NOTICE OF 11TH (ELEVENTH) ANNUAL GENERAL MEETING

Notice is hereby given that the 11th (Eleventh) Annual General Meeting ("**AGM**") of the Members of **Gaudium IVF and Women Health Limited (Formerly Known as Gaudium IVF and Women Health Private Limited) ("Company")** will be held on **Monday, September 28, 2026, at 02:00 P.M.** (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to transact the following businesses:

A. ORDINARY BUSINESSES

1. TO RECEIVE, CONSIDER AND ADOPT:

a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditor's thereon; and

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Directors and Auditor's thereon, be and are hereby received, considered and adopted."

b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of Auditor's thereon.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of Auditor's thereon, be and are hereby received, considered and adopted."

2. TO APPOINT A DIRECTOR IN PLACE OF MR. VISHAD KHANNA (DIN: 10729610) NON-EXECUTIVE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, and other applicable laws, and the rules made thereunder including any statutory modification(s) or re-enactment thereof and the Articles of Association and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Vishad Khanna (DIN:10729610), Non-Executive Director of the Company who retires by rotation, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

B. SPECIAL BUSINESSES

3. TO CONSIDER AND APPROVE THE REVISION IN THE REMUNERATION PAYABLE TO DR. PEEYUSH KHANNA (DIN: 07091422), WHOLE-TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Act, Regulation 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and other applicable laws, rules, regulations, circulars and guidelines, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Audit Committee, and the approval and recommendation of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for revision in the salary/remuneration, consultancy fees, perquisites and other entitlements payable to Dr. Peeyush Khanna (DIN: 07091422), Whole-Time Director of the Company, with effect from October 01, 2026, for the remaining period of his tenure as Whole-Time Director of the Company, i.e. till December 10, 2029, as follows:

Sr. No.	Particulars	Salary/Remuneration Details
1.	Salary including allowances	₹48,00,000/- per annum (Rupees Forty-Eight Lakhs Only), i.e. ₹4,00,000/- per month
2.	Consultancy Fees	₹36,00,000/- per annum (Rupees Thirty-Six Lakhs Only), i.e. ₹3,00,000/- per month
3.	Perquisites and Other Entitlements	In addition to the above, Dr. Peeyush Khanna shall be entitled to such benefits, perquisites, reimbursements and other entitlements as may be applicable under the policies of the Company and in accordance with the applicable provisions of law and other terms and conditions of remuneration as set out in the explanatory statement attached to this notice.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the remaining tenure of Dr. Peeyush Khanna, the aforesaid remuneration by way of salary/remuneration, consultancy fees, perquisites and other entitlements, payable to him shall be subject to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013 in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013, subject to such conditions, approvals and compliances as may be applicable under the said Act, Schedule V, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration by way of salary/remuneration, consultancy fees, perquisites and other entitlements, as specified above, to Dr. Peeyush Khanna, notwithstanding that the aggregate annual remuneration, fee and compensation of executive directors of the Company who are promoters or members of the promoter group, exceeds 5% of the net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and are hereby authorized to settle any question difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign & execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

4. TO RATIFY AND APPROVE THE REMUNERATION PAID/PAYABLE TO DR. MANIKA KHANNA (DIN: 07090907), CHAIRPERSON AND MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Act, Regulation 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and other applicable laws, rules, regulations, circulars and guidelines, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to ratify and approve the remuneration, including consultancy fees, perquisites, reimbursements and other entitlements already paid/payable to Dr. Manika Khanna (DIN: 07090907), Chairperson and Managing Director of the Company, from September 20, 2024 till the date of this Annual General Meeting, and to approve the remuneration, including consultancy fees, perquisites and other entitlements payable to her for the remaining period of her tenure as Chairperson and Managing Director of the Company, i.e., up to September 19, 2027, as follows:

Sr. No.	Particulars	Salary/Remuneration Details
1.	Salary	Nil
2.	Consultancy Fees	₹1,80,00,000/- per annum (Rupees One Crore and Eighty Lakh only), i.e. ₹15,00,000/- per month
3.	Perquisites and Other Entitlements	1. Perquisites, Allowances, Bonus/Exgratia, Reimbursements & other Benefits: Dr. Manika Khanna shall be entitled to perquisites and allowances as per the Company's policies, rules and schemes; as available and applicable, if any, from time to time, which shall in the manner specified under the Companies Act, 2013 and rules specified thereunder, in any year. 2. Dr. Manika Khanna shall also be entitled to all reimbursements including, reimbursements for business promotion, books/periodical, journals, fees, car, telephone, internet and entertainment expenses incurred in the course of business of the Company. 3. Other benefits: a. Contribution to provident, superannuation and other fund as per the rules of the Company. Such contribution will not be included in the computation of the ceiling on perquisites to the extent these, whether singly or put together, are not taxable under the Income Tax Act, 1961. b. Earned Leave: On full pay and allowances as per the Rules of the Company. Encashment of leave at the end of the tenure, in accordance with the Rules of the Company, if any, will not be included in the computation of the ceiling on perquisites. c. Gratuity as per the Rules of the Company, subject to the limit prescribed by Central Government, which will not be included in the computation of ceiling on perquisites.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the remaining tenure of Dr. Manika Khanna, the aforesaid remuneration by way of salary/remuneration, consultancy fees, perquisites and other entitlements, payable to her shall be subject to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013 in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013, subject to such conditions, approvals and compliances as may be applicable under the said Act, Schedule V, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the ratification and approval of the remuneration, including consultancy fees, perquisites and other entitlements already paid/payable and to be paid/payable to Dr. Manika Khanna, as specified above, notwithstanding that the aggregate annual remuneration, fee and compensation payable to the Executive Directors of the Company who are Promoters or members of the Promoter Group exceeds 5% of the net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and are hereby authorized to settle any question difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign & execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

