

**NOTICE**

Shorter Notice is hereby given that the Extra-Ordinary General Meeting of the Members of Gaudium IVF and Women Health Limited (*Formerly known as Gaudium IVF and Women Health Private Limited*) is scheduled to be held on Saturday, 20<sup>th</sup> September, 2025 at 04:00 P.M. at Registered Office of the Company situated at B1/51, Janak Puri, Janakpuri B-1, New Delhi - 110058 to transact the following businesses:

**SPECIAL BUSINESS:**

**ITEM NO.1: INITIAL PUBLIC OFFERING (“IPO”) OF THE COMPANY BY FRESH ISSUE AND OFFER FOR SALE OF EQUITY SHARES:**

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

“**RESOLVED THAT** in supersession of earlier resolutions passed in this regard in the Extra-ordinary General Meeting held on 5<sup>th</sup> November, 2024 and pursuant to the provisions of Section 23, 28 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with the Memorandum of Association and Articles of Association of the Company and the Listing Agreements to be entered into with the respective stock exchange, where the Company’s equity shares are proposed to be listed and subject to approval to the extent necessary of the Government of India (“GOI”), Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”) and all other concerned statutory and other authorities, as may be required (hereinafter collectively referred to as “Appropriate Authority) and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred upon it), the approval of the Members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot Equity Shares that the Offer size of fresh issue (the “**Fresh Issue**”) does not exceed **Rs. 110.00 Crores (Rupees One Hundred and Ten Crores)** and to offer, issue and allot Equity Shares that the Offer size of Offer for Sale (“**OFS**”) does not exceed **Rs. 85.00 Crores (Rupees Eighty-Five Crores)** of face value of Rs. 5 (Rupees Five) each



**Gaudium IVF and Women Health Limited** (Formerly known as Gaudium IVF and Women Health Pvt. Ltd.)

Registered Office : B1/51, Janakpuri, New Delhi- 110058 | Ph: 011-4885 8585

CIN : U85100DL2015PLC278296 Email : info@gaudiumivfcentre.com Website : www.gaudiumivfcentre.com



to at a price as may be decided by the Board of Directors in consultation with Book Running Lead Manager, ranking pari-passu with the existing equity shares of the Company, to such person or persons who may or may not be the shareholders of the Company as the Board may decide, including anchor investors, if any one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, Foreign Portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financing institutions, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other person including high net worth individuals, retail individual bidders or other entities in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of initial public offering including General Public their friends, relatives and associates, banks, multilateral and bilateral development financial institutions, insurance whether they be holders of equity shares of the Company or not, and/or through issue of offer documents (“Initial Public Offer”) / Allotment regulations to SEBI, through the Book Built Offer, in one or more tranches and in the manner, and on the terms and conditions, as the Board may in its absolute sole discretion, decide including the price at which the equity shares are to be issued, at par or at premium and for cash and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

**RESOLVED FURTHER THAT**, the Board, including any Committee or Sub – Committee, be and is hereby authorized to make any alteration, addition or vary any of the above said clauses, in consultation with the Book Running Lead manager or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Offer structure, and on the exact component of fresh issue of shares in the Issue and Offer for Sale”

**RESOLVED FURTHER THAT**

- a) All the monies received out of the offer of shares to the public shall be transferred to separate bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013;
- b) Details of all monies utilized out of the Offer referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and
- c) Details of all unutilized monies out of the offer of shares, if any referred to in sub-item (a) above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested;



**RESOLVED FURTHER THAT** such of these equity shares to be offer as are not subscribed may be disposed of by the Board in favour of underwriter (s) to the offer;

**RESOLVED FURTHER THAT**, the Board and/or any Committee of the Board, be and is hereby authorized to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company;

**RESOLVED FURTHER THAT**, any one of the Directors of the Company, be and is hereby authorized to execute and sign the documents including consent letter, power of attorney, certificates, etc., as may be required in connection with above;

**RESOLVED FURTHER THAT**, the Board and/or any Committee of the Board be and is hereby authorized to appoint advisor or consultant for the above Offer;

**RESOLVED FURTHER THAT**

- a) The Company will furnish to the stock exchange on a quarterly/half yearly basis, a statement indicating material deviations, if any, in the use of proceeds of the Initial Public Offering from the objects stated in the Draft Red Herring Prospectus/Red Herring Prospectus;
- b) The Information mentioned in sub-clause (a) shall be furnished to the stock exchange along with the interim or annual financial results submitted under Regulation 33 of SEBI (LODR), 2015 and shall be published in the newspapers, if required simultaneously with the interim or annual financial results, after placing it before the Audit Committee, in terms of SEBI (LODR), 2015;

