

POLICY FOR THE DETERMINATION OF MATERIAL EVENTS AND INFORMATION

INTRODUCTION

The following Policy approved by the Board of Directors of G. Surgiwear Limited (hereinafter referred to as "**Company**") provides an overall framework for disclosure of information or events of the Company pursuant to Regulation 30, Regulation 30A and Regulation 51 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**SEBI Listing Regulations**"). This Policy is subject to the Board's review and changes, as may be appropriate, in conformity with the requirements of the SEBI Listing Regulations, as amended from time to time.

OBJECTIVE

The objectives of this Policy are as follows:

- a. To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded company as laid down by the SEBI Listing Regulations, various Securities Laws and any other legislations, as applicable.
- b. To ensure that the information disclosed by the Company is adequate, accurate, timely and transparent.
- c. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- d. To protect the confidentiality of material/price sensitive information within the context of the Company's disclosure obligations.
- e. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- f. To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

Definitions

1. "**Act**" means the Companies Act, 2013, Rules framed thereunder and any amendments thereto;
2. "**Company**", "**This Company**", "**The Company**" wherever occur in the policy shall mean "G. Surgiwear Limited".
3. "**Key Managerial Personnel**" shall have the same meaning as defined under the Companies Act, 2013.
4. "**Material events or information**" means events or information as defined under Part A and B of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time.
5. "**Listing Regulations**" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto;

6. **“Policy” or “This Policy”** means, “Policy for determination of materiality of events or information.”

EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the SEBI Listing Regulations (as applicable to the Company from time to time) (“Para A Events”) without any application of the guidelines for materiality.

CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

The Company shall disclose all such events or information which are specified in Para B of Part A of Schedule III of the SEBI Listing Regulations (as applicable to the Company from time to time) (“Para B Events”) to the stock exchange(s) upon application of the guidelines for materiality within the timelines as prescribed under the SEBI Listing Regulations.

Materiality of an event or information for disclosure shall be determined on a case to case basis depending on the specific facts and circumstances relating to the events/ information and the Company shall take guidance from the provisions of SEBI Listing Regulations (including any subsequent amendments thereto) and circular(s) issued by the SEBI/ stock exchange(s), from time to time. The Company shall consider the following criteria for determination of materiality of an event/ information:

1. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
2. the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
3. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - a. Two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - b. Two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - c. Five percent of the average of absolute value of profit or loss after tax, as per the last 3 (three) audited consolidated financial statements of the Company.
4. In case where the criteria specified in sub-clauses (1), (2) and (3) are not applicable, an event or information may be treated as being material if in the opinion of the Board of Directors of the Company, the event or information is considered material. For the purpose of same, the Key Managerial Personnel(s) of the Company are authorized to determine such materiality and they can put up specific matters before the Board of Directors for its assessment, if need be.

The Company shall also disclose any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

5. Without prejudice to the generality of the above, the Company may make disclosures of event/information as specified by the Board of Directors of the Company, from time to time.

PERSON(S) RESPONSIBLE FOR DISCLOSURE

The Board of Directors of the Company has authorised Company Secretary / Chief Financial Officer (“**Authorised Person**”) in consultation with the Managing Director to determine the materiality of an event or information and to make appropriate disclosure on a timely basis. The Authorised Person is empowered to seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as he/she may deem fit.

TIME LIMIT FOR THE DISCLOSURE

The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of the SEBI Listing Regulations as soon as reasonably possible and in any case not later than the following:

- i. thirty minutes from the closure of the meeting of the Board of Directors in which the decision pertaining to the event or information has been taken;

Provided that in case the meeting of the Board of Directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the Board meeting;

Provided further that in case the meeting of the Board of Directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- ii. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- iii. twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Provided that if all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of sub-paragraph 8 of paragraph B of Part A of Schedule III of SEBI Listing Regulations, is maintained in the structured digital database of the Company in terms of provisions of the Securities and Exchange

Board of India (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two hours of receipt of the notice by the Company.

Further, disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the SEBI Listing Regulations shall be made within such timelines. In case the disclosure is made after the stipulated timeline, the Company shall provide explanation for the delay along with the disclosure.

Explanation: Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors.

The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved / closed, with relevant explanations.

DETAILS OF DISCLOSURE

The Company will disclose details for the events set out in Para A and Para B of Part A of Schedule III of the SEBI Listing Regulations, in accordance with the guidelines prescribed under applicable SEBI Circular(s) issued/ amended from time to time. Further, the Company shall ensure that the disclosures are appropriate and would be consistent with the facts of each event being disclosed by the Company.

GUIDELINES FOR RUMOUR VERIFICATION

The Company shall confirm, deny or clarify, upon the material price movement as may be specified by the stock exchanges, any reported event or information in the mainstream media, which is not general in nature and indicates that rumour of an impending specific event or information is circulating amongst the investing public and also provide the current stage of such event or information. Such disclosure will be as per the timelines prescribed under SEBI Listing Regulations.

WEBSITE UPDATION / UPDATES TO STOCK EXCHANGES

The Company shall update all disclosures made under Regulation 30 of SEBI Listing Regulations to the stock exchanges on its website and shall be continued to be hosted on the website for a minimum period of five years and thereafter archived as per Policy for preservation of document & Archival Policy of the Company.

POLICY REVIEW

The Policy shall be subject to review of the Board, and amend it suitably, as may be deemed necessary in accordance with any regulatory requirements or amendments.

EFFECTIVE DATE

The Policy has been effective December 09, 2025

DISCLOSURE

As per the provisions of the SEBI Listing Regulations, the Policy shall be disclosed on the website of the Company.