5. APPOINTMENT OF M/S. SURESH NAINWAL & COMPANY, PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE (5) CONSECUTIVE YEARS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") read with SEBI Master Circular on LODR and ICSI Communication, Section 204 of the Companies Act, 2013 and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the 'Board'), M/s. Suresh Nainwal & Company, Practicing Company Secretaries (Firm Registration No. S2020DE764700, Peer Review No. 3349/2023) be and are hereby appointed as the Secretarial Auditor of the Company for a period of five (5) consecutive years commencing from FY 2026-27 until FY 2030-31 on such remuneration as may be mutually agreed upon between the Board and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

By Order of the Board
For Gaudium IVF and Women Health Limited
(Formerly Known as Gaudium IVF and
Women Health Private Limited)

Sd/-
Naveen Kumar
Company Secretary & Compliance Officer
Membership No.: A69788

Registered office: B1/51, Janakpuri, New Delhi-110058, India
CIN: L85100DL2015PLC278296
Tel: 011-4885 8585
Email: compliance@gaudiumivfcentre.com
Website: www.gaudiumivfcentre.com

Place: New Delhi
Date: September 03, 2026

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFDPoD2/P/ CIR/2024/133 dated October 3, 2024 and other applicable circulars issued in this regard ("SEBI Circulars"), have permitted companies to hold their Annual General Meeting ("AGM" or "Meeting") through Video Conference ("VC") or through Other Audio-Visual Means ("OAVM") without the physical presence of Shareholders at a common venue. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("the ICSI"), the 11th AGM of the Company is being held through VC/OAVM on Monday, September 28, 2026, at 2:00 p.m. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at B-1/51, Janakpuri, New Delhi- 110058.

2. Since, the AGM is being conducted through VC/ OAVM pursuant to the Circulars, requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by members is not available for the AGM and hence proxy form and attendance slip including route map of the venue has not been annexed with the notice of the AGM ("Notice").

   The quorum for the AGM, as provided in Section 103 of the Act, is thirty members (including authorized representative(s)/ attorney holder(s) of corporate members, institutional investors etc.) and Members present in the meeting through VC/OAVM shall be counted for the purpose of quorum pursuant to MCA Circulars and other applicable circulars.

3. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution(s) proposed in this Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned and certified copy (PDF/ JPG Format) of their Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting, to the Scrutinizer through an e-mail at cssureshnainwal@gmail.com, with a copy marked to evoting@nsdl.com.

4. The Explanatory Statement setting out material facts concerning the business under Items No. 3 to 5 of the Notice of AGM is annexed hereto in accordance with Section 102 of the Act. Further, the relevant details with respect to Director seeking reappointment and other directors at this AGM are also provided as Annexure to the Notice of AGM which forms part of the Explanatory Statement, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 issued by the ICSI. The recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI Listing Regulations is also provided in the said Statement. The disclosures as required in sub-regulation (5) of Regulation 36 of SEBI (LODR) Regulations, 2015 in respect of the appointment of Secretarial Auditor are forming part of the explanatory statement to the Notice.

5. In compliance with the Regulation 36 of the SEBI Listing Regulations the Notice along with the Annual Report for the financial year 2025-26 ("Annual Report") is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company ("RTA")/ Depositories/ Depository Participant(s) and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on Friday, August 28, 2026. Further, in terms of regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path and QR code, where complete details of the Notice and Annual Report of the Company are available, is being physically sent to those shareholder(s) who have not registered their email addresses with the Company/ RTA/ Depositories/ Participant(s), as on Friday, August 28, 2026.

6. In case any member is desirous of obtaining physical copy of Notice and Annual Report, he/ she may send a request to the Company by writing at compliance@gaudiumivfcentre.com mentioning their Folio No./ DP ID and Client ID.

7. In compliance with aforementioned circulars and SEBI Listing Regulations, the Notice and Annual Report will be available on the website of the Company at https://www.gaudiumivfcentre.com. The Notice can also be accessed from the website of stock exchanges i.e., BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE")

at www.nseindia.com and the website of NSDL at https://www.evoting.nsdl.com/. The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members viz. manner of registering e-mail ID, cut-off date for e-voting etc.

8. Remote E-voting

8.1 In compliance with the provisions of section 108 of the Act and rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Secretarial Standard on General Meetings "SS-2" issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI Listing Regulations and Circulars, the Company is providing facility of electronic voting ("E-voting") to its members in respect to cast their vote electronically on the businesses to be transacted at the AGM. For this purpose, the Company has availed the services of National Securities Depository Limited ("NSDL") for facilitating E-voting, as the authorized agency. The facility of casting votes by a member using E-voting system during the remote E-voting period as well as E-voting during the AGM will be provided by NSDL. The detailed instructions for participating in the AGM through VC/ OAVM is explained in notes.