**RESOLVED FURTHER THAT**, for the purpose of giving effect to these resolutions, the Board be and is hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Offer, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Offer, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Offer, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Book Running Lead Manager, syndicate member(s), underwriter(s) any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary incidental, or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;



**RESOLVED FURTHER THAT**, the Board be and is hereby authorized at its discretion, to further delegate by way of authorization in favour of any of the members of the Board or a committee thereof to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution.”

By Order of the Board of  
**GAUDIUM IVF AND WOMEN HEALTH LIMITED**  
(FORMERLY KNOWN AS GAUDIUM IVF AND WOMEN HEALTH PRIVATE LIMITED)



*NKumar*

**NAVEEN KUMAR**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**  
**MEMBERSHIP NO. A69788**

Place: New Delhi  
Date: 19.09.2025

## NOTES

1. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTES INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES FRAMED THERE UNDER, A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND MEMBERS HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.**
3. **A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS A PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. PROXIES SUBMITTED ON BEHALF OF COMPANIES AND OTHER BODIES CORPORATE, SOCIETIES, TRUST ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION, AS APPLICABLE.**
4. The Proxy form, duly completed and signed, must reach the Registered Office of the Company not later than 48 hours before the time of the commencement of the meeting.
5. All alterations made in the proxy form should be initialed.
6. The proxies should carry any of their identity proof i.e. PAN Card/ Aadhaar Card, Passport, Driving License, Voter ID Card, employee ID card or such other proof at the venue of the meeting.
7. Members are requested to notify any change in their address along with the pin code, by quoting their folio number.
8. The Members are requested to deliver their consent to convene the proposed Extra-Ordinary General Meeting at shorter notice as required under the provision of the Companies Act, 2013 (in the form attached as **Annexure-A** to this notice) to the Company prior to the date of proposed Extra-Ordinary General Meeting.
9. The Explanatory statement pursuant to Section 102(1) of the Act, setting out the material facts relating to the Special Business to be transacted at the EGM, forms part of this Notice.
10. A registered equity shareholder or his/her proxy or authorized representative is requested to bring copy of the notice to the meeting and produce attendance slip duly completed and signed at the entrance of the meeting venue.
11. In case of joint holders attending the meeting, only such joint holders who is higher in the order of name will be entitled to vote.
12. Corporate members intending to send authorized representatives to attend the meeting are requested to send to the Company certified copies of the Board resolution(s) authorizing such representatives to attend and vote at the meeting on their behalf.
13. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 1: INITIAL PUBLIC OFFERING (“IPO”) OF THE COMPANY BY FRESH ISSUE AND OFFER FOR SALE OF EQUITY SHARES:**

The Company had passed a Board Resolution on November 04, 2024, and a Special Resolution on November 05, 2024, in connection with its proposed Initial Public Offer.

Subsequently, the Draft Red Herring Prospectus (DRHP) dated January 20, 2025, was filed with SEBI, NSE, and BSE pursuant to the said Offer.

However, the IPO Committee of Board of Directors on July 08, 2025, had resolved to withdraw the aforementioned DRHP and decided to file a revised DRHP at a later date. Accordingly, the present resolution is being passed.

In view of the foregoing, the Board Resolution dated November 04, 2024, and the Special Resolution dated November 05, 2024, shall stand rescinded.

Therefore, the Board of Directors through this resolution propose to create, offer, issue and allot Equity Shares that the Offer size of fresh issue (the “**Fresh Issue**”) does not exceed **Rs. 110.00 Crore (Rupees One Hundred and Ten Crores)** and to offer, issue and allot Equity Shares that the Offer size of Offer for Sale (“**OFS**”) does not exceed **Rs. 85.00 Crores (Rupees Eighty-Five Crores)** of face value of Rs. 5/- each at a price as may be decided by the Board of Directors of Company in consultation with the Book Running Lead Manager by way of initial public offer and get the equity shares listed on stock exchange.

