying, or clarifying the same. the Company will not be required to make disclosures in cases where the proposal is still in progress, or there are impending negotiations or incomplete proposals, the disclosure of which will not be appropriate and could prejudice the Company's legitimate interests.
- 2.5. Promptly disseminate UPSI to the market through the stock exchanges in case UPSI gets disclosed selectively, inadvertently or otherwise to a section of the market, to make such information generally available.
- 2.6. The Company communicates with its Institutional shareholders through meetings with analysts and discussions between fund managers and management. The Company also participates at investor conferences from time to time. All interactions with institutional shareholders, fund managers, research associates and analysts should be based on generally available information that is accessible to the public on a non-discriminative basis and information shared with such persons should not include UPSI. The CISO shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

## **5. THE "POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES" IS AS BELOW**

- 5.1. The term "Legitimate Purpose" shall for the purpose of this Fair Disclosure Code and the SEBI Regulations, includes sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI regulations.
- 5.2. Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "Insider" for purposes of this Policy and the SEBI Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Policy and the SEBI Regulations.

## **6. SHARING OF UPSI FOR LEGITIMATE PURPOSE**

- 6.1. No Insider shall communicate, provide, or allow access to any UPSI, relating to the Company or Securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 6.2. Handle all price-sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to CDSL in accordance with this Fair Disclosure Code and the SEBI PIT Regulations.

- 6.3. No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or Securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 6.4. Notwithstanding anything contained in this Code, any UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–
- (i) entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors are of the informed opinion that sharing of such information is in the best interests of the Company;
  - (ii) not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors are of the informed opinion that sharing of such information is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made Generally Available Information at least 2 (two) Trading Days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
- 6.5. For purposes of sub-clause 6.4 above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-clause 6.4 and shall not otherwise trade in Securities of the Company when in possession of UPSI.

## **7. MAINTENANCE OF STRUCTURED DIGITAL DATABASE**

- 7.1. The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under the SEBI Regulations along with the Permanent Account Number (PAN) or any other identifier authorized by law where PAN, is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non tampering of the database. The database shall be maintained for a minimum period of 8 years or in case of receipt of any information regarding any enforcement or investigation proceedings, the relevant information shall be preserved till the completion of such proceedings.
- 7.2. The entry of information, not emanating from within the organisation, in structured digital database, may be done not later than 2 calendar days from the receipt of such information.

## **8. DISCLOSURES**

This Code and any amendment thereof will be published on the Company's official website ([www.surgiwear.co.in](http://www.surgiwear.co.in)) and shall be promptly intimated to the stock exchange(s) where the securities of the Company are listed.

## **9. CONFLICT OF INTEREST:**

In the event of any conflict between the provisions of this Code and any applicable law, rule, or regulation, the applicable law, rule, or regulation shall prevail.

## **10. AMENDMENT**

The Company reserves the right to amend this Code at any point of time. Any amendment to this Code shall take effect from the date when it is approved by the Board. The updated code shall be published on the Company's official website and duly notified to the stock exchange.

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