8.2 In case of joint shareholders attending the AGM, the member whose name appears as first holder in the order of names as per the beneficial owners/ register of members as maintained by the Depositories/ Company will be entitled to vote.

8.3 The members can opt for only one mode of voting i.e. remote E-voting (before the AGM in the manner as provided hereinafter) or E-voting during the AGM. The members who have cast their vote by remote E-voting may also attend the AGM, however, are not eligible for further voting during the AGM.

8.4 The Members of the Company, whose names appear in the Register of Members or in the Register of beneficial owners maintained by the depositories as on Cut-off date and who are otherwise not barred from casting their vote, are entitled to vote electronically either through remote e-voting or e-voting at the AGM, on the resolution(s) set forth in this Notice. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast their vote again. A person who is not a member as on the Cut-off date should treat this Notice for information purposes only.

8.5 Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of Notice and holding shares as on Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if the Members are already registered with NSDL for remote e-voting, they can use their existing user ID and password for casting the vote.

8.6 The remote E-voting period will commence on Friday, September 25, 2026 at 9:00 a.m. (IST) and ends on Sunday, September 27, 2026 at 5:00 p.m. (IST). During this period, members holding equity shares of the Company, as on the cut-off date i.e., Monday, September 21, 2026 ("Cut-off date") may cast their vote through remote E-voting. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

8.7 The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. September 21, 2026.

8.8 Members who have not registered/ updated their email address are requested to register/ update the same as per the process advised by concerned Depository Participant.

9. In terms of the provisions of section 72 of the Act, the facility for registration of nomination is available for the members in respect of the shares held by them. All existing members are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. Further, members holding shares in demat form are requested to submit choice of nomination, PAN and other details to their DPs. The said forms can be downloaded through the Company's website at https://www.gaudiumivfcentre.com/. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

10. Voting Results

10.1 The Company has appointed M/s. Suresh Nainwal & Company, Practicing Company Secretaries (Firm Registration No. S2020DE764700, Peer Review No. 3349/2023), who had communicated their willingness for the said appointment, as the Scrutiniser(s) to scrutinise remote E-voting process and E-voting process during the AGM of the Company in a fair and transparent manner.

10.2 The Scrutiniser, immediately after the conclusion of voting at the AGM, will first download the votes cast at the AGM and thereafter unblock the votes cast through remote E-voting in the presence of at least 2 (two) witnesses, not in the employment of the Company, and shall submit a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting.

The results of the AGM shall be declared by the Chairperson or any person duly authorized by her on this behalf, after the AGM within the prescribed statutory timelines. The resolutions shall be deemed to be passed on the AGM date i.e. September 28, 2026, subject to receipt of the requisite number of votes in favour of individual resolution(s).

10.3 The said result along with Scrutinizer's report will also be displayed at the Registered Office of the Company. Additionally, the results will also be uploaded on the website of the Company at https://www.gaudiumivfcentre.com/ as well as on the website of NSDL at www.evoting.nsdl.com/. The result shall simultaneously be communicated to the Stock Exchanges.

11. Inspection of Documents

11.1 All documents referred to in the Notice, will be available for inspection electronically, without any fee, by the members from the date of circulation of the Notice up to the date of the AGM i.e., Monday, September 28, 2026.

11.2 The Register of Directors & Key Managerial Personnel and their shareholding, maintained under section 170 of the Act; Register of Contracts or Arrangements in which Directors are interested, maintained under section 189 of the Act will also be available for electronic inspection by the members during the AGM.

11.3 Members seeking to inspect such documents may send a request on the e-mail address at compliance@gaudiumivfcentre.com.

12. The Members can join the AGM in the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without any such restriction.

13. Transcript of AGM

The recorded transcript of the AGM shall also be made available on the website of the Company at https://www.gaudiumivfcentre.com/, post AGM within the prescribed statutory timelines.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:

The remote e-voting period begins on Friday, September 25, 2026 at 09:00 A.M. and ends on Sunday, September 27, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Monday, September 21, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 21, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

Type of shareholders	Login Method
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssureshnainwal@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre, Deputy Vice President at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@gaudiumivfcentre.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@gaudiumivfcentre.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance 7 days prior to meeting mentioning their name demat account number/folio number, email id, mobile number at compliance@gaudiumivfcentre.com. The same will be replied by the Company suitably.

6. Speaker Registration:

   Members who would like to express their views/ ask questions as a Speaker at the Meeting may preregister themselves by sending a request from their registered e-mail address mentioning their names, demat account number/folio number, email id, PAN, mobile number at compliance@gaudiumivfcentre.com between Monday, September 14, 2026 at 9:00 a.m. (IST) and Monday, September 21, 2026, at 5:00 p.m. (IST).

   Only those Members who have pre-registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM.

   The Company reserves the right to restrict the number of Speakers depending on the availability of time for the AGM and other situational factors.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

3. TO CONSIDER AND APPROVE THE REVISION IN THE REMUNERATION PAYABLE TO DR. PEEYUSH KHANNA (DIN: 07091422), WHOLE-TIME DIRECTOR OF THE COMPANY:

The Members are informed that, considering the Company's continued growth, expansion of business operations and the enhanced roles, responsibilities and contribution entrusted to Dr. Peeyush Khanna (DIN: 07091422), Whole-Time Director of the Company, it is proposed to revise his remuneration for the remaining period of his tenure as Whole-Time Director of the Company.