Your Company seeks consent by a special resolution pursuant to the provision of Section 62(1)(c) of the Companies Act, 2013 for further issue of equity shares as described above. Members are aware that the Company had planned to increase its business as a part of development and expansion. For that the Company needs more funds and the Board of Directors propose to repay loan(s) of the Company. The Board of Directors, therefore propose that further share capital of the Company shall be increased at a price as may be determined by the Board of Directors of the Company in consultation with the Book Running Lead Manager to such person or persons, who may or may not be the members of the Company and as the Board may at its sole discretion decide, including one or more of the members, Directors, their friends, relatives and associates, foreign/ resident investors, financial institutions, venture capital funds, public financial institutions, banks, multilateral and bilateral development financial institutions, insurance company(ies), provident funds, pension funds, national investment funds, foreign institutional investors, foreign venture capital investors, Indian and/or multilateral financial institutions, mutual funds, Non Resident Indians, employees and/or workers of the Company or its subsidiaries, in or out of India, Indian public, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, authorities and such other persons in one or more combinations thereof and/or any other categories of investors, whether they be holders of equity shares of the Company or not, and/or through issue of offer documents (“Initial Public Offer”) / Allotment regulations to SEBI, through the Book Building Process, in one or more tranches and in the manner, and on the terms and conditions, as the Board may in its absolute sole discretion, decide including the price at which the equity shares are to be issued, at par or at premium and for cash and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.



The Board recommends the Resolution as set forth in Item No. 1 for the approval of Members as a Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

By Order of the Board of  
**GAUDIUM IVF AND WOMEN HEALTH LIMITED**  
*(FORMERLY KNOWN AS GAUDIUM IVF AND WOMEN HEALTH PRIVATE LIMITED)*



*NKumar*

**NAVEEN KUMAR**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**  
**MEMBERSHIP NO. A69788**

Place: New Delhi

Date: 19.09.2025

“Annexure-A”

**CONSENT BY THE SHAREHOLDER FOR CONVENING EXTRA-ORDINARY  
MEETING AT SHORTER NOTICE**

**[PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013]**

To,  
The Board of Directors,  
Gaudium IVF and Women Health Limited,  
*(Formerly known as Gaudium IVF and Women Health Private Limited)*  
B1/51, Janak Puri, Janakpuri B-1, West Delhi, New Delhi,  
Delhi, India, 110058

**Subject: Consent for holding the Extra-Ordinary General Meeting of the Company at Shorter Notice.**

Dear Sir/Madam,

I, \_\_\_\_\_, holding \_\_\_\_\_ Equity Shares of Rs. 5 each (representing \_\_\_ %) in the Company, hereby give my consent, pursuant to Section 101 of the Companies Act, 2013, to hold the Extra-Ordinary General Meeting (“EGM”) of the Members of the Company at a shorter notice on Saturday, 20<sup>th</sup> September, 2025 at 04:00 P.M. at the registered office of the company at B1/51, Janak Puri, Janakpuri B-1, West Delhi, New Delhi, Delhi, India, 110058.

