

CORPORATE SOCIAL RESPONSIBILITY

Scope and Purpose:

This Corporate Social Responsibility Policy (the “CSR Policy”) sets out G. Surgiwear Limited’s approach to carrying out sustainable, measurable social and environmental initiatives aligned with Schedule VII of the Companies Act, 2013 and the Companies (CSR Policy) Rules, 2014. G. Surgiwear Limited have tried to serve our community by setting the standard for quality, safety, development, manufacturing and delivery of quality healthcare.

This Policy applies to all CSR activities undertaken by the Company in India and to all employees and implementation partners engaged for CSR work.

The Company, through its CSR Policy, proposes to encourage stronger commitment from the organisation and employees towards the society to address the healthcare challenges of the Country. G. Surgiwear Limited commits to undertake socially-relevant projects that leverage its expertise in healthcare and medical consumables to improve health outcomes, strengthen local healthcare infrastructure, support skill development and manage environmental impacts while ensuring transparency, accountability and compliance with applicable law. Accordingly, the Company has not lost sight of its commitment to play its role as an enlightened corporate citizen and Corporate Social Responsibility (“CSR”) has always been on the Company agenda.

CSR Vision & Objectives:

Vision: Support sustainable improvements in healthcare, hygiene and livelihoods in communities proximate to our manufacturing facilities and across areas of strategic interest.

Objectives:

1. Promote preventive healthcare, maternal & child health, and surgical-care accessibility.
2. Improve sanitation, safe drinking water and hygiene awareness.
3. Provide skills training & employment opportunities (medical allied skills, manufacturing skills) for local communities.
4. Partner with NGOs, healthcare institutions and government programs for scalable impact.

CSR activities as stated above shall be undertaken by the Company in India. Following are our CSR focus areas that leverage our strength, and are aligned with the provisions of Section 135 and Schedule VII of the Act viz.,

1. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
2. Eradicating hunger, poverty and malnutrition, promoting healthcare especially preventive healthcare and sanitation and making available safe drinking water;
3. Promoting education, including special education and employment enhancing vocational skills especially

- among children, women, elderly, and the differently abled and livelihood enhancement projects;
4. Donation of medicines, medical equipments, diagnostic devices to Hospitals or any such similar nature of donation to Hospitals, Medical Associations and NGOs.
 5. Any other programmes with the objective of improving healthcare or lifestyle.

CSR Committee & Governance:

In accordance with Section 135 of the Companies Act, 2013, as amended (the “Companies Act”) and the Companies (CSR Policy) Rules, 2014, as amended (the “**CSR Rules**”), every company having a net worth of Rs. 500 crores or more, or turnover of Rs. 1000 crores or more, or net profit of Rs. 5 crores or more during the immediately preceding financial year, shall constitute a CSR committee to recommend to its board of directors a CSR policy that indicates activities to be undertaken by a company for CSR in such a manner that the company would spend at least 2% of its average net profits made during the three immediately preceding financial years on CSR activities. Net profit shall be computed in accordance with Section 198 of the Act, excluding such items as are specified under the Companies (CSR Policy) Rules, 2014.

The CSR committee of the board of directors shall consist of three or more directors, out of which at least one director shall be an independent director.

The CSR Committee will meet at least once in a year to discuss and review CSR activities and this Policy. A quorum of two members out of which one must be an independent director, is required to be present for the proceedings to take place. Such other meetings of the CSR Committee can be convened as and when deemed appropriate. The CSR Committee shall have the authority to call such employee(s), senior official(s) and or externals, as it deems fit. The Company Secretary, if any shall act as Secretary to the Committee.

Policy Statement:

This CSR policy shall be read together with Section 135 of the Companies Act, the CSR Rules and such other rules, regulations, circulars and notifications as may be applicable and as amended from time to time.

The Geographic reach:

The Companies Act requires the Company to give preference to the local area and areas around it where it operates, for spending the amount earmarked for CSR. The Company will thus give preference to conducting CSR activities in the state of Uttar Pradesh and in the areas where the Company has/will have its operations and in the states of India as the company may deem fit from time to time. However, the CSR Committee may identify such areas other than stated above, as it may deem fit, and recommend it to the Board for undertaking CSR activities.

Annual spends/Allocation of Funds:

The Company would spend not less than 2% of the average Net Profits of the Company made during the three immediately preceding financial years towards CSR activities. The surplus arising out of the CSR

activity will not be part of business profits of the Company. The Corpus would thus include the 2% of average net profits, as aforesaid, any income arising there from and surplus arising out of CSR activities.

CSR Expenditure:

CSR expenditure shall include all expenditure, including contribution to corpus for CSR activities approved by the Board on the recommendation of the CSR Committee, but does not include any expenditure on an item not in conformity or not included in the activities listed in Schedule VII of the Companies Act.

The following contributions shall not be considered as CSR related expenditure:

- i. Contributions of any amount, whether directly or indirectly, to any political party or any person associated with a political party;
- ii. Amount spent, whether directly or indirectly, for the benefit of employees of the Company, its group companies and their families;
- iii. Expenses incurred by the Company for the fulfilment of obligations under any act / statute or regulations (such as labor laws);
- iv. Expenses incurred by the Company for one off events such as marathons / awards / charitable contribution / advertisement / sponsorships of TV programs etc;
- v. Expenses incurred by the Company for activities undertaken in pursuance of its normal
- vi. course of business; and
- vii. Other contributions / expenses not recognized under the Act / Rules.