Dr. Peeyush Khanna, one of the promoters, was appointed as the Whole-Time Director of the Company for a period of Five (5) consecutive years w.e.f. December 11, 2024 till December 10, 2029 and the existing remuneration payable to Dr. Peeyush Khanna is ₹24,00,000/- (Rupees Twenty-Four Lakhs Only) per annum and other perquisites, bonus/ex-gratia and reimbursements. Dr. Peeyush Khanna is also paid consultancy fees of ₹36,00,000/- (Rupees Thirty-Six Lakhs Only) per annum for providing professional services with respect to consultancy agreement dated March 01, 2021.

The Nomination and Remuneration Committee, at its meeting held on August 13, 2026, considered and recommended the proposed revision in remuneration after taking into consideration the qualifications, experience, performance, roles and responsibilities, contribution of Dr. Peeyush Khanna, industry benchmarks and the remuneration philosophy of the Company. The Board of Directors, at its meeting held on August 13, 2026, considered and approved/recommended the proposed revision in remuneration, subject to the approval of the Members of the Company.

Dr. Peeyush Khanna, being a promoter of the Company, the proposed revision in his remuneration was also approved by the Audit Committee.

The proposed revised remuneration payable to Dr. Peeyush Khanna with effect from October 01, 2026, for the remaining period of his tenure as Whole-Time Director, is as follows:

Sr. No.	Particulars	Salary/Remuneration Details
1.	Salary including allowances	₹48,00,000/- per annum (Rupees Forty-Eight Lakhs Only), i.e. ₹4,00,000/- per month
2.	Consultancy Fees	₹36,00,000/- per annum (Rupees Thirty-Six Lakhs Only), i.e. ₹3,00,000/- per month
3.	Perquisites and Other Entitlements	In addition to the above, Dr. Peeyush Khanna shall be entitled to such benefits, perquisites, reimbursements and other entitlements as may be applicable under the policies of the Company and in accordance with the applicable provisions of law.

The proposed remuneration is subject to the applicable provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, as well as Regulation 17(6) and other applicable provisions of the SEBI Listing Regulations.

In the event of absence or inadequacy of profits in any financial year during the remaining tenure of Dr. Peeyush Khanna, the remuneration payable to him shall be subject to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and shall be payable notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013 or Regulation 17(6)(e) of the SEBI Listing Regulations, in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013, subject to such conditions, approvals and compliances as may be applicable under the said Act, Schedule V, the SEBI Listing Regulations and other applicable laws.

Further, pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is being sought for the payment of the remuneration, including consultancy fees, paid/ payable to Dr. Peeyush Khanna, being an Executive Director and Promoter of the Company, where the aggregate annual remuneration, fee and compensation payable to the Executive Directors who are Promoters or members of the Promoter Group exceeds the applicable threshold prescribed under the SEBI Listing Regulations.

The Board of Directors is of the view that the proposed revision in remuneration is fair, reasonable and commensurate with the qualifications, experience, performance, roles, responsibilities and contribution of Dr. Peeyush Khanna and is in the best interests of the Company.

Further, the details as required pursuant to the provisions of schedule V of the Act are annexed to this Notice.

Therefore, the Board of Directors recommends the **Special Resolution** as set out in Item No. 3 for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel or their relatives except Dr. Peeyush Khanna, Whole Time Director, himself, Dr. Manika Khanna (Spouse) and Mr. Vishad Khanna (Son) are concerned or interested in this resolution.

4. TO RATIFY AND APPROVE THE REMUNERATION PAID/PAYABLE TO DR. MANIKA KHANNA (DIN: 07090907), CHAIRPERSON AND MANAGING DIRECTOR OF THE COMPANY:

Dr. Manika Khanna, one of the promoters, was appointed as the Managing Director of the Company for a period of three (3) consecutive years w.e.f. September 20, 2024 till September 19, 2027 and the existing remuneration payable to Dr. Manika Khanna is the following:

Particulars	Salary/Remuneration Details
Salary	Nil
Perquisites and Other Entitlements	1. Perquisites, Allowances, Bonus/Exgratia, Reimbursements & other Benefits: Dr. Manika Khanna shall be entitled to perquisites and allowances as per the Company's policies, rules and schemes; as available and applicable, if any, from time to time, which shall in the manner specified under the Companies Act, 2013 and rules specified thereunder, in any year. 2. Dr. Manika Khanna shall also be entitled to all reimbursements including, reimbursements for business promotion, books/periodical, journals, fees, car, telephone, internet and entertainment expenses incurred in the course of business of the Company. 3. Other benefits: a. Contribution to provident, superannuation and other fund as per the rules of the Company. Such contribution will not be included in the computation of the ceiling on perquisites to the extent these, whether singly or put together, are not taxable under the Income Tax Act, 1961. b. Earned Leave: On full pay and allowances as per the Rules of the Company. Encashment of leave at the end of the tenure, in accordance with the Rules of the Company, if any, will not be included in the computation of the ceiling on perquisites. c. Gratuity as per the Rules of the Company, subject to the limit prescribed by Central Government, which will not be included in the computation of ceiling on perquisites.