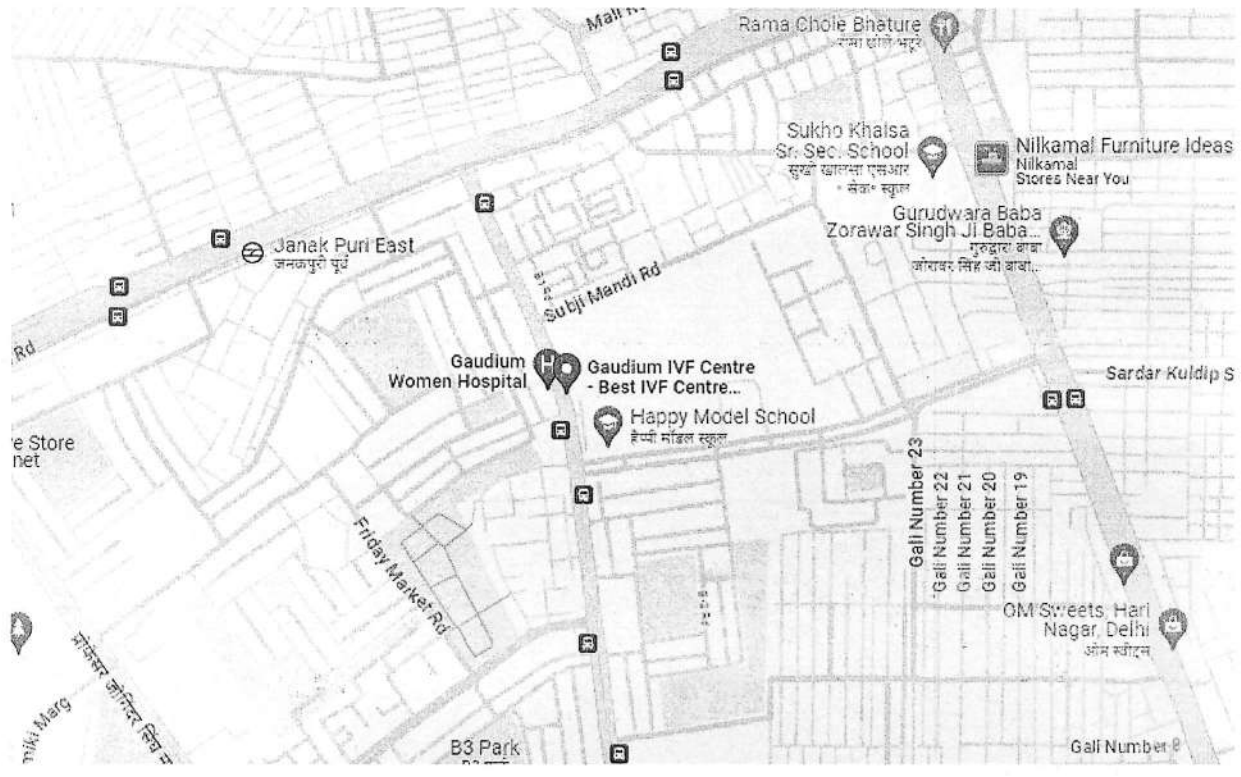
**Signature** \_\_\_\_\_

**Name of Shareholder:**

**Place:**

**Date:**

**ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING:**  
**Venue of EGM: B1/51, Janak Puri, Janakpuri B-1, West Delhi, New Delhi , Delhi, India 110058**



**ATTENDANCE SLIP**

<b>NAME AND ADDRESS</b>	
<b>JOINT HOLDERS</b>	
<b>NO. OF SHARES HELD</b>	
<b>E-MAIL ID</b>	
<b>FOLIO / DP ID. / CLIENT ID</b>	

I/We hereby certify that I/We am/are registered Member/Proxy for the registered Member of the Company and hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on the Saturday, 20<sup>th</sup> September, 2025 at 04:00 P.M. at Registered Office of the Company situated at B1/51, Janak Puri, Janakpuri B-1, New Delhi - 110058 or at any adjournment thereof in respect of such resolutions as mentioned in the Notice.

**Name of the Registered Holder/  
Proxy / Authorized Representative**

**Signature of Registered Holder/  
Proxy /Authorized Representative**

*NOTE: Members/Proxies to Members are requested to fill in the details, sign and handover this slip at the entrance of the venue of the Extra-Ordinary General Meeting.*

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**Form No. MGT-11**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U85100DL2015PLC278296  
Name of the Company : Gaudium IVF and Women Health Limited  
Registered office : B1/51, Janak Puri, Janakpuri B-1, New Delhi-110058

<b>Name of the Member</b>	
<b>Joint Holder(s)</b>	
<b>Registered Address</b>	
<b>Email ID</b>	
<b>Folio No./ Client ID /DP ID</b>	

I/We being a member / members of.....shares of the above named company, hereby appoint

1) Name: .....Address:.....

E-mail id:.....Signature:....., or failing him

2) Name: .....Address:.....

E-mail id:.....Signature:....., or failing him

3) Name: .....Address:.....

E-mail id:.....Signature:....., or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting held on Saturday, 20<sup>th</sup> September, 2025 at 04:00 P.M. at Registered Office of the Company situated at B1/51, Janak Puri, Janakpuri B-1, New Delhi - 110058 India and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Short description of the Resolutions to be passed in the EGM	For	Against	Abstain
<b>SPECIAL BUSINESS</b>				
1.	Initial Public Offering ("IPO") of the Company by Fresh Issue and Offer for Sale of Equity Shares			

Signed this..... day of..... 2025.

Affix Rs.1  
Revenue  
Stamp

Signature of shareholder: .....

Signature of first proxy holder(s): .....

**Note:**

1. *The proxy form in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*
2. *It is optional to indicate your preference. If you leave the "for or against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.*