Scope of Functions of CSR Committee:

The CSR Committee will perform the following functions:

1. Formulating and recommending to the Board, a Corporate Social Responsibility Policy that shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act;
2. Recommending the amount of expenditure to be incurred on the activities by way of Annual Action Plan to the Board of Directors of the Company;
3. Monitoring the Corporate Social Responsibility Policy of the Company from time to time;
4. Ensuring that the programmes, projects and activities supported through G. Surgiwear Limited are aligned with the approved CSR policy of the Company and Section 135 and Schedule VII of the Act;
5. Reviewing and approving annual budgets with respect to CSR programmes;
6. In case the Company is not able to spend the stipulated 2% of the average net profits of the preceding three financial years or any part thereof, the CSR Committee shall provide the reasons for not spending the amount to the Board; the reasons shall also be included in the Board's report;
7. Receiving and reviewing reports from Implementing Partners to assess the performance and effectiveness of projects supported by the Company;
8. Reviewing the findings and recommendations regarding the CSR initiatives from any assessment, investigation or audit conducted by regulatory bodies or external auditors or independent agencies;
9. Responding to any query, observation or clarification sought by the Ministry of Corporate Affairs (MCA) or any other regulatory authority with regard to the Company's CSR supported initiatives;

10. Developing and institutionalizing a CSR reporting mechanism in terms of Section 135 of the Act and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014; and
11. Ensuring that G. Surgiwear Limited's website displays the approved CSR policy of the Company.

Monitoring Mechanism:

The CSR Committee shall institute a transparent monitoring mechanism for ensuring implementation of the projects/programmes/activities proposed to be undertaken by the Company.

Role of the Board:

1. After taking into account the recommendations made by the CSR Committee, approve the Policy for the Company.
2. Ensure that the CSR activities included in this Policy are undertaken by the Company.
3. Ensure that the activities included by the Company in this Policy are related to activities included in Schedule VII of the Act.
4. Strategic Planning and Monitoring of the CSR Activities in consultation with the CSR Committee;
5. Ensure that, in each financial year, the Company spends at least 2% of the average net profits of the Company made during the three immediate preceding financial years, in pursuance of its Policy.
6. As per Section 135 of the Act, specify the reasons for failure to spend the CSR amount in its report.
7. The Board shall have the power to make any change(s) in the constitution of the Committee.

Budget:

1. In accordance with the Companies Act and the CSR Rules, the Company will set aside, for annual CSR activities, an amount equal to 2% of the average Net Profits of the Company made during the three immediately preceding financial years. Any unutilized CSR allocation of a particular year, will be carried forward to the following year, i.e. the CSR budget will be non-lapsable in nature.
2. The details and amount of the proposed expenditure for respective financial year, towards CSR activities will be reviewed and approved by the CSR Committee after considering the average Net Profits of the Company made during the three immediately preceding financial years. The proposed expenditure shall be amended annually according to the financial year after the review by the CSR Committee or at such time, as the CSR Committee may deem fit.
3. Tax treatment of CSR spend will be in accordance with the Income- tax Act, 1961 as may be notified by Central Board of Direct Taxes (CBDT).

Annual Action Plan:

The Annual Action Plan shall include the following:-

1. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII to the Act;

2. the manner of execution of such projects or programmes as specified in CSR Rules;
3. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
4. monitoring and reporting mechanism for the projects or programmes; and
5. details of need and impact assessment, if any, for the projects undertaken by the Company.

Provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

Surplus:

The Surplus arising out of the CSR Activities, projects or programmes shall not form part of the Business Profit of the Company.

Unspent or Excess spent of CSR:

The unspent or excess spent of CSR amount shall be spent or set off pursuant to the provisions of Section 135 of the Act read with CSR Rules.

Implementation:

The Company may enter into partnerships/alliance with the Government, Business Partners and NGOs for implementation of its CSR programmes/projects.

The Company shall formulate criteria and procedure for selection, screening and due diligence of its implementing partners.

The CSR Committee will oversee the implementation and monitoring of all CSR projects/programmes. Monitoring, Evaluation and Impact Assessment

The Company will institute a well-defined, transparent monitoring, evaluation and impact assessment mechanism to ensure that each CSR project/programme has:

1. Clear objectives developed out of the societal needs that are determined through baselines studies and/or research.
2. Clear targets, timelines and measurable output, outcome and impact indicators, wherever possible.
3. A progress monitoring and reporting framework that is aligned with the requirements of the section 135 of the Companies Act and the CSR Rules.

Failure to meet CSR spending and fund transfer requirements results in civil penalties:

- Companies can face a penalty of the lesser of ₹1 crore or twice the amount that should have been transferred.

Officers in default may be penalised with the lesser of ₹2 lakh or one-tenth of the required transfer amount.

Projects:

CSR Committee in consultation with the Board will identify suitable projects or programs for implementation in line with the objectives of the Company and requirements laid down under this Policy. These projects and programs would be executed either directly by the Company and/or through CSR partner(s).

The Chief Financial Officer, who shall be in charge of implementation of the CSR Policy, will present the

annual budgets along with the list of approved CSR activities conducted by the Company to the CSR Committee together with the progress made from time to time as a part of the evaluation process under the monitoring mechanism.

Disclosure:

This Policy shall be disclosed in the annual report of the Company and posted on the website of the Company, if required under the Companies Act, 2013 and rules thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any other regulatory requirements.

Reporting:

The Company shall include an annual report of the CSR activities undertaken for the financial year in its Board's Report as per the format prescribed under the CSR Rules.

Amendments to the Policy:

The Board on its own and/or as per the recommendations of CSR Committee can amend this Policy, as and when required as deemed fit. Any or all provisions of this Policy would be subject to revision/amendment in accordance with applicable laws on the subject as may be issued from relevant statutory authorities from time to time.

This policy was approved by the Board of Directors on December 09, 2025.