Dr. Manika Khanna is also paid a consultancy fee of ₹1,80,00,000/- (Rupees One Crore and Eighty Lakhs Only) per annum for providing professional services with respect to consultancy agreement dated March 01, 2021.

The remuneration currently being paid to Dr. Manika Khanna was approved by the members of the Company at their 9th Annual General Meeting held on September 20, 2024. Since the said approval was obtained prior to the listing of the Company, the Company is now seeking approval of the members in accordance with the SEBI Listing Regulations and Companies Act, 2013, following its listing.

The Nomination and Remuneration Committee and the Board of Directors of the Company, at their respective meetings held on August 13, 2026, considered and recommended the ratification and approval of the remuneration, consultancy fees, perquisites, benefits, reimbursements and other entitlements already paid/payable to Dr. Manika Khanna during her tenure as Chairperson and Managing Director, as well as the approval of the remuneration and consultancy fees payable to her for the remaining period of her tenure, subject to the approval of the Members of the Company.

Accordingly, the approval of the Members is being sought to ratify and approve the remuneration and consultancy fees already paid/payable to Dr. Manika Khanna from September 20, 2024, and to approve the remuneration, consultancy fees, perquisites and other entitlements payable to her for the remaining period of her tenure up to September 19, 2027.

It is further to be noted that as a part of her role as a Chairperson and Managing Director, Dr. Manika Khanna will provide her professional services exclusively to the Company, on a whole-time basis, under the overall supervision of the Company.

The proposed ratification and approval of the remuneration and consultancy fees paid/payable to Dr. Manika Khanna are subject to the applicable provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V thereto and the rules made thereunder, as well as Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the event of absence or inadequacy of profits in any financial year during the remaining tenure of Dr. Manika Khanna, the remuneration payable to her shall be subject to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and shall be payable notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013 or Regulation 17(6)(e) of the SEBI Listing Regulations, in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013, subject to such conditions, approvals and compliances as may be applicable under the said Act, Schedule V, the SEBI Listing Regulations and other applicable laws.

Further, pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is being sought for the ratification and approval of the remuneration, including consultancy fees, paid/ payable to Dr. Manika Khanna, being an Executive Director and Promoter of the Company, where the aggregate annual remuneration, fee and compensation payable to the Executive Directors who are Promoters or members of the Promoter Group exceeds the applicable threshold prescribed under the SEBI Listing Regulations.

The details as required pursuant to the provisions of Schedule V of the Act are annexed to this Notice.

Therefore, the Board of Directors recommends the **Special Resolution** as set out in Item No. 4 for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel or their relatives except Dr. Manika Khanna, Chairperson and Managing Director, herself, Dr. Peeyush Khanna (Spouse) and Mr. Vishad Khanna (Son) are concerned or interested in this resolution.

5. APPOINTMENT OF M/S. SURESH NAINWAL & COMPANY, PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE (5) CONSECUTIVE YEARS:

The Company was listed on the National Stock Exchange of India Limited and BSE Limited on February 27, 2026. Accordingly, the Company became subject to the applicable provisions governing Secretarial Audit and appointment of Secretarial Auditor under Regulation 24A of the SEBI Listing Regulations.

Since the secretarial auditor as per Regulation 24A is to be appointed only at the Annual General Meeting (AGM), the same could not have been appointed prior to the ensuing AGM of the Company for the financial year 2025-26, to be convened after listing.

The secretarial audit of FY 2025-26 has been conducted by M/s. Suresh Nainwal & Company, Practicing Company Secretaries, (Firm Registration No. S2020DE764700, Peer Review Certificate No. 3349/2023), appointed by the Board of Directors vide its meeting dated March 18, 2026, under Section 204 read with Section 179 of the Companies Act, 2013.

The Board of Directors of the Company, at its meeting held on August 13, 2026, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Suresh Nainwal & Company, Practicing Company Secretaries (Firm Registration No. S2020DE764700, Peer Review No. 3349/2023) as Secretarial Auditors of the Company for a term of five consecutive financial years commencing from Financial Year 2026-27 till Financial Year 2030-31, subject to approval of the Members of the Company.

The appointment of Secretarial Auditors shall be in terms of the Regulation 24A (1) of the SEBI Listing Regulations read with SEBI Master Circular on LODR, ICSI Communication, and provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Brief Profile of M/s. Suresh Nainwal & Company:

M/s. Suresh Nainwal & Company, Practicing Company Secretaries (ICSI Firm Registration No. S2020DE764700) is a proprietorship and Peer Reviewed firm located at New Delhi with over 6 years of experience in delivering Proficient Legal and Secretarial services to leading corporates.

Mr. Suresh Chandra Nainwal is a proprietor of M/s. Suresh Nainwal & Company, Practicing Company Secretaries. He is also a Designated Partner of SGS Associates LLP and SAN & Co. LLP, Practicing Company Secretaries. He is having long experience of liasioning with various Ministries of Government of India including Ministry of Corporate affairs, Department of Public Enterprises (DPE), Department of Disinvestment and other Statutory Authorities. His specific area of expertise includes Board management, Compliance management, Committee management, Management of Secretarial/Share department, Compliance of provision of Companies Act, SEBI guidelines, DPE guidelines, Issue of Bonus Shares, Right Issue/ Private Placement/ Preferential Allotment/ Split of Shares, Managing Annual General Meetings, Mergers and Acquisition, liasioning with Registrar and Share Transfer Agents, Depositories & Stock Exchanges.

