November 16, 2026

To, The Department of Corporate Services, **BSE Limited,** Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001 **Scrip Code – 544709**	To, The Listing Department, **National Stock Exchange of India Limited,** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 **Symbol – GAUDIUMIVF**
ISIN: INE0P8B01020	**ISIN:** INE0P8B01020

Dear Sir/Madam,

Subject: Notice of Postal Ballot – Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot dated November 16, 2026 ("Notice") issued to the Members of the Company for seeking their approval by means of Special Resolution for variation in the objects of the offer and timeline for utilisation of the IPO proceeds as stated in the Prospectus dated February 25, 2026, as detailed in the Notice.

The said Notice is being sent today i.e. November 16, 2026, in electronic mode to those Members whose email IDs were registered with the depositories as on November 13, 2026, being the Cut-Off Date. The Members can exercise their votes electronically on the e-Voting platform of NSDL by logging on to www.evoting.nsdl.com. The voting will commence on Tuesday, November 17, 2026, at 9.00 A.M. (IST) and end on Wednesday, December 16, 2026 at 05.00 P.M. (IST), after which the e-voting module shall be disabled by NSDL.

In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with applicable circulars issued by the Ministry of Corporate Affairs, physical copies of the Notice are not being circulated to the Members. However, it is clarified that all the persons who are Members of the Company as on November 13, 2026 (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or with the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice.

The results of the Postal Ballot will be announced within 2 (Two) working days of the conclusion of the e-Voting period.

The Notice of Postal Ballot is also available on the of the Company at www.gaudiumivfcentre.com

You are requested to take the aforesaid on record.

Thanking you,

Yours faithfully,

For Gaudium IVF and Women Health Limited

NAVEEN KUMAR
Digitally signed by NAVEEN KUMAR
Date: 2026.11.16 16:56:26 +05'30'

Naveen Kumar
Company Secretary and Compliance Officer
Membership No.: A69788

Encl.: a/a

GAUDIUM IVF AND WOMEN HEALTH LIMITED

CIN: L85100DL2015PLC278296
Registered Office: B1/51, Janakpuri, New Delhi – 110058, India
Tel: 011-4885 8585 | Email: compliance@gaudiumivfcentre.com | Website: www.gaudiumivfcentre.com

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("PAS Rules"), Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular No. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Regulation 59 read with Schedule XX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), and Article 34 ("Postal Ballot") of the Articles of Association of the Company, the Special Resolution set out below is proposed to be passed by the Members of Gaudium IVF and Women Health Limited ("Company") through Postal Ballot only by way of remote electronic voting ("E-voting") process.

The Explanatory Statement setting out material facts concerning the special business under Item No. 1 of this Postal Ballot Notice is annexed hereto in accordance with Section 102(1) and other applicable provisions of the Act read with Rules made thereunder.

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE THE VARIATION IN THE OBJECTS OF THE OFFER AND TIMELINE FOR UTILISATION OF THE IPO PROCEEDS AS STATED IN THE PROSPECTUS DATED FEBRUARY 25, 2026, FOR CHANGE / SUBSTITUTION OF CITIES / LOCATIONS FOR ESTABLISHING NEW IVF CENTRES OUT OF THE 19 PROPOSED NEW IVF CENTRES AND REVISION OF THE SCHEDULE AND MANNER OF THEIR ESTABLISHMENT (ALL 19 CENTRES BY FISCAL 2029, AS FEASIBLE TO THE COMPANY):

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

"RESOLVED THAT pursuant to the provisions of Sections 13(8) and 27 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 32 of the Companies (Incorporation) Rules, 2014, Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Regulation 59 read with Schedule XX and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and the Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals, permissions, consents, and sanctions of any regulatory or statutory authorities as may be necessary, and pursuant to the approval and recommendation of the Audit Committee and the Board of Directors of the Company ("Board"), the consent of the Members of the Company be and is hereby accorded to vary the terms of the Objects of the Offer and timeline for the utilisation of the proceeds as stated in the Prospectus dated February 25, 2026 ("Prospectus") filed by the Company with the Registrar of Companies, Delhi and Haryana ("RoC"), the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE"), and National Stock Exchange of India Limited ("NSE") in connection with the Initial Public Offering ("IPO" / "Offer") of the Company, specifically under Object No. 1 ("Funding capital expenditure towards establishment of New IVF centres of our Company"), so as to:

(i) change / substitute the cities / locations of certain remaining New IVF centres to be established out of the 19 proposed New IVF centres; and

(ii) revise the schedule and manner of establishing the New IVF centres, such that all 19 New IVF centres shall be established by Fiscal 2029, with an indicative target of 10 centres in Fiscal 2027, 8 centres in Fiscal 2028 and 1 centre in Fiscal 2029, at such locations, in such sequence and in such manner as may be feasible to the Company, and not necessarily in the phase-wise manner stated in the Prospectus, without altering the total number of 19 New IVF centres or the overall allocation of ₹5,000.00 Lakhs earmarked towards Object No. 1 as set out in detail in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (including any duly constituted Committee thereof) to deploy and utilize the unutilised Net Proceeds earmarked for Object No. 1 (i.e., ₹3,651.52 Lakhs as on September 30, 2026 towards establishing the remaining New IVF centres at the revised cities / locations set out in the Explanatory Statement annexed to this Notice, in such sequence and manner as may be feasible to the Company, so as to complete the establishment of all 19 New IVF centres by Fiscal 2029).

RESOLVED FURTHER THAT the Board of Directors, Mr. Rakesh Kumar Sharma, Chief Financial Officer, and Mr. Naveen Kumar, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to settle any question, difficulty, or doubt that may arise in giving effect to this resolution, do all such acts, deeds, matters, and things as may be necessary, proper, or expedient (including publishing the newspaper advertisement, filing Forms with the RoC, Delhi and Haryana, and submitting disclosures to BSE, NSE, SEBI, and the Monitoring Agency, Infomerics Valuation and Rating Limited), and sign and execute all documents or writings for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

Registered office: B1/51, Janakpuri, New Delhi-110058, India
CIN: L85100DL2015PLC278296
Tel: 011-4885 8585
Email: compliance@gaudiumivfcentre.com
Website: www.gaudiumivfcentre.com

By Order of the Board
For **Gaudium IVF and Women Health Limited**

Sd/-
Naveen Kumar
Company Secretary and Compliance Officer
Membership No.: A69788

Place: New Delhi
Date: November 16, 2026

NOTES:

1. The Explanatory Statement setting out material facts concerning the special business under Item No. 1 of this Postal Ballot Notice is annexed hereto in accordance with Sections 102(1) and 27(1) of the Act read with Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 22 of the Companies (Management and Administration) Rules, 2014. The recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI Listing Regulations is also provided in the said Statement.

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members are requested to provide their assent or dissent through remote E-voting only.

2. In compliance with the MCA Circulars and SEBI Listing Regulations, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company ("RTA") / Depositories / Depository Participant(s) and whose names appear in the Register of Members of the Company and/or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 13, 2026 ("Cut-off date").

3. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Notice. Institutional / Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned and certified copy (PDF/JPG Format) of their Board or governing body's resolution / Authorization, authorizing their representative to vote through remote E-voting, to the Scrutinizer through an e-mail at cssureshnainwal@gmail.com, with a copy marked to evoting@nsdl.com.

4. Since this Postal Ballot is being conducted solely through remote E-voting pursuant to the MCA Circulars, physical attendance of Members at a common venue is not required, and the requirement of sending physical Postal Ballot Forms has been dispensed with. Accordingly, the facility for appointments of proxies by Members is not available for this Postal Ballot.

5. In case any Member is desirous of obtaining a copy of the Postal Ballot Notice, he / she may send a request to the Company by writing at compliance@gaudiumivfcentre.com mentioning their Folio No. / DP ID and Client ID or download the same free of cost from the Company's website.

6. In compliance with the aforementioned circulars and SEBI Listing Regulations, the Postal Ballot Notice will be available on the website of the Company at https://www.gaudiumivfcentre.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com, and the website of NSDL at https://www.evoting.nsdl.com/ Pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 and Rule 7(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (Form PAS-1), the Company will also publish an advertisement in an English national daily newspaper with wide circulation and in a Hindi (vernacular) national daily newspaper with wide circulation in New Delhi containing details of the date of completion of dispatch of the Postal Ballot Notice, proposed variation in objects, manner of registering e-mail ID, cut-off date, dates of commencement and end of remote E-voting, etc.

