

**Form No. MGT-7**

Form language

 English  Hindi**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form

**I REGISTRATION AND OTHER DETAILS**

i \*Corporate Identity Number (CIN)

U85100DL2015PLC278296

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	GAUDIUM IVF AND WOMEN HEALTH LIMITED	GAUDIUM IVF AND WOMEN HEALTH LIMITED
Registered office address	B1/51, JANAK PURI,Janakpuri B-1,New Delhi,West Delhi,Delhi,India,110058	B1/51, JANAK PURI,Janakpuri B-1,New Delhi,West Delhi,Delhi,India,110058
Latitude details	28.62284	28.62284
Longitude details	77.09812	77.09812

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

620285305\_GAUDIUM IVF  
R.O..pdf

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*3E

(c) \*e-mail ID of the company

\*\*\*\*\*iance@gaudiumivfcentre.co  
m

(d) \*Telephone number with STD code

01\*\*\*\*\*85

(e) Website

https://www.gaudiumivcentre.com

iv \*Date of Incorporation (DD/MM/YYYY)

24/03/2015

v (a) \*Class of Company (as on the financial year end date)  
(Private company/Public Company/One Person Company)

Public company

(b) \*Category of the Company (as on the financial year end date)  
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) \*Sub-category of the Company (as on the financial year end date)  
(Indian Non-Government company/Union Government Company/State Government Company/  
Guarantee and association company/Subsidiary of Foreign Company)

Non-government company

vi \*Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U99999MH1994PTC076534	BIGSHARE SERVICES PRIVATE LIMITED	Pinnacle Business Park, Office no S6-2 ,6th floor,, Mahakali Caves Road , Next to Ahura Centre, Andheri East, Mumbai, Mumbai, Mumbai, Maharashtra, India, 400093	INR000001385

ix \* (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

27/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	Q	Human health and social work activities	86	Human Health activities	100

## III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i \*No. of Companies for which information is to be given

2

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U36994DL2019PTC352952		GAUDIUM INTERNATIONAL PRIVATE LIMITED	Subsidiary	100
2	U47190DL2024PTC437756		EKK GLOBAL PRIVATE LIMITED	Subsidiary	100

## IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	88000000	61394384	61394384	61394384
Total amount of equity shares (in rupees)	440000000.00	306971920.00	306971920.00	306971920.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	88000000	61394384	61394384	61394384
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees )	440000000.00	306971920.00	306971920.00	306971920.00

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares				
Total amount of preference shares (in rupees)				

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees )				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	0	990232	990232.00	9902320	9902320	
<b>Increase during the year</b>	0.00	60404152.00	60404152.00	297069600.00	297069600.00	
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	59413920	59413920.00	297069600	297069600	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify						
Sub-division/Split of Equity Shares	0	990232	990232.00	0	0	
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify						
Not Applicable	0	0	0.00	0	0	
<b>At the end of the year</b>	0.00	61394384.00	61394384.00	306971920.00	306971920.00	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0.00	0	0	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify						
<input type="text" value="Not Applicable"/>	0	0	0.00	0	0	
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify						
<input type="text" value="Not Applicable"/>	0	0	0.00	0	0	
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text" value="Equity Shares"/>
Before split / Consolidation	Number of shares	990232
	Face value per share	10
After split / consolidation	Number of shares	1980464
	Face value per share	5

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

6

**Attachments:**

1. Details of shares/Debentures Transfers

Transfer\_Details.xlsm

**iv Debentures (Outstanding as at the end of financial year)**

**(a) Non-convertible debentures**

\*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(b) Partly convertible debentures**

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year

<b>Total</b>				
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**(c) Fully convertible debentures**

\*Number of classes

0
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Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures				
Partly convertible debentures				
Fully convertible debentures				
<b>Total</b>				

**v Securities (other than shares and debentures)**

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Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	0.00		0.00		0.00

**V Turnover and net worth of the company (as defined in the Companies Act, 2013)**

i \*Turnover

590016127

ii \* Net worth of the Company

454333994

**VI SHARE HOLDING PATTERN****A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	61385084	99.98	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00