M/s. Suresh Nainwal & Company have provided their consent and confirmed their eligibility for appointment under SEBI Listing Regulations and Section 204 of the Companies Act, 2013 and rules made thereunder.

Proposed Remuneration:

The remuneration proposed for conducting the Secretarial Audit is ₹1,50,000/- (Rupees One Lakh Fifty Thousand Only) per financial year, plus applicable taxes and reimbursement of out-of-pocket expenses as may be incurred during the audit process. Besides the secretarial audit services, the Company may also obtain other certifications from the secretarial auditors under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms.

The Board of Directors based on recommendation of the Audit Committee, may consider and approve the revisions to the remuneration of the Secretarial Auditors to such extent as may be mutually agreed with the Secretarial Auditors.

Therefore, the Board of Directors recommends the **Ordinary Resolution** as set out in Item No. 5 for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 5 of this Notice.

By Order of the Board
For Gaudium IVF and Women Health Limited
(Formerly Known as Gaudium IVF and Women Health Private Limited)

Sd/-
Naveen Kumar
Company Secretary & Compliance Officer
Membership No.: A69788

Registered office: B1/51, Janakpuri, New Delhi-110058, India
CIN: L85100DL2015PLC278296 Tel: 011-4885 8585
Email: compliance@gaudiumivfcentre.com
Website: www.gaudiumivfcentre.com

Place: New Delhi
Date: September 03, 2026

STATEMENT REQUIRED PURSUANT TO THE PROVISIONS OF SCHEDULE V OF THE COMPANIES ACT, 2013 IS GIVEN BELOW:

Particulars			
I.	**General information:**		
	(1) Nature of industry:	Health care services	
	(2) Date or expected date of commencement of commercial production:	The Company commenced commercial operations/services in 2015.	
	(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	N.A.	
	(4) Financial performance based on given indicators	As per the audited financial statements for the year ended March 31, 2026, the turnover of the Company is ₹7,157.85 Lakhs and Profit Before Tax (PBT) is ₹2,926.55 Lakhs.	
	(5) Foreign investments or collaborations, if any.	No such investment or collaboration.	
II.	**Information about the appointee(s):**	**Dr. Peeyush Khanna**	**Dr. Manika Khanna**
	(1) Background details:	Dr. Peeyush Khanna is the Promoter and Whole-Time Director of the Company, holding a Bachelor's degree in Medicine and Surgery (MBBS) from Manipal Academy of Higher Education. He completed a diploma in Child Health from Delhi University in 1999 and has been associated with our Company since its incorporation. He has more than 10 years of experience in pediatrics and child health. He currently looks after the Pediatric Division and assists in managing the Company operations PAN India.	Dr. Manika Khanna, MBBS, MD, D.A.G.E. (Germany), is an award-winning Infertility Specialist and Laparoscopic Surgeon who has been honored with numerous accolades for her exemplary achievements in the field of Assisted Reproduction. She trained at Melbourne IVF, Australia, and the University of Kiel, Germany, and is one of the founders and Chairperson and Managing Director of the Company. Her dynamic leadership is the key potential for the persistent growth of the Company.
	(2) Past remuneration:	Salary: ₹24,00,000/- Per annum and other benefits as per terms and conditions and Consultancy Fees- ₹36,00,000/- Per annum	Salary: Nil and other benefits as per terms and conditions and Consultancy Fees- ₹1,80,00,000/- Per annum
	(3) Recognition or awards:	He has been recognized with several awards, including the following: (a) Certificate of appreciation from the Indian Academy of Pediatrics, Delhi. (b) 2021 – 'Recognize the Genius' award at the East City Annual Meet by the Association of Pediatricians. (c) 2017 – Co-Organizing Secretary award at the Pediatric Conference of North India (d) 2016 – Secretary Appreciation Award from the Delhi Medical Association. (e) 2015 – Organizer award at the Pediatric Conference of North India.	She has been recognized with several awards, including the following: (a) 2024 – • Dr. Manika Khanna has been Honored with the "Woman Entrepreneur of the Year Award 2024" at the House of Lords, London • Received The Sushruta Award, Highly Prestigious Civilian Award "Services of Bharat in the field of Health" by Shri Mansukh Mandaviya (Hon'ble Union Minister for Health & Family Welfare) (b) 2023 – • Dr. Manika Khanna Received the distinguished Medical Service Award from the Honourable Health Minister Of Delhi, Sh. Saurabh Bhardwaj Awarded by the Delhi Medical Association • Dr. Manika Khanna received the IVF Leader of the Year – India 2023 (c) 2022 – • Received the Quality Choice Award from the European Society for Quality Research in Spain.

