NOMINATION AND REMUNERATION POLICY

Adopted by the Board of Directors at its meeting held on September 24, 2026

1. Introduction

1.1 This policy on the nomination and remuneration of directors, key managerial personnel and senior management personnel of **Creation Science IVF Private Limited** (the "Company").

1.2 This Policy is guided by the principles and objectives set out in Section 178 of the Companies Act, 2013 and the rules made thereunder, each as amended (the "Act"), to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate competent resources, that there is a clear relationship of remuneration to performance, and that there is a balance between rewarding short- and long-term performance of the Company. Any subsequent amendment or modification in the statutory provisions shall automatically apply to this Policy.

1.3 The Company is a private limited company that is a subsidiary of Indira IVF Hospital Limited (the "Holding Company"). By virtue of the proviso to Section 2(71) of the Act, a company which is a subsidiary of a company that is not a private company is deemed to be a public company for the purposes of the Act, even where it continues to be a private company in its articles. Accordingly, the Company is treated as a deemed public company. The constitution of the Nomination and Remuneration Committee (the "NR Committee") and the adoption of this Policy give effect to the requirements of Section 178 of the Act (to the extent applicable to the Company) and to the corporate governance standards of the Holding Company group.

2. Objectives of the NR Committee

2.1 The NR Committee shall:

A. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees.

B. Formulate the criteria for evaluation of performance of independent directors and the Board of Directors.

C. Identify persons who are qualified to become directors and persons who may be appointed in key managerial and senior management positions in accordance with the criteria laid down in this Policy.

D. Recommend to the Board the appointment and removal of directors, key managerial personnel and senior management personnel.

E. Decide whether to extend or continue the term of appointment of an independent director, on the basis of the report of performance evaluation of independent directors.

F. Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.

G. Ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

3. Effective Date

3.1 This Policy has been formulated by the NR Committee and adopted by the Board of Directors at its meeting held on **[●] [Insert date]**.

3.2 This Policy shall be operational with immediate effect.

4. Definitions

4.1 "Board" or "Board of Directors": means the Board of Directors of the Company.

4.2 "Director": means a Director of the Company appointed in accordance with the Act.

4.3 "Company": means Creation Science IVF Private Limited.

4.4 "Holding Company": means Indira IVF Hospital Limited.

4.5 "NR Committee": means the Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board from time to time.

4.6 "Independent Director": means a director referred to in Section 149(6) of the Act and the rules made thereunder. Without limiting the foregoing, an Independent Director, in relation to

the Company, means a Director other than a Managing Director, a Whole-time Director or a Nominee Director,

(i) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

(ii) who is or was not a promoter of the Company or its holding, subsidiary or associate company, and is not related to the promoters or directors in the Company, its holding, subsidiary or associate company;

(iii) who has or had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent of his total income or such amount as may be prescribed, with the Company, its holding, subsidiary or associate company, or their promoters or directors, during the two immediately preceding financial years or during the current financial year;

(iv) none of whose relatives has or had a pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters or directors, amounting to two per cent or more of its gross turnover or total income, or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

(v) who, together with his relatives, satisfies the further conditions of independence prescribed under Section 149(6) of the Act and the rules made thereunder (including conditions relating to past employment, association with auditors or consulting firms, voting power and association with non-profit organisations); and

(vi) who possesses such other qualifications as may be prescribed.

4.7 "Key Managerial Personnel" or "KMP": means, in relation to the Company, as defined under Section 2(51) of the Act —

(i) the Chief Executive Officer or the Managing Director or the Manager;

(ii) the Whole-time Director;

(iii) the Company Secretary;

(iv) the Chief Financial Officer; and

(v) such other officer, not more than one level below the directors who is in whole-time employment and designated as key managerial personnel by the Board, and such other officer as may be prescribed under the applicable statutory provisions or regulations.

4.8 "Senior Management" or "Senior Management Personnel": means the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, comprising all members of management one level below the Chief Executive Officer or Managing Director or Whole-time Director or Manager (including the Chief Executive Officer and Manager, in case they are not part of the Board of Directors), and shall specifically include the functional heads (by whatever name called), the Company Secretary and the Chief Financial Officer.