7. Remote E-voting:

7.1 In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings "SS-2" issued by the Institute of Company Secretaries of India, and Regulation 44 of the SEBI Listing Regulations

and Circulars, the Company is providing facility of electronic voting ("E-voting") to its Members in respect of casting their vote electronically on the business set forth in this Postal Ballot Notice. For this purpose, the Company has availed the services of National Securities Depository Limited ("NSDL") for facilitating E-voting, as the authorized agency.

7.2 In case of joint shareholders, the Member whose name appears as first holder in the order of names as per the beneficial owners / register of members as maintained by the Depositories / Company will be entitled to vote.

7.3 The Members of the Company, whose names appear in the Register of Members or in the Register of beneficial owners maintained by the Depositories as on the Cut-off date (Friday, November 13, 2026) and who are otherwise not barred from casting their vote, are entitled to vote electronically through remote E-voting on the resolution set forth in this Notice. Once the vote on the resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast their vote again. A person who is not a Member as on the Cut-off date should treat this Notice for information purposes only.

7.4 Any person who holds shares of the Company as on the Cut-off date and has not received the login ID and password may obtain the same by sending a request at evoting@nsdl.com. However, if the Members are already registered with NSDL / CDSL for remote E-voting, they can use their existing user ID and password / DP login for casting the vote.

7.5 The remote E-voting period will commence on Tuesday, November 17, 2026 at 9:00 a.m. (IST) and ends on Wednesday, December 16, 2026 at 5:00 p.m. (IST) (a period of 30 days). During this period, Members holding equity shares of the Company as on the Cut-off date i.e., Friday, November 13, 2026 ("Cut-off date") may cast their vote through remote E-voting. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

7.6 The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Friday, November 13, 2026 (1 Equity Share of face value ₹5/- each carries 1 vote).

7.7 Members who have not registered / updated their email address are requested to register / update the same as per the process advised by the concerned Depository Participant.

8. In terms of the provisions of Section 72 of the Act, the facility for registration of nomination is available for the Members in respect of the shares held by them. All existing Members are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in the securities market. Further, Members holding shares in demat form are requested to submit choice of nomination, PAN and other details to their DPs. The said forms can be downloaded through the Company's website at https://www.gaudiumivfcentre.com Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

9. Voting Results:

9.1 The Company has appointed M/s. Suresh Nainwal & Company, Practicing Company Secretaries (Firm Registration No. S2020DE764700, Peer Review No. 3349/2023), who had communicated their willingness for the said appointment, as the Scrutinizer to scrutinize the Postal Ballot remote E-voting process in a fair and transparent manner.

9.2 The Scrutinizer, immediately after the conclusion of the remote E-voting period, will unblock the votes cast through remote E-voting in the presence of at least 2 (two) witnesses, not in the employment of the Company, and shall submit a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting. The results of the Postal Ballot shall be declared by the Chairperson or any person duly authorized by her on this behalf within 2 (two) working days from the conclusion of the remote E-voting period, i.e., on or before Friday, December 18, 2026.

It is hereby clarified that the resolution shall be deemed to be passed on the last date specified for remote E-voting i.e., Wednesday, December 16, 2026, **subject to receipt of the requisite number of votes in favour of the resolution, and provided that the votes cast against the resolution are less than 10% (ten percent) of the total votes cast on the resolution through remote E-voting; if the votes cast against the resolution are 10% (ten percent) or more of the total votes cast, the resolution shall not be considered as passed.**

9.3 The said result along with Scrutinizer's report will also be displayed at the Registered Office of the Company. Additionally, the results will also be uploaded on the website of the Company at https://www.gaudiumivfcentre.com/ as well as on the website of NSDL at www.evoting.nsdl.com. The result shall simultaneously be communicated to the Stock Exchanges (BSE and NSE).

10. Inspection of Documents:

All relevant material documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection both electronically, without any fee, and physically at the Registered Office of the Company at B1/51, Janakpuri, New Delhi – 110058 between 10:00 a.m. and 5:00 p.m. (IST) on all working days, by the Members from the date of circulation of this Notice up to the last date of remote E-voting i.e., Wednesday, December 16, 2026. Members seeking to inspect such documents electronically may send a request on the e-mail address at compliance@gaudiumivfcentre.com.

