

(THE COMPANIES ACT, 2013)

SCHEDULE-I

(See Section 4 and 5)

TABLE-A

MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

GAUDIUM IVF AND WOMEN HEALTH LIMITED

- 1st. *The Name of the Company is **GAUDIUM IVF AND WOMEN HEALTH LIMITED**
- 2nd. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- 3rd. The objects for which the Company is established are :-

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To take over the running proprietary firm M/S GAUDIUM IVF AND GYNAE SOLUTIONS Situated at A-41,(Ground Floor) Chander Nagar, Janak Puri, New Delhi-110058, along with its business assets and liabilities. The said concern shall cease to exist on such takeover.
2. To carry on the business of owning, acquiring, promoting, established, taking on lease, hiring, maintaining, running, managing, administering and supporting birthing centers, In Vitro Fertilization (IVF) services, Maternity Centers, Maternity Care Hospitals, Neonatal Units, Women Health Care Hospital, Maternity Health Services, Artificial Fertility Treatments, Artificial Insemination services, treatments for infertility, Surgical Centers, Clinics, Dispensaries, Polyclinics, Health Aids, training and research centers, Laboratories, Nursing Homes, Diagnostic, cure and service centers in India and abroad.
3. To provide care and Consultancy to the pregnant women and newborn baby in all Branches of medical schemes by all available means and to undertake, promote or engage in all kinds of research including surgical & clinical research and development work required to promote, assist or engage in setting up hospitals, surgical centers, healthcare centers and other facilities.
4. To improve the health of women by continuous education and awareness through offline and online activities or various health issues pertaining to female, their lifestyle and wellbeing.
5. To carry on all or any of the business in India or elsewhere of manufacturers, processors, packers, importers, exporters, buyers, sellers, distributors agents and wholesale and retail dealers in all kinds of women health care products, bulk drugs, medicines, cosmetics, toilet requisites, sera, biological and non-biological products, contraceptives, laboratory chemicals and their by products and other chemical items.
6. To undertake on behalf of clients (Pharmaceutical, biotechnology, health care companies), clinic research, protocol development, medical and clinical research monitoring, drug safety monitoring, statistical analysis and evaluation of Clinical research.
7. To carry out research and development and providing information and technology related to above business.

(*Amended pursuant to the special resolution passed by the shareholders in their extra ordinary general meeting held on 28th September, 2024 and subject to approval by the Regulatory Authorities.)



B. Matters which are necessary for furtherance of the objects specified in clause 3(A) are:-

1. To purchase and otherwise acquire, own, import, all materials, substances, appliances, machines, containers and such other articles and apparatus and things capable of being used in any of the main business and to own, otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to the effective working of the main business of the Company.
2. To acquire, build, alter, maintain, enlarge, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery and conveniences which may seem necessary to achieve the main objects of the company.
3. To carry on and transact every kind of guarantee, corporate guarantee and counter guarantee business and to guarantee the payment/repayment of loans, borrowings of any nature whatsoever granted by any institutions and/or any person to any individual, firm(s), HUF, company(s), association of person and money secured by or payable under or in respect of stocks, bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations and securities of any company whomsoever whether incorporated or not.
4. To purchase or in exchange, hire, take, options over or otherwise acquire any estate or interests, whatsoever and to hold, develop work, concessions, grants, decrees, licences, privileges, claims, options, property real or personal or rights or powers of any kinds which may appear to be necessary for the main business of the Company.
5. To pay for preliminary and pre-incorporation expenses of the Company.
6. To exchange, mortgage, royalty or tribute, grant licences, easements, options and such other rights over and dispose of the whole or any part of the undertaking, property assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares debentures whether fully or partly paid up or securities of any other such company having objects whole or in part similar to those of the Company.
7. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full.
8. To open account or accounts with any individual, firm or Company or with any Bank or Banks or Bankers or shroffs and to pay into and to withdraw money from such account or accounts.
9. To undertake financial and commercial obligations, transactions and operations of all kinds.
10. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the main objects of the Company.
11. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any Authority, Supreme, Municipal, Local or of any persons whether incorporated or



not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the main business of the Company.