9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others  <input type="text"/>	0	0.00	0	0.00
	<b>Total</b>	61385084.00	99.98	0.00	0.00

Total number of shareholders (promoters)

#### B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	9300	0.02	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00

9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others <input type="text"/>	0	0.00	0	0.00
	<b>Total</b>	9300.00	0.02	0.00	0.00

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters + Public/Other than promoters)

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	3
2	Individual - Male	4
3	Individual - Transgender	0
4	Other than individuals	0
	<b>Total</b>	7.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

#### VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	2	4
Members (other than promoters)	0	3
Debenture holders	0	0

## VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	2	0	2	1	99.68	0.30
<b>B Non-Promoter</b>	0	0	0	3	0.00	0.00
i Non-Independent	0	0	0	0	0	0
ii Independent	0	0	0	3	0	0
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
<b>Total</b>	2	0	2	4	99.68	0.30

\*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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### B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
MANIKA KHANNA	07090907	Managing Director	60977992	
PEEYUSH KHANNA	07091422	Whole-time director	217000	
VISHAD KHANNA	10729610	Director	186000	
BRAJESH SINGH BHADAURIA	07600072	Director	0	

SURESH MARPU	09242135	Director	0	
RAJESH CHUNILAL BHOJANI	01804482	Director	0	
NAVEEN KUMAR	DUBPK6683R	Company Secretary	0	
RAKESH KUMAR SHARMA	CCZPS8123F	CFO	0	

**B (ii) \*Particulars of change in director(s) and Key managerial personnel during the year**

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
MANIKA KHANNA	07090907	Managing Director	20/09/2024	Change in designation
PEEYUSH KHANNA	07091422	Whole-time director	11/12/2024	Change in designation
VISHAD KHANNA	10729610	Additional Director	28/08/2024	Appointment
VISHAD KHANNA	10729610	Director	20/09/2024	Change in designation
BRAJESH SINGH BHADAURIA	07600072	Additional Director	18/09/2024	Appointment
BRAJESH SINGH BHADAURIA	07600072	Director	20/09/2024	Change in designation
SANJAY KUMAR MISHRA	03321386	Additional Director	18/09/2024	Appointment
SANJAY KUMAR MISHRA	03321386	Director	20/09/2024	Change in designation
SANJAY KUMAR MISHRA	03321386	Director	12/12/2024	Cessation
ALOK BHANDARI	10799701	Additional Director	23/10/2024	Appointment
ALOK BHANDARI	10799701	Director	05/11/2024	Change in designation
ALOK BHANDARI	10799701	Director	17/01/2025	Cessation
SURESH MARPU	09242135	Additional Director	30/11/2024	Appointment
SURESH MARPU	09242135	Director	02/12/2024	Change in designation
RAJESH CHUNILAL BHOJANI	01804482	Additional Director	18/01/2025	Appointment
RAJESH CHUNILAL BHOJANI	01804482	Director	17/03/2025	Change in designation

NAVEEN KUMAR	DUBPK6683R	Company Secretary	18/09/2024	Appointment
RAKESH KUMAR SHARMA	CCZPS8123F	CFO	03/10/2024	Appointment

## IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

\*Number of meetings held

7

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-ordinary General Meeting	23/07/2024	2	2	100
Annual General Meeting	20/09/2024	7	5	99.99
Extra-ordinary General Meeting	28/09/2024	7	7	100
Extra-ordinary General Meeting	05/11/2024	7	7	100
Extra-ordinary General Meeting	02/12/2024	7	6	99.99
Extra-ordinary General Meeting	11/12/2024	7	6	99.99
Extra-ordinary General Meeting	17/03/2025	7	5	99.99

### B BOARD MEETINGS

\*Number of meetings held

21

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/04/2024	2	2	100.00
2	01/05/2024	2	2	100.00

