

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF GAUDIUM IVF AND WOMEN HEALTH LIMITED (FORMERLY KNOWN AS GAUDIUM IVF AND WOMEN HEALTH PRIVATE LIMITED) HELD ON MONDAY, 29<sup>TH</sup> SEPTEMBER, 2025 AT 10:00 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT B1/51, JANAK PURI, JANAKPURI B-1, WEST DELHI, NEW DELHI, DELHI, INDIA 110058**

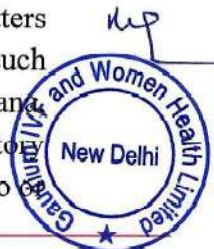
**TO CONSIDER AND APPROVE DRAFT RED HERRING PROSPECTUS (“DRHP”):**

“**RESOLVED THAT** that pursuant to the resolutions passed by the Board of Directors and subject to and in accordance with the provisions of applicable laws, including the Companies Act, 2013, and the rules and regulations made thereunder (including any statutory modifications or reenactment thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), other regulations issued by the Securities and Exchange Board of India (“**SEBI**”), the Draft Red Herring Prospectus (the “**DRHP**”), in respect of the initial public offer of equity shares of the Company, tabled at the meeting containing the requisite information as prescribed by applicable laws and regulations, be and is hereby approved for filing with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the “**Stock Exchanges**”) and SEBI and such other authorities or persons as may be required.

**RESOLVED FURTHER THAT** the Initial Public Offer of up to 2,08,86,200 Equity Shares of face value of Rs.5 each, comprising of a Fresh Issue of up to 1,13,92,500 Equity Shares and an offer for sale of up to 94,93,700 Equity Shares by the Promoter Selling Shareholder, referred as the (“the **offer**”) is hereby approved.

**RESOLVED FURTHER THAT** all the Directors, Company Secretary and Compliance Officer and the Chief Financial Officer of the Company be and are hereby authorised to sign the Draft Red Herring Prospectus for and on behalf of the Company and file the same with the SEBI for their observations and with the Stock Exchanges for listing purposes.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, each of the directors of the Board and Company Secretary and Compliance Officer of the Company severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Delhi & Haryana, and to furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do



**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



cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

**RESOLVED FURTHER THAT**, the IPO Committee, as constituted on 13<sup>th</sup> December 2024 is hereby authorized to undertake, approve and adopt any subsequent changes, correction, updates, alterations, revisions, modifications or amendments in the DRHP in accordance with the applicable law and regulations prior to filing with the SEBI including to determining the number of shares and/or the amount proposed to be raised.

**RESOLVED FURTHER THAT** certified true copy of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required.”

**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: 29/09/2025**