4.9 Words and expressions used in this Policy and not defined herein, but defined in the Act and the rules made thereunder, shall have the meanings respectively assigned to them therein.

5. Applicability

5.1 This Policy is applicable to:

A. Directors (Executive and Non-Executive);

B. Key Managerial Personnel; and

C. Senior Management Personnel.

6. Constitution of the NR Committee

6.1 The Board has the power to constitute or re-constitute the NR Committee from time to time in order to keep it consistent with the Company's policy and applicable statutory requirements. The NR Committee shall comprise three or more non-executive directors, of whom not less than one-half shall be independent directors, in accordance with Section 178(1) of the Act.

7. General Appointment Criteria

7.1 The NR Committee shall consider the ethical standards of integrity and probity, and the qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level, and shall accordingly recommend his or her appointment to the Board.

7.2 The Company shall ensure that the person appointed as Director, Independent Director, KMP or Senior Management Personnel is not disqualified under the Act, the rules made thereunder, or any other enactment for the time being in force.

7.3 The Director, Independent Director, KMP or Senior Management Personnel shall be appointed in accordance with the procedure laid down under the Act, the rules made thereunder, and any other enactment for the time being in force which is applicable to the Company.

8. Additional Criteria for Appointment of Independent Directors

8.1 The NR Committee shall consider the qualifications for Independent Directors set out under the head "Definitions" above, and their appointment shall be governed by the provisions of Section 149 of the Act (as amended from time to time), including registration with, and the proficiency test administered by, the Indian Institute of Corporate Affairs to the extent applicable.

9. Term / Tenure

9.1 Managing Director / Whole-time Director

A. The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time, or as may be prescribed under the Act. No re-appointment shall be made earlier than one year before the expiry of the term.

9.2 Independent Director

A. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

B. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiry of three years of ceasing to be an Independent Director, provided that during the said period of three years he or she shall not be appointed in, or be associated with, the Company in any other capacity, either directly or indirectly.

C. At the time of appointment of an Independent Director, it shall be ensured that the number of boards on which such Independent Director serves is restricted as prescribed under the Act and applicable laws.

10. Removal

10.1 On account of any disqualification mentioned in the Act, the rules made thereunder, or any other applicable Act, rules and regulations, or any other reasonable ground, the NR Committee may recommend to the Board the removal of a Director, KMP or Senior Management Personnel, subject to the provisions of, and compliance with, the said Act, rules and regulations.

11. Criteria for Evaluation of Independent Directors and the Board

11.1 The Directors, including Independent Directors, shall be evaluated on the basis of whether they:

- act objectively and constructively while exercising their duties;
- exercise their responsibilities in a bona fide manner in the interest of the Company;
- devote sufficient time and attention to their professional obligations for informed and balanced decision-making;
- do not abuse their position to the detriment of the Company or its shareholders, or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- refrain from any action that would lead to loss of independence, and inform the Board immediately when they lose their independence;
- assist the Company in implementing the best corporate governance practices;
- strive to attend the meetings of the Board, its committees and the general meetings of the Company, and participate constructively and actively in the committees of which they are members;
- keep themselves well informed about the Company and the external environment in which it operates;
- do not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

- moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholders' interests; and
- abide by the Company's memorandum and articles of association, and the Company's policies and procedures including its code of conduct and insider trading guidelines (where applicable).

12. Board Diversity

12.1 The Board of Directors may comprise a combination of Directors from different areas or fields, such as healthcare and clinical sciences, management, quality assurance, finance, sales and marketing, supply chain, research and development, human resources and law, or as may be considered appropriate, having due regard to gender and other diversity.

13. Remuneration

13.1 The NR Committee will recommend to the Board, for its approval, the remuneration to be paid to the Managing Director, Whole-time Director, KMP and Senior Management Personnel.

13.2 The level and composition of remuneration so determined shall be reasonable and sufficient to attract, retain and motivate directors, KMP and Senior Management Personnel of the quality required to run the Company successfully. The relationship of remuneration to performance shall be clear and shall meet appropriate performance benchmarks. The remuneration shall also involve a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

A. Managing Director / Whole-time Director

1. The compensation paid to the executive directors will be within the scale approved by the shareholders. The elements of total compensation approved by the NR Committee will be within the overall limits specified under the Act.
2. The remuneration, compensation or commission payable to the Managing Director or Whole-time Director shall be governed by the provisions of the Act and the rules made thereunder, or any other enactment for the time being in force, including the conditions and monetary limits specified in Sections 196, 197 and Schedule V of the Act, the approval requirements and the disclosure requirements thereunder.