INSTRUCTIONS FOR REMOTE E-VOTING:

The remote e-voting period begins on Tuesday, November 17, 2026 at 09:00 A.M. (IST) and ends on Wednesday, December 16, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, November 13, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, November 13, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

- **Step 1**: Access to NSDL e-Voting system
- **Step 2**: Cast your vote electronically on NSDL e-Voting system

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode: In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account

maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with **NSDL.**	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under "**Login**" which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility from Apple App Store or Google Play Store for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **CDSL**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their **depository participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with **NSDL**.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with **CDSL**.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your “initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
a) Click on "**Forgot User Details/Password**?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssureshnainwal@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to

key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre, Deputy Vice President at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@gaudiumivfcentre.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@gaudiumivfcentre.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts and statutory disclosures required under Section 102(1) and Section 27(1) of the Companies Act, 2013 read with Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 59 read with Schedule XX of the SEBI ICDR Regulations in respect of the Special Business set out at Item No. 1 of the accompanying Postal Ballot Notice:

ITEM NO. 1: TO CONSIDER AND APPROVE THE VARIATION IN THE OBJECTS OF THE OFFER AND TIMELINE FOR UTILISATION OF THE IPO PROCEEDS AS STATED IN THE PROSPECTUS DATED FEBRUARY 25, 2026, FOR CHANGE / SUBSTITUTION OF CITIES / LOCATIONS FOR ESTABLISHING NEW IVF CENTRES OUT OF THE 19 PROPOSED NEW IVF CENTRES AND REVISION OF THE SCHEDULE AND MANNER OF THEIR ESTABLISHMENT (ALL 19 CENTRES BY FISCAL 2029, AS FEASIBLE TO THE COMPANY)

1. Background of the Initial Public Offering ("IPO" / "Offer"):

Pursuant to the resolution passed by the Board of Directors at its meeting held on September 19, 2025 and the Special Resolution passed by the Shareholders at the Extra-Ordinary General Meeting held on September 20, 2025, Gaudium IVF and Women Health Limited ("Company") undertook an Initial Public Offering ("Offer" / "IPO") of 2,08,86,200 Equity Shares of face value of ₹5.00 each for cash at an Offer Price of ₹79.00 per Equity Share (including a Share Premium of ₹74.00 per Equity Share), aggregating to ₹16,500.10 Lakhs, through a 100.00% Book Building Offer pursuant to the Red Herring Prospectus dated February 13, 2026 and the Prospectus dated February 25, 2026 ("Prospectus") filed with the Registrar of Companies, Delhi and Haryana ("RoC"). Sarthi Capital Advisors Private Limited acted as the sole Book Running Lead Manager ("BRLM") to the Offer, Bigshare Services Private Limited acted as the Registrar to the Offer, and Infomerics Valuation and Rating Limited was appointed as the Monitoring Agency under Regulation 41 of the SEBI ICDR Regulations.

The Offer comprised a Fresh Issue of 1,13,92,500 Equity Shares of face value of ₹5.00 each aggregating to ₹9,000.08 Lakhs ("Gross Proceeds") by the Company and an Offer for Sale of 94,93,700 Equity Shares of face value of ₹5.00 each aggregating to ₹7,500.02 Lakhs by the Promoter Selling Shareholder, Dr. Manika Khanna. After deducting Fresh Issue related expenses of ₹771.89 Lakhs apportioned to the Company, the Net Proceeds of the Fresh Issue available to the Company were ₹8,228.19 Lakhs ("Net Proceeds"). The Equity Shares of the Company were listed and admitted to dealings on BSE Limited (Scrip Code: 544709) and National Stock Exchange of India Limited (Symbol: GAUDIUMIVF; Designated Stock Exchange) on February 27, 2026.

