

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY BY THE MEMBERS OF GAUDIUM IVF AND WOMEN HEALTH LIMITED (FORMERLY KNOWN AS GAUDIUM IVF AND WOMEN HEALTH PRIVATE LIMITED) HELD ON SATURDAY, 20TH SEPTEMBER, 2025 AT 04:00 P.M. AT REGISTERED OFFICE OF THE COMPANY AT B1/51, JANAK PURI, JANAKPURI B-1, WEST DELHI, NEW DELHI , DELHI, INDIA 110058

INITIAL PUBLIC OFFERING (“IPO”) OF THE COMPANY BY FRESH ISSUE AND OFFER FOR SALE OF EQUITY SHARES:

“**RESOLVED THAT** in supersession of earlier resolutions passed in this regard in the Extraordinary General Meeting held on 5th 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 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,

Handwritten signature



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

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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

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- 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

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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."

CERTIFIED TRUE COPY
FOR GAUDIUM IVF AND WOMEN HEALTH LIMITED
(FORMERLY KNOWN AS GAUDIUM IVF AND WOMEN HEALTH PRIVATE LIMITED)



MANIKA KHANNA
CHAIRPERSON AND MANAGING DIRECTOR
DIN: 07090907
ADDRESS: B-2/39, JANAKPURI,
NEW DELHI- 110058



PLACE: NEW DELHI
DATE: 20/09/2025



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

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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.

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