3	10/06/2024	2	2	100.00
4	01/07/2024	2	2	100.00
5	22/07/2024	2	2	100.00
6	01/08/2024	2	2	100.00
7	20/08/2024	2	2	100.00
8	28/08/2024	2	2	100.00
9	18/09/2024	3	3	100.00
10	26/09/2024	5	5	100.00
11	23/10/2024	5	5	100.00
12	04/11/2024	6	6	100.00
13	06/11/2024	6	5	83.33
14	30/11/2024	6	6	100.00
15	11/12/2024	7	6	85.71
16	13/12/2024	6	6	100.00
17	16/12/2024	6	6	100.00
18	03/01/2025	6	5	83.33
19	18/01/2025	5	5	100.00
20	20/01/2025	6	6	100.00
21	08/03/2025	6	5	83.33

### C COMMITTEE MEETINGS

Number of meetings held

12

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance

1	Audit Committee Meeting	06/11/2024	4	4	100.00
2	Audit Committee Meeting	30/11/2024	4	4	100.00
3	Audit Committee Meeting	11/12/2024	4	4	100.00
4	Audit Committee Meeting	03/01/2025	4	4	100.00
5	Audit Committee Meeting	15/01/2025	4	4	100.00
6	Nomination and Remuneration Committee Meeting	30/11/2024	4	4	100.00
7	Nomination and Remuneration Committee Meeting	11/12/2024	4	4	100.00
8	Nomination and Remuneration Committee Meeting	18/01/2025	3	3	100.00
9	Risk Management Committee Meeting	25/03/2025	3	3	100.00
10	Stakeholders Relationship Committee Meeting	25/03/2025	3	3	100.00
11	Corporate Social Responsibility Committee Meeting	08/03/2025	3	2	66.67
12	IPO Committee Meeting	16/12/2024	4	4	100.00

#### D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on  27/09/2025 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MANIKA KHANNA	21	21	100.00	9	9	100.00	Yes
2	PEEYUSH KHANNA	21	20	95.24	0	0	0.00	Yes
3	VISHAD KHANNA	13	11	84.62	6	5	83.33	Yes
4	BRAJESH SINGH BHADAURIA	12	11	91.67	9	9	100.00	Yes

5	SURESH MARPU	7	7	100.00	6	6	100.00	No
6	RAJESH CHUNILAL BHOJANI	2	2	100.00	0	0	0.00	No

#### X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Peeyush Khanna	Whole-time director	2400000	0	0	0	2400000.00
	<b>Total</b>		2400000.00	0.00	0.00	0.00	2400000.00

B \*Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Naveen Kumar	Company Secretary	455692	0	0	0	455692.00
2	Rakesh Kumar Sharma	CFO	750000	0	0	0	750000.00
	<b>Total</b>		1205692.00	0.00	0.00	0.00	1205692.00

C \*Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Brajesh Singh Bhadauria	Director	0	0	0	655000	655000.00
2	Suresh Marpu	Director	0	0	0	395000	395000.00
3	Rajesh Chunilal Bhojani	Director	0	0	0	60000	60000.00
4	Sanjay Kumar Mishra	Director	0	0	0	385000	385000.00
5	Alok Bhandari	Director	0	0	0	465000	465000.00
	<b>Total</b>		0.00	0.00	0.00	1960000.00	1960000.00

**XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

A \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B If No, give reasons/observations

**XII PENALTY AND PUNISHMENT – DETAILS THEREOF**

A \*DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B \*DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

**XIII Details of Shareholder / Debenture holder**

Number of shareholder/ debenture holder 

7

**XIV Attachments**

(a) List of share holders, debenture holders 

Details of Shareholder or Debenture.xlsm

(b) Optional Attachment(s), if any

Gaudium IVF MGT-8\_2024-25.pdf  
MCA Circular.pdf  
List of Shareholders.pdf

## XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

GAUDIUM IVF AND  
WOMEN HEALTH LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

**To be digitally signed by**

Name

Date (DD/MM/YYYY)

Place

Whether associate or fellow:  
 Associate       Fellow

Certificate of practice number

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\*(a) DIN/PAN/Membership number of Designated Person