2. Amount raised in the IPO and the Original Purpose or Objects of the Offer as stated in the Prospectus dated February 25, 2026 :

As disclosed in the chapter titled "Object of the Offer" on pages 98 and 99 of the Prospectus, the Net Proceeds of ₹8,228.19 Lakhs (and Gross Proceeds of ₹9,000.08 Lakhs) were proposed to be utilized across the following three Objects and estimated schedule of deployment:

Sr. No.	Particulars of Objects of the Offer (as per Page 99 of the Prospectus)	Total Funds (₹ in Lakhs)	Estimated Balance Deployment		
			Fiscal 2027 (₹ in Lakhs)	Fiscal 2028 (₹ in Lakhs)	Fiscal 2029 (₹ in Lakhs)
1)	*Funding capital expenditure towards establishment of New IVF Centres of our Company	5,000.00	2,631.58	2,105.26	263.16
2)	*Repayment/pre-payment, in full or in part, of certain outstanding loans availed by our Company; and	2,000.00	2,000.00	—	—
3)	General Corporate Purposes	1,228.19	1,228.19	—	—
	Total Net Proceeds of the Fresh Issue	**8,228.19**	**5,859.77**	**2,105.26**	**263.16**

***Note:** As disclosed on Page 99 of the Prospectus dated February 25, 2026, the utilisation of IPO proceeds towards (i) Funding capital expenditure towards establishment of New IVF Centres (Object 1) was originally scheduled across Fiscal 2026, Fiscal 2027 and Fiscal 2028, comprising ₹2,631.58 Lakhs in Fiscal 2026, ₹2,105.26 Lakhs in Fiscal 2027 and ₹263.16 Lakhs in Fiscal 2028; and (ii) Repayment/pre-payment, in full or in part, of certain outstanding loans availed by our Company (Object 2) was originally scheduled during Fiscal 2026, amounting to ₹2,000.00 Lakhs. The proposed deployment under Object 1 was aligned with the operationalisation of 19 New IVF Centres in a phased manner, comprising 10 Centres in Phase I during Fiscal 2027, 8 Centres in Phase II during Fiscal 2028 and 1 Centre in Phase III during Fiscal 2029, as disclosed on Page 102 of the Prospectus.*

However, considering that the Company's Equity Shares were listed on February 27, 2026, and the IPO proceeds became available for utilisation in the third week of March 2026, the expenditure originally envisaged for Fiscal 2026 towards both Object 1 and Object 2 was carried forward to Fiscal 2027. Accordingly, upon the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 28, 2026, took note of the revised deployment schedule. The said carry-forward was also reported in the Monitoring Agency Report for Q1 FY 2026-27.

The Company shall utilise the proceeds allocated towards General Corporate Purposes during Fiscal 2027, in accordance with the objects and disclosures set out in the Prospectus dated February 25, 2026.

3. Money Utilised for the Objects stated in the Prospectus, Extent of Achievement of Proposed Objects (%), and Unutilised Amount:

In accordance with Regulation 32 of the SEBI Listing Regulations and Regulation 41 of the SEBI ICDR Regulations, the utilisation of the Gross Proceeds / Net Proceeds has been monitored by Infomerics Valuation and Rating Limited ("Monitoring Agency") and reviewed by the Audit Committee and the Board of Directors.

The details of the money utilised, the percentage of achievement, and the unutilised balance as on September 30, 2026, are set out below:

Sr. No.	Objects of the Offer as stated in the Prospectus	Original Allocation (₹ in Lakhs)	Revised Allocation* (₹ in Lakhs)	Amount Utilised up to September 30, 2026 (₹ in Lakhs)	Extent of Achievement (%)	Unutilised Balance as on September 30, 2026 (₹ in Lakhs)
1)	Funding capital expenditure towards establishment of New IVF Centres of our Company	5,000.00	5,000.00 (No Revision)	1,348.48	*26.97% (Financial) / 10.53% (2 of 19 centres Opened)	3,651.52
2)	Repayment/pre-payment, in full or in part, of certain outstanding loans availed by our Company; and	2,000.00	1,807.37*	1,807.37	100.00%	Nil
3)	General Corporate Purposes (GCP)	1,228.19	1,420.82*	1,137.46	80.06%	283.37
	Sub Total	**8,228.19**	**8,228.19**	**4,293.31**	**52.18%**	**3,934.89**
	Fresh Issue Related Expenses	771.89	771.89	771.89	100.00%	Nil
	*Interest on Fixed Deposit	-	-	-	-	53.15
	Total	**9,000.08**	**9,000.08**	**5,065.20**	**56.28%**	**3,988.04**

*Notes on Utilisation & Implementation Progress:

(i) Under Object 2, the Company completed full repayment/closure of the identified HDFC Bank borrowing facilities utilizing ₹1,807.37 Lakhs, and the surplus of ₹192.63 Lakhs was transferred to Object 3 (General Corporate Purposes) pursuant to Audit Committee and Board approval dated August 13, 2026.