Particulars		
		(d) 2021 – • Dr. Manika Khanna received the 'Name in Medical Science – Global Women's Health' recognition from the Oxford Academy, UK. (e) 2018 – • Awarded for "Symbol of Brand Excellence Award by Power Brand" in IVF category in London (2018) on behalf of Gaudium IVF (f) 2017 – • Dr. Manika Khanna received the Healthcare Personality of the Year – Women recognition at the BusinessWorld Awards. (g) 2016 – • Dr. Manika Khanna received the Chikitsa Ratan Award from the Indian Medical Association. • Dr. Manika Khanna received the Women Achiever of the Year recognition from the Delhi Medical Association. (h) 2015 – • Awarded as Woman Achiever in 2015 by the honorable Lt. Governor of Goa Smt. Mridula Sinha
(4) Job profile and his / her suitability:	Dr. Peeyush Khanna is the Promoter and Whole Time Director of the Company, holding a Bachelor's degree in Medicine and Surgery (MBBS) from Manipal Academy of Higher Education. He completed a diploma in Child Health from Delhi University in 1999 and has been associated with our Company since its incorporation. He has more than 10 years of experience in pediatrics and child health. Throughout his career, he has received several awards, including the Secretary Appreciation Award from the Delhi Medical Association in 2016. He also received the Organizer award at the Pediatric Conference of North India in 2015 and the Co-Organizing Secretary award in 2017. In 2021, he was awarded 'Recognize the Genius' at the East City Annual Meet by the Association of Pediatricians. He also received a Certificate of appreciation from the Indian Academy of Pediatrics, Delhi. He currently looks after the Pediatric Division and assists in managing the Company operations PAN India.	Dr. Manika Khanna is the Promoter, Chairperson & Managing Director of the Company, holding a Bachelor's degree in Medicine and Surgery (MBBS) (Gold Medalist) from Maharaja Sayajirao University of Baroda and Obstetrics and Gynaecology MD from Medical College Baroda Maharaja Sayajirao University. She has completed training in Advanced Gynecological Endoscopic Surgery in Kiel, Germany and Training programme in Advanced Gynaec Endoscopy from Melbourne IVF Gujarat Private Limited. She has over 16 years of expertise in IVF treatment, has established Seven IVF centers and 28 spokes across India. She has received several awards including the Delhi Ratna Award in 2008 and the Women Excellence Award in 2016 from Delhi Medical Association for her contributions to infertility treatment. She manages the Gaudium IVF's operations with her strong team and she guides the Company to the Vision statement "To create a better world where women achieve the best possible health, equality and empowerment".

Particulars		
(5) Remuneration proposed:	Salary of ₹48,00,000/- Per annum and other benefits as per terms and conditions and Consultancy Fees- ₹36,00,000/- Per annum.	Salary: Nil and other benefits as per terms and conditions and Consultancy Fees- ₹1,80,00,000/- Per annum.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into account the Turnover of the Company and responsibilities of the director, the remuneration being proposed to be paid to him is reasonable and in line with the remuneration levels in the industry across the Country.	Taking into account the Turnover of the Company and responsibilities of the director, the remuneration being proposed to be paid to her is reasonable and in line with the remuneration levels in the industry across the Country.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Dr. Peeyush Khanna has no pecuniary relationship directly or indirectly with the Company or its Managerial Personnel or other director except to the extent of his remuneration and shareholding in the Company. Dr. Peeyush Khanna is the husband of Dr. Manika Khanna and the father of Mr. Vishad Khanna.	Dr. Manika Khanna has no pecuniary relationship directly or indirectly with the Company or its Managerial Personnel or other director except to the extent of her remuneration and shareholding in the Company. Dr. Manika Khanna is the wife of Dr. Peeyush Khanna and the mother of Mr. Vishad Khanna.
III. Other information:		
Reasons of loss or inadequate profits	N.A.	N.A.
(2) Steps taken or proposed to be taken for improvement: Expanding the business by increasing healthcare services or trading activities of the Company.	To capitalize on growing market demand, the Company intends to strengthen its core operations through the expansion of its existing clinical footprint, specifically by establishing 19 new IVF centres. Additionally, the Company is actively evaluating opportunities in complementary healthcare and reproductive wellness segments to achieve strategic diversification and sustainable business growth.	To capitalize on growing market demand, the Company intends to strengthen its core operations through the expansion of its existing clinical footprint, specifically by establishing 19 new IVF centres. Additionally, the Company is actively evaluating opportunities in complementary healthcare and reproductive wellness segments to achieve strategic diversification and sustainable business growth.
(3) Expected increase in productivity and profits in measurable terms:	The Company is increasing its health care services capacity and is exploring expansion of its business.	-

Information pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) in respect of Director seeking Re-appointment and other Directors referred to this Notice (Items No. 2, 3 & 4):