\*(b) Name of the Designated Person

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\*  dated\* (DD/MM/YYYY)  to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

**\*To be digitally signed by**

\*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0\*0\*0\*0\*

**\*To be digitally signed by**

Company Secretary  Company secretary in practice

\*Whether associate or fellow:

Associate  Fellow

Membership number

6\*7\*8

Certificate of practice number

---

**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

AC1912802

eForm filing date (DD/MM/YYYY)

30/01/2026

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

# SURESH NAINWAL & COMPANY

## COMPANY SECRETARIES

E13, Office No.203 Press Complex,  
Laxmi Nagar, Delhi-110092  
Mobile No. 8810234700/9654563868  
PAN-AESPN5468F



### Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **GAUDIUM IVF AND WOMEN HEALTH LIMITED** (*Formerly known as Gaudium IVF and Women Health Private Limited*) (CIN: **U85100DL2015PLC278296**) (“the Company”) as required to be maintained under the Companies Act, 2013 (“the Act”) and the rules made thereunder for the financial year ended on March 31, 2025. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder in respect of:

1. **Status of the Company-**

The Company is a Public Company, Limited by Shares and Non-Government Company.

2. **Maintenance of registers/records & making entries therein within the time prescribed therefor;**

The Company has maintained the required registers / records in compliance with the relevant provisions of the Act and made entries therein within the time prescribed thereof.

3. **Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time.**

The Company has duly filed the forms and returns with the Registrar of Companies / appropriate authorities within the prescribed time and those which are beyond the prescribed time has been duly filed with the additional fees as prescribed under the Companies Act, 2013.

4. **Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed:**

The Company has called, convened, and held the meetings of the Board of Directors and its committees, and of the members as shown below and as stated in the Annual Return, in respect of which adequate and

proper notices were given and the proceedings thereof have been properly recorded in the Minutes Book and registers have been maintained for the purpose and the same have been signed.

- a) **Twenty-One (21), meetings of Board of Directors held as on 31.03.2025 (details attached as Annexure-A)**
- b) **Twelve (12) meetings of Committees held as on 31.03.2025 (details attached as Annexure-A)**
- c) **10<sup>th</sup> Annual General Meeting** for the Financial Year 2024-2025 was held on September 27, 2025 and **9<sup>th</sup> Annual General Meeting** for the Financial Year 2023-2024 was held on September 20, 2024.
- d) **Six (6) Extra –Ordinary General Meeting** were held during Financial Year 2024-25. **(details attached as Annexure-A)**
- e) During the financial year 2024-25 the company was not required to pass any resolution through Postal Ballot.

Proper notices were given and the proceedings including the resolutions have been properly recorded in the Minute Book maintained for the purpose and the same have been signed.

**5. Closure of Register of Members / Security holders, as the case may be.**

During the financial year ended on March 31, 2025, the company was not required to close its register of members/security holders

**6. Advances/loans as per section 185 of the Act have been made during the year;**

No advances / loans as per section 185 of the Act has been made/granted by the company during the year.

**7. Contracts/arrangements with related parties as specified in Section 188 of the Act;**

All Transactions entered with Related Parties during the Financial Year ended on March 31, 2025 were in the ordinary course of business and on an arm's length basis. Disclosure of Related Party transactions has also been made in Financial Statements for the Year ended March 31, 2025.

**8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances.**

During the Financial Year ended on March 31, 2025 there has been an increase in the Authorised Share Capital of the from existing Rs. 1,00,00,000/- (Rupees One Crore only) to Rs. 44,00,00,000 (Rupees Forty-Four Crore only).

During the Financial Year ended on March 31, 2025 the Company undertook a sub-division (stock split) of its Equity shares. The face value of each equity share was sub-divided from Rs. 10/- (Rupees Ten) per share to Rs. 5/- (Rupees Five) per share

During the Financial Year ended on March 31, 2025 company has announced and implemented a Bonus Issue in the ratio of 30:1, i.e., thirty bonus equity shares of Rs. 5/- each were issued for every one equity share held by the shareholders as on the record date

Further, the Company has recorded transfer/transmission of securities within the time prescribed.