(ii) Under Object 1 (Establishment of 19 New IVF centres), the Company has already established and commenced commercial operations at two (2) centrer: (a) South Extension (Delhi), in July, 2026 and (b) Gurgaon (Gurugram), Haryana, in September 2026. The Nagpur, Maharashtra centre is ready, and the applications for the requisite licences has been filed; approval is awaited.

(iii) Pending utilisation, the unutilised Net Proceeds are temporarily invested in fixed deposits with Scheduled Commercial Banks included in the Second Schedule of the Reserve Bank of India Act, 1934 and held in the Public Offer / Monitoring Agency Bank Account in accordance with page 118 of the Prospectus. The above utilisation figures have been certified by M/s S K G N & Associates LLP, Chartered Accountants (Statutory Auditors, FRN: 023403N/N500052) vide their certificate dated October 30, 2026 and reviewed by the Monitoring Agency, Infomerics Valuation and Rating Limited, in its Monitoring Agency Report for the quarter ended September 30, 2026. The unutilised balance of ₹3,988.04 Lakhs against the Total Gross Proceeds includes ₹53.15 Lakhs of net interest earned on fixed deposits.

4. Particulars of the Proposed Variation in the Objects for which the Prospectus was Issued:

On page 102 of the Prospectus, the Company had stated that it had not yet finalized the specific premises for the 19 New IVF centres and was in the process of identifying and finalizing specific locations in 19 towns/cities across Phase I (10 centres in Fiscal 2027), Phase II (8 centres in Fiscal 2028), and Phase III (1 centre in Fiscal 2029). The Company now seeks the approval of the Members by way of Special Resolution through Postal Ballot to change/ substitute certain cities from the original list of 19 cities disclosed on page 102 of the Prospectus, and to revise the schedule and manner of establishing the 19 New IVF centres, so that all 19 centres are established by Fiscal 2029 (with an indicative target of 10 centres in Fiscal 2027, 8 centres in Fiscal 2028 and 1 centre in Fiscal 2029), in such sequence and manner as is feasible to the Company and not necessarily in the phase-wise manner disclosed in the Prospectus, while keeping the total number of 19 New IVF centres and the total outlay of ₹5,000.00 Lakhs unchanged, as detailed below:

Sr. No.	Original Town / City Disclosed on Page 102 of the Prospectus dated Feb 25, 2026	Proposed Revised Town / City (Post Variation)
1.	Delhi	Centre has been operationalised
2.	Noida	Noida – No Change
3.	Gurgaon	Centre has been operationalised
4.	Lucknow	Lucknow – No Change
5.	Indore	Indore – No Change
6.	Nagpur	Centre ready; licence filed, approval awaited
7.	Vizag	**Vijayawada – Revised city**
8.	Surat	Surat – No Change
9.	Pune	Pune – No Change
10.	Hyderabad	Hyderabad – No Change
11.	Chennai	Chennai – No Change
12.	Mumbai	Mumbai – No Change
13.	Kolkata	Kolkata – No Change
14.	Ahmedabad	**Nashik – Revised city**
15.	Cochin	**Bhubaneswar – Revised city**
16.	Coimbatore	**Dhanbad – Revised city**
17.	Jaipur	**Varanasi - Revised city**
18.	Guwahati	Guwahati – No Change
19.	Kanpur	**Gorakhpur – Revised city**

5. The Reason and Justification for Seeking Variation / Change:

As stated in the Prospectus, at the time of filing, the Company had not yet identified the specific premises where the 19 New IVF centres would be established. Subsequent to the listing of the Company's Equity Shares on February 27, 2026, the Management undertook detailed market surveys, on-ground assessments, due diligence, and comprehensive business assessments across the proposed cities, the Board of Directors proposes to substitute certain cities disclosed in the Prospectus considering factors such as patient demand, competitive landscape, market availability and business potential.