12. To subscribe for, acquire shares, share-stock, debentures, bonds, debenture-stock, mortgages, obligations, securities of any kind issued or guaranteed by any company (Body corporate undertaking) of whatever nature and whatsoever constituted or carrying on the main business and to subscribe for, acquire shares, debentures and debenture-stocks and debenture- bonds, mortgages, obligations and such other securities issued or guaranteed by any Government, trust, Municipal, local or such other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the main business of the Company.
13. To negotiate and/or enter into agreements and contracts with individuals companies, corporations and such other organizations, foreign or Indian, for obtaining or providing technical, or any other assistance for carrying out all or any of the main objects of the Company and also for the purpose of activating financial participation and for technical collaboration and to acquire or provide necessary formulae and patent rights for furthering the main objects of the Company.
14. Subject to the provisions of the Companies Act, 2013 and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or Company, of any obligation undertaken by the Company.
15. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments or securities.
16. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'inventions, trademarks, designs, licences, protections, and concessions conferring any exclusive or non-exclusive or limited right to their use of information as to any invention, process or privileges which may seem capable of being used for the main objects of the Company or the acquisition of which may seem calculated directly or indirectly, to benefit the company and to use, exercise, develop or grant licences or privileges in respect of the property, rights and information so acquired.
17. To spend money in experimenting upon and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
18. To do all or any of the main objects either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
19. To acquire and take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to



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carry on business, this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.

20. To procure the registration or recognition of the company in or under the laws of any place outside India.
21. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls, management or development of the Company or any other such objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its main business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its main business or in about the promotion of any other such company in which the Company may have any interest.
22. Subject to the provisions of the Companies Act, 2013, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal with any person or persons of company or companies carrying on or engaged in the main business of the Company.
23. To enter into any arrangements and take all necessary or proper steps with Governments or with other such authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the company or for furthering the interests of the members and to oppose any such steps taken by any other such company, firm or person which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members, and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government Authority and company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
24. To adopt such means of making known the main business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, and rewards.
25. (a) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the company in any person of Company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.
(b) To accept gifts including by way of awards/prizes from Govt. and semi-Govt. bodies and to give gifts to create trust for the welfare of employees,



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members, directors and/or their dependents, heirs and children and for deserving object for and other persons.

26. To apply the assets of the Company in any way or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, combustion, fire, accident or otherwise or for the benefit of any employee workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with such other persons or classes of persons and in particular of friendly, co-operative and such other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels, schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose.
27. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares, Subject to the provisions of the Act, 2013.
28. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement of industrial or labour problems or troubles or the promotion of industry or trade.
29. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object of and for exhibition, subject to the provisions of the Companies Act 2013.
30. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give, or procure the giving of donation, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the Company or is allied to or associated with the company or with any such subsidiary Company or who are or were at any time Directors or officers of the company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the protection of any such persons as aforesaid and do any of the matters aforesaid, either, alone or in conjunction with any such other company as aforesaid.
31. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
32. To appoint agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business





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of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.

33. To guarantee the payment or performance of any contracts or obligations or become surety for any person, firm or company for any purpose and to act as agents for the collection, receipt or payment of money and to act as agents for and render services to customers and others and to give guarantees and indemnities. To give surety/mortgage/pledge of the property for raising fund/loan for and on behalf of the company/associates concern/person/any other company.
 34. To establish and run units, sister concerns operate for any of the main at places in or outside India as the Company may deem expedient.
 35. To do all such other things as may be deemed incidental or conducive to the attainment of the main objects.
 36. To collaborate, merger and acquisition, joint venture with Indian and foreign experts, companies, firms, to start industry and business in or outside India on such terms and conditions as the company may deem fit.
- 4th. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5th. 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/- each.



5th We, the several persons, whose names and addresses, are subscribed, hereto are desirous of being formed into a Company in pursuance of THIS MEMORANDUM OF ASSOCIATION, and we respectively agree to take the number of shares in the Capital of the Company, set opposite our respective Names :

S. No.	Name, addresses Description and Occupation of each subscriber	Number and type of Shares Equity	Signature of Subscribers	Name, Addresses description and Signatures of witnesses
1.	 <p>MANIKA KHANNA D/O. SWRI (DR) RAJINDOR KUMAR ANAND R/o B-2/39, JANAKPURI NEW DELHI-110058 (BUSINESS)</p>	<p>47,500 EQUITY SHARES of Rs 10/- EACH (FORTY SEVEN THOUSAND FIVE HUNDRED)</p>	<p>Manika</p>	<p>"I witness the subscribers who have signed in my presence at New Delhi on 17-03-2015. Further I have verified their Identity Details (ID) for their identification and certified myself of their identification particulars as filled in."</p> <p>(Signature) CHARIKA KUMAR (MBA) CHARTERED ACCOUNTANT SU LATE SAKI C-L MENRA 1717/2 GARDI TEJAN, TILAK NAGAR, DELHI-110062 Membership No. - 081772</p>
2.	 <p>PEEYUSH KHANNA S/O SHRI. RUP NARAYAN R/o B-2/39, JANAKPURI, NEW DELHI-58 (BUSINESS)</p>	<p>2,500 EQUITY SHARES of Rs 10/- EACH (TWO THOUSAND FIVE HUNDRED)</p>	<p>Peeyush</p>	
TOTAL		<p>50,000 Shares of Rs 10/- each (Fifty thousand)</p>		

Place: New Delhi

Date: 17-03-2015

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