**9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act:**

No amount / share is kept in abeyance in regard to the right of dividend, rights shares and bonus shares, pending registration of transfer of shares in compliance with the provisions of the Act by the company during the year.

**10. Declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;**

During the Financial Year ended on March 31, 2025, the company was not required to transfer unpaid/unclaimed dividend or other amount as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.

**11. Signing of audited financial statement for the year ended 31<sup>st</sup> March 2025 as per the provisions of section 134 of the Act and the report of directors is as per sub-sections (3), (4) & (5) thereof;**

The Audited Financial Statements and the Report of Directors of the company for the financial year 2024-25 have been duly signed in accordance with the provisions of Section 134 of the Companies Act, 2013. Further, the Boards Report for the financial year 2024-25 contains all the details required under sub section (3) & (5) of the Act.

**12. Constitution/appointment/re-appointments/retirement/filling up casual vacancies/ disclosures of directors, key managerial personnel and remuneration paid to them.**

The composition of Board of Directors & key managerial personnel for the financial year ended 2024-25 is mentioned in **Annexure-B** to this report.

**13. Appointment/re-appointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act;**

M/s. Brahmayya & Co., Chartered Accountants (FRN: 000511S), were appointed as Statutory Auditors of the Company at the 9<sup>th</sup> Annual General Meeting for a period of five years. However, during the period under review, they tendered their resignation due to being unable to recover a reasonable portion of their Time Cost.

M/s. S K G N & Associates LLP, Chartered Accountants, (Firm Registration Number: 023403N/N500052) were appointed as the Statutory Auditors of the Company for the financial year 2024-25 in casual vacancy and are eligible and offering themselves for re-appointment. The Audit Committee and Board of Directors of the Company recommend their re-appointment till the conclusion of 15<sup>th</sup> Annual General Meeting of the Company.

**14. Approvals to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;**

There were no such instance/ transactions where the approval required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act

**15. Acceptance/renewal/re-payment of deposits;**

The Company has not accepted/renewed/repaid deposits under Chapter V of the Companies Act, 2013.

**16. Borrowings from its directors, members, public financial institutions banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;**

During the year under review, the company has not borrowed any money from its directors, members, and others except availing Credit Facilities from banks, if any.

During the Financial Year ended on March 31, 2025 Company has created a charge.  
No modification & satisfaction of charge occurred during the year under review

**17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act:**

The Company has neither given any guarantee nor provided any security covered under Section 186 of the Act.

During the Financial Year ended on March 31, 2025, the Company has made the following Loans and Investments

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Loan/Investment</b>	<b>Amount of Loan/Investment</b>	<b>Date of Approval by the Board</b>
1.	Shri Baiju Trading and Investment Private Limited	Unsecured Loan @ 10% p.a.	Rs. 400.00/-	10.04.2024
2.	Winners Industries Private Limited	0% Unsecured Optionally Convertible Debentures	Rs. 500.00/-	10.04.2024
3.	EKK Global Private Limited*	Equity Investment	Rs. 1.00/-	01.08.2024

*\*The Company has incorporated a wholly owned subsidiary under the name 'EKK Global Private Limited' to establish its presence in the FMCG sector. The said subsidiary was registered and accordingly the Registrar of Companies issued the 'Certificate of Incorporation' bearing Corporate Identification Number (CIN): U47190DL2024PTC437756 on October 16, 2024. Further, on August 05, 2025, in line with the strategic restructuring and realignment of group operations, the Company has disinvested its entire shareholding in the said subsidiary.*

**18. Alteration of the provisions of Memorandum and/or articles of association of the Company:**

During the FY 2024-25, alteration was made in the Memorandum of Association of the Company

Alteration of Clause V: The Authorized Share Capital of the Company is Rs. 44,00,00,000 (Rupees Forty-Four Crores only) divided into 8,80,00,000 (Eight Crores Eighty Lakhs) Equity Shares of Rs. 5/- (Rupees Five)each

The Company has altered the name clause in the Memorandum of Association

During the FY 2024-25, alteration was made in the Articles of Association of the Company

The Company has adopted new set of Articles of Association and further amended the Articles of Association on December 11, 2024.