6. The Proposed Time Limit within which the Proposed Varied Objects would be Achieved:

There is no change in the overall three-year implementation window disclosed in the Prospectus. The Company proposes to complete the capital expenditure deployment and establishment of all 19 New IVF centres by Fiscal 2029, with an indicative year-wise target of 10 centres in Fiscal 2027, 8 centres in Fiscal 2028 and 1 centre in Fiscal 2029. The centres will be established in such sequence and manner as is feasible to the Company and need not follow the Phase I / II / III sequencing stated in the Prospectus; any centre not established in an indicated fiscal year shall be carried forward to a subsequent fiscal year, not later than Fiscal 2029. As permitted on page 99 of the Prospectus, in the event estimated utilization in any scheduled fiscal year is not completely met due to site finalization or regulatory registration timelines, the balance shall be utilized in the subsequent fiscal year within the overall three-year period.

7. The Amount Proposed to be Utilised for the Varied Objects:

There is no change in the total outlay of ₹5,000.00 Lakhs allocated to Object No. 1. The indicative deployment by reference to the year of establishment of the centres.

8. The clause-wise details as specified in sub-rule (3) of Rule 3 as was required with respect to the originally proposed objects of the issue:

Not applicable as the said rule has been omitted with effect from May 7, 2018.

9. Risk Factors Pertaining to the Varied Objects:

Risk Factors shall remain the same as mentioned in the section titled "Risk Factors" on pages 31 to 71 of the Prospectus dated February 25, 2026, as the proposed variation does not change the nature of the end-use, total allocation of ₹5,000 Lakhs or total number of centres as referred to in the Prospectus.

All the documents as referred in this explanatory statement, and the accompanying Notice will be made available to the Members through request being sent to the Company on the email given under the Notice.

10. The Place from where any Interested Person may Obtain a Copy of the Notice of Resolution to be Passed:

Any interested person may obtain or download a copy of this Postal Ballot Notice free of cost from the Company's website at https://www.gaudiumivfcentre.com the websites of the Stock Exchanges i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), the e-voting website of NSDL (https://www.evoting.nsdl.com), or from the Registered Office of the Company at B1/51, Janakpuri, New Delhi – 110058, India between 10:00 a.m. and 5:00 p.m. (IST) on all Working Days up to the last date of remote E-voting.

11. Any Other Relevant Information Necessary for the Members to Take an Informed Decision (Variation in Objects / Exit Opportunity & Disclosure of Interest):

(a) Compliance with Section 27 of the Companies Act, 2013 and Regulation 59 / Schedule XX of the SEBI ICDR Regulations:

As stated under the heading 'Variation in Objects' on page 119 of the Prospectus dated February 25, 2026, in accordance with Sections 13(8) and 27 of the Companies Act, 2013 and applicable rules, the Company shall not vary the Objects of the Offer unless authorized to do so by way of a Special Resolution of its Shareholders passed through Postal Ballot, and the Notice shall simultaneously be published in the newspapers, one in English and one in Hindi (the regional language of Delhi where the Registered Office is situated). Furthermore, Schedule XX of the SEBI ICDR Regulations require the promoters or the shareholders in control, as the case may be, to make an exit offer in accordance with the provisions of this Chapter, to the dissenting shareholders, in cases only if

(a) the proposal for change in objects or variation in terms of a contract, referred to in the offer document is dissented by at least ten per cent. of the shareholders who voted in the general meeting; and
(b) the amount to be utilized for the objects for which the offer document was issued is less than seventy five per cent. of the amount raised (including the amount earmarked for general corporate purposes as disclosed in the offer document).

However, in the present case, it has been clarified that in case the votes cast by the Members against (i.e., dissenting votes) the resolution constitutes at least 10% (ten percent) of the total votes cast on the resolution through remote E-voting, the resolution shall not be considered as passed and the proposed variation in the Objects of the Offer shall not be given effect to. Accordingly, the condition of providing an exit offer to the dissenting Shareholders under Section 27(2) of the Act read with Regulation 59 and Schedule XX of the SEBI ICDR Regulations shall not be applicable.

(b) Interest of Promoters, Directors, and Key Managerial Personnel: