

GAUDIUM IVF AND WOMEN HEALTH LIMITED

POLICY FOR IDENTIFICATION OF 'MATERIAL' GROUP COMPANIES

**Amended by the Board of Directors at their meeting held on November 30, 2024*

Policy for Identification of 'Material' Group Companies

A. Introduction

This Policy has been formulated to define the materiality for identification of group companies in respect of Gaudium IVF and Women Health Limited (the “Company” or the “Issuer”), pursuant to the disclosure requirements under Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”).

B. Applicability and Objective

In terms of the SEBI ICDR Regulations, "group companies", wherever they occur, shall include such companies as covered under the applicable accounting standards and also other companies as considered material by the board of the issuer company.

The Board of Directors of the Company (**“Board”**) at their meeting held on November 30, 2024, discussed and approved this Policy. This Policy shall be effective from the date of approval of this Policy by the Board.

In this regard, group companies of the Issuer (**“Group Companies”**), shall be companies with whom our Company has had related party transaction in the preceding financial year and stub period if any as per Restated consolidated financial statements and also other companies as considered ‘material’ by the Board.

For the purpose of disclosure in Offer Documents, a company shall be considered material and will be disclosed as a **‘Group Company’** if:

- ✓ Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
- ✓ Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the company as per Restated Consolidated Financial Statements.

For avoidance of doubt, it is clarified that direct or indirect subsidiaries of the Issuer shall not be considered as ‘group companies’ for the purpose of disclosure in the Draft Offer Documents/Offer Document.