**19. Major events occurred during FY 2024-25 which has a major bearing on company's affairs in pursuance of the applicable laws, rules, regulations, guidelines, standards, etc.:**

During the year under review, the Company was converted from a private company to public company, consequent to which its name was changed to "Gaudium IVF and Women Health Limited" and a fresh Certificate of Incorporation consequent upon conversion to public company was issued by the Registrar of Companies, NCT of Delhi & Haryana, on October 24, 2024, thereby confirming the conversion of the Company into a Public Limited Company with effect from that date.

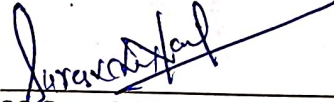
**20. Others under the provisions of the Act:**

The company's adherence to the Secretarial Standards prescribed by the Institute of Company Secretaries of India (ICSI) relating to the Board, General and Committee Meeting (s) including the Notice, Agenda and maintenance of the Minute Book for Board, General and Committee meeting(s) was observed to be satisfactory.

Date: 26.12.2025

Place: New Delhi

For Suresh Nainwal & Company  
Company Secretaries

  
CS Suresh Chandra Nainwal  
FCS No: 11554  
CP No: 16824  
ICSI PR No. 3349/2023  
UDIN: F011554G002838950



*Note: This certificate is to be read with our letter of even date which is annexed as **Annexure-C** and forms an integral part of this certificate.*

**ANNEXURE A**

**DETAILS OF MEETINGS HELD DURING F.Y. 2024-25**

**NUMBER OF BOARD MEETINGS HELD: 21**

<b>Sr. No.</b>	<b>Type of meeting</b>	<b>Date of meeting</b>
1	Board Meeting	10/04/2024
2	Board Meeting	01/05/2024
3	Board Meeting	10/06/2024
4	Board Meeting	01/07/2024
5	Board Meeting	22/07/2024
6	Board Meeting	01/08/2024
7	Board Meeting	20/08/2024
8	Board Meeting	28/08/2024
9	Board Meeting	18/09/2024
10	Board Meeting	26/09/2024
11	Board Meeting	23/10/2024
12	Board Meeting	04/11/2024
13	Board Meeting	06/11/2024
14	Board Meeting	30/11/2024
15	Board Meeting	11/12/2024
16	Board Meeting	13/12/2024
17	Board Meeting	16/12/2024
18	Board Meeting	03/01/2025
19	Board Meeting	18/01/2025
20	Board Meeting	20/01/2025
21	Board Meeting	08/03/2025

## COMMITTEE MEETINGS

Details of meetings of only such committees which are statutorily required have been included for reporting under this section, namely Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Management Committee, Risk Management Committee, CSR Committee & IPO Committee. During the year under review, an aggregate of 12 meetings were held of the above-named Committees.

### NUMBER OF COMMITTEE MEETINGS HELD: 12

S. No.	Type of meeting	Date of meeting
1.	Audit Committee Meeting	06/11/2024
2.	Audit Committee Meeting	30/11/2024
3.	Audit Committee Meeting	11/12/2024
4.	Audit Committee Meeting	03/01/2025
5.	Audit Committee Meeting	15/01/2025
6.	Nomination and remuneration committee Meeting	30/11/2024
7.	Nomination and remuneration committee Meeting	11/12/2024
8.	Nomination and remuneration committee Meeting	18/01/2025
9.	Stakeholders Relationship Management Committee Meeting	25/03/2025
10.	Risk Management Committee Meeting	25/03/2025
11.	Corporate Social Responsibility Committee Meeting	08/03/2025
12.	IPO Committee Meeting	16/12/2024

