

BOARD DIVERSITY POLICY

POLICY OBJECTIVE

Pursuant to Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Nomination and Remuneration Committee of the Board of Directors of the Company is required to devise a policy on diversity of board of directors.

This Policy has been formulated to ensure a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of directors so that they collectively provide strategic guidance to the Management consistently with the Company's business perspective.

DEFINITIONS

“**Board**” means the board of directors of the Company;

“**Board Diversity Policy**” means this policy, as amended from time to time;

“**Committee**” means the nomination and remuneration committee of the Board;

“**Companies Act**” means the Companies Act, 2013, read with the rules thereunder, as amended;

“**Company**” means G. Surgiwear Limited.

“**Director**” means a member of the Board; and

“**SEBI Listing Regulations**” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Words and expressions used and not defined in this Board Diversity Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act and rules and regulations made thereunder.

APPLICABILITY

This Policy shall be applicable to the Board of Directors of the Company.

BOARD DIVERSITY

- The Committee shall ensure that the Board shall have an optimum combination of executive,

non-executive and independent Directors in accordance with requirements of the Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company. The Company recognises the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage.

- The Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, race and gender, which will ensure that the Company retains its competitive advantage. The Company further believes that a diverse Board will contribute towards driving business results, make corporate governance more effective, enhance quality and responsible decision-making capability, ensure sustainable development and enhance the reputation of the Company.
- The Committee shall review the profile of the prospective candidates for appointment as Director on the Board taking in consideration knowledge, experience, financial literacy / expertise, global market awareness and other relevant factors as may be considered appropriate and the Board shall be so formulated with mix of members to maintain high level of ethical standards. The Committee shall also take into consideration the provisions of the Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

POLICY REVIEW

The Nomination and Remuneration Committee shall review the policy periodically as it deems necessary, keeping in view the diversity requirements as per the evolving global landscape and recommend changes that are to be made to this policy to the Board. However, review of this policy shall be undertaken minimum once in every three years or earlier as per business needs.

EFFECTIVE DATE

The Board Diversity Policy shall come into effect on December 09, 2025

DISCLOSURES

The Board Diversity Policy is available on the website of the Company.