Name	Mr. Vishad Khanna	Dr. Peeyush Khanna	Dr. Manika Khanna
DIN	10729610	07091422	07090907
Category	Non- Executive Director	Whole-Time Director	Chairperson and Managing Director
Date of Birth	November 08, 2001	August 23, 1971	February 14, 1972
Age	24 Years	55 Years	54 Years
Qualification	Bachelor of Science in Computer Science from University of Southern California, Los Angeles.	Bachelor's degree in Medicine and Surgery (MBBS) from Manipal Academy of Higher Education and a diploma in Child Health from Delhi University.	Bachelor's degree in Medicine and Surgery (MBBS) (Gold Medalist) from Maharaja Sayajirao University of Baroda and Obstetrics and Gynaecology MD from Medical College Baroda Maharaja Sayajirao University. She has completed training in Advanced Gynecological Endoscopic Surgery in Kiel, Germany and Training programme in Advanced Gynaec Endoscopy from Melbourne IVF Gujarat Private Limited.
Brief Profile / Nature of expertise	Mr. Vishad Khanna is the Promoter and Non-Executive Director of the Company, holding a bachelor's degree in computer science from the University of Southern California. His background includes roles such as Intern at Tata Consultancy Services, Retail and Operations Intern at CrepDog, and IT Intern at Intas Pharmaceuticals. Additionally, he is the founder of "Aushidhi," a non-profit initiative that provides free health check-ups and medications. He has an experience of more than one year in the FMCG business.	Dr. Peeyush Khanna is the Promoter and Whole Time Director of the Company, holding a Bachelor's degree in Medicine and Surgery (MBBS) from Manipal Academy of Higher Education. He completed a diploma in Child Health from Delhi University in 1999 and has been associated with our Company since its incorporation. He has more than 10 years of experience in pediatrics and child health. Throughout his career, he has received several awards, including the Secretary Appreciation Award from the Delhi Medical Association in 2016. He also received the Organizer award at the Pediatric Conference of North India in 2015 and the Co-Organizing Secretary award in 2017. In 2021, he was awarded 'Recognize the Genius' at the East City Annual Meet by the Association of Pediatricians. He also received a Certificate of appreciation from the Indian Academy of Pediatrics, Delhi. He currently looks after the Pediatric Division and assists in managing the Company operations PAN India.	Dr. Manika Khanna is the Promoter, Chairperson & Managing Director of the Company, holding a Bachelor's degree in Medicine and Surgery (MBBS) (Gold Medalist) from Maharaja Sayajirao University of Baroda and Obstetrics and Gynaecology MD from Medical College Baroda Maharaja Sayajirao University. She has completed training in Advanced Gynecological Endoscopic Surgery in Kiel, Germany and Training programme in Advanced Gynaec Endoscopy from Melbourne IVF Gujarat Private Limited. She has over 16 years of expertise in IVF treatment, has established Seven IVF centers and 28 spokes across India. She has received several awards including the Delhi Ratna Award in 2008 and the Women Excellence Award in 2016 from Delhi Medical Association for her contributions to infertility treatment. She manages the Gaudium IVF's operations with her strong team and she guides the Company to the Vision statement "To create a better world where women achieve the best possible health, equality and empowerment".

Name	Mr. Vishad Khanna	Dr. Peeyush Khanna	Dr. Manika Khanna
Date of first appointment on Board	August 28, 2024	March 24, 2015	March 24, 2015
Shareholding in the Company (as on March 31, 2026)	186000 Equity Shares having face value of ₹5 Each.	221092 Equity Shares having face value of ₹5 Each.	51480200 Equity Shares having face value of ₹5 Each.
Directorship held in other Companies	1. EKK Global Private Limited 2. EKK Hospitality Private Limited 3. Gaudium International Private Limited	1. EKK Global Private Limited 2. Gaudium International Private Limited	1. EKK Global Private Limited 2. EKK Hospitality Private Limited 3. Gaudium International Private Limited
Chairmanship/ Membership of Committees of other listed Companies	Nil	Nil	Nil
Name of listed entities from which the person has resigned in the past 3 years	Nil	Nil	Nil
Inter-se relationship between Directors and KMPs	Mr. Vishad Khanna is the son of Dr. Manika Khanna and Dr. Peeyush Khanna.	Dr. Peeyush Khanna is the husband of Dr. Manika Khanna and the father of Mr. Vishad Khanna.	Dr. Manika Khanna is the wife of Dr. Peeyush Khanna and the mother of Mr. Vishad Khanna.
Number of Board meetings attended during the year (From April 01, 2025 till date)	14 out of 15	10 out of 15	15 out of 15
Remuneration proposed to be paid	Nil	Salary: ₹48,00,000/- Per annum and other benefits as per terms and conditions and Consultancy Fees: ₹36,00,000/- Per annum	Salary: Nil and other benefits as per terms and conditions and Consultancy Fees: ₹1,80,00,000/- Per annum
Remuneration last drawn	NA	Salary: ₹24,00,000/- Per annum and other benefits as per terms and conditions and Consultancy Fees: ₹36,00,000/- Per annum	Salary: Nil and other benefits as per terms and conditions and Consultancy Fees: ₹1,80,00,000/- Per annum
Terms and conditions of appointment	As per the resolution and explanatory statement in this Notice	As per the resolution and explanatory statement in this Notice	As per the resolution and explanatory statement in this Notice

By Order of the Board
For Gaudium IVF and Women Health Limited
(Formerly Known as Gaudium IVF and Women Health Private Limited)

Sd/-
Naveen Kumar
Company Secretary & Compliance Officer
Membership No.: A69788

Registered office: B1/51, Janakpuri, New Delhi-110058, India
CIN: L85100DL2015PLC278296 Tel: 011-4885 8585
Email: compliance@gaudiumivfcentre.com
Website: www.gaudiumivfcentre.com

Place: New Delhi
Date: September 03, 2026