**NUMBER OF EXTRA-ORDINARY GENERAL MEETINGS HELD:06**

<b>S. No.</b>	<b>Type of meeting</b>	<b>Date of meeting</b>
1.	Extra-ordinary General Meeting	23/07/2024
2.	Extra-ordinary General Meeting	28/09/2024
3.	Extra-ordinary General Meeting	05/11/2024
4.	Extra-ordinary General Meeting	02/12/2024
5.	Extra-ordinary General Meeting	11/12/2024
6.	Extra-ordinary General Meeting	17/03/2025

## ANNEXURE – B

### **Composition and Designation of Directors as on 31<sup>st</sup> March, 2025**

The Board is collectively responsible for the sustainable success of the Company under the leadership of Chairman. The Company's Board has diversity in terms of disciplines, professions, social groups, and gender and stakeholder interest.

The strength of the Board as on March 31, 2025 was Six (6) Directors. They are as follows:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Designation</b>
1	Dr. Manika Khanna	07090907	Chairperson & Managing Director
2	Dr. Peeyush Khanna	07091422	Whole-Time Director
3	Mr. Vishad Khanna	10729610	Non-Executive Director
4	Mr. Suresh Marpu	09242135	Independent Director
5	Mr. Brajesh Singh Bhadauria	07600072	Independent Director
6	Mr. Rajesh Chunilal Bhojani	01804482	Independent Director
7	Mr. Naveen Kumar	DUBPK6683R	Company Secretary & Compliance Officer
8	Mr. Rakesh Kumar Sharma	CCZPS8123F	Chief Financial officer

## ANNEXURE-C

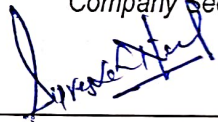
### Our Certificate of even date is to be read along with this letter:

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our Responsibility is to express an opinion on these Secretarial Records based on our verification and explanation(s) provided by the management of the Company.
2. We have followed such practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on a random/test check basis to ensure the correct facts are reflected in Secretarial Records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records, books of accounts of the Company and applicable financial laws, like direct and indirect tax laws since the same have been subject to review by the statutory auditor(s) and other designated professionals.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.
5. The Compliance of the provisions of the Act, Rules, Regulations, and Secretarial Standards is the responsibility of management. Our examination was limited to the verification of documents/procedures on a random /test check basis.
6. Due to inherent limitations including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non- compliances may not be detected, even though the examination is properly planned and performed in accordance with the Guidance Note on Annual Return as prescribed by the Institute of Company Secretaries of India (ICSI).

Date: 26.12.2025  
Place: New Delhi

For Suresh Nainwal & Company  
Company Secretaries



  
CS Suresh Chandra Nainwal  
FCS No: 11554  
CP No: 16824  
ICSI PR No. 3349/2023  
UDIN: F011554G002838950

**MINISTRY OF CORPORATE AFFAIRS  
RECEIPT  
G.A.R.7**

**SRN:** AC1912802/ BharatKoshOrderId :1-24217638871  
**SRN Date:** 30/01/2026 14:55:33

**Service Request Date:**  
30/01/2026

**RECEIVED FROM:**

**Name:** U85100DL2015PTC278296 U85100DL2015PTC278296  
**Address:**

**ENTITY ON WHOSE BEHALF MONEY IS PAID**

**LLPIN/CIN/DIN:** U85100DL2015PLC278296  
**Name:** GAUDIUM IVF AND WOMEN HEALTH LIMITED  
**Address:** B1/51, JANAK PURI, , New Delhi, West Delhi, Delhi, 110058

**FULL PARTICULARS OF REMITTANCE**

**Service Type:** eFiling

Service Description	Type of Fee	Amount (Rs.)
Fee for MGT-7	Normal	600
	Additional	0
<b>Total</b>		<b>600</b>

**Mode of Payment:** Online

**Received Payment Rupees:** Six Hundred Rupees Only.

Note: The defects or incompleteness in any respect in this application as noticed shall be placed on the Ministry's website(www.mca.gov.in). In case the application is marked as RSUB, please resubmit the application within the due date. Please track the status of your transaction at all times till it is finally disposed off. (please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014)