B. Non-Executive Directors

1. A Non-Executive Director may receive sitting fees for attending meetings of the Board or any committee thereof. Any remuneration, commission or compensation payable to Non-Executive Directors will be determined by the NR Committee and recommended to the Board for its approval, subject to the limits, approval requirements and disclosure requirements specified under the Act.

C. KMP / Senior Management Personnel

1. The remuneration payable to KMP and Senior Management Personnel shall be based on the experience, qualification and expertise of the relevant personnel, shall be as per the human resources policies of the Company as revised from time to time, and shall be governed by the limits (if any) prescribed under the Act and the rules made thereunder, or any other enactment for the time being in force.

D. Directors' and Officers' Insurance

1. Where any insurance is taken by the Company on behalf of its Directors, KMP or Senior Management Personnel for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel, unless otherwise specifically provided under the Act.

Notwithstanding the above, the remuneration payable to the Directors shall in no event be higher than the amount prescribed under Sections 196 and 197 of the Act, unless the same is approved by the shareholders in accordance with the provisions therein.

14. Chairperson

14.1 The Chairperson of the Company may be appointed as a member of the NR Committee but shall not chair the NR Committee.

14.2 In the absence of the Chairperson, the members of the NR Committee present at the meeting shall choose one amongst themselves to act as Chairperson.

14.3 The Chairperson of the NR Committee, or any other member nominated by the Chairperson, may attend the general meeting of the Company to answer the shareholders' queries.

15. Frequency of Meetings

15.1 The meetings of the NR Committee shall be held at such regular intervals as may be required.

16. NR Committee Members' Interest

16.1 A member of the NR Committee shall not participate in the discussions when his or her own remuneration is discussed at a meeting, or when his or her performance is being evaluated.

16.2 The NR Committee may invite such executives including executives from its holding company as it considers appropriate to be present at its meetings.

17. Secretary

17.1 The Company Secretary of the Company shall act as the Secretary of the NR Committee. Where the Company has not appointed a Company Secretary, such officer as the Board may designate shall act as the Secretary of the NR Committee.

18. Voting

18.1 Matters arising for determination at NR Committee meetings shall be decided by a majority of votes of the members present and voting, and any such decision shall for all purposes be deemed a decision of the NR Committee.

19. Adoption, Changes and Disclosure of Information

19.1 This Policy, and any changes thereto, shall be approved by the Board based on the recommendation(s) of the NR Committee.

19.2 This Policy may be reviewed at such intervals as the Board or the NR Committee may deem necessary.

19.3 Such disclosures of this Policy as may be required under the Act shall be made, including in the Board's report where applicable.

20. Dissemination of Policy

20.1 A copy of this Policy shall be made available to all Directors within one month from the date of its approval by the Board. This Policy may also be hosted on the website of the Company (if any), and the salient features of this Policy may be disclosed in the annual report or the Board's report of the Company, as required.

21. Penalty for Non-Adherence to the Policy

21.1 Non-adherence to any clause of this Policy may attract the penalty prescribed under Section 178 of the Act, being a penalty that may be levied on the Company and on every officer of the Company who is in default, as may be applicable from time to time, in addition to such other consequences as may follow under the Act or any other applicable law.

22. Interpretation and Scope

22.1 In case of any conflict between the provisions of this Policy and the statutory provisions, the statutory provisions shall prevail over this Policy. Any subsequent amendment or modification in the statutory provisions shall automatically apply to this Policy, and the provisions of this Policy shall stand modified accordingly to the extent of such inconsistency.

22.2 The Board of Directors, and the Company Secretary (if any), are jointly authorised to amend this Policy to give effect to any changes or amendments notified by the Ministry of Corporate Affairs or any other competent authority in respect of any matter covered by this Policy. Any such amendment shall be placed before the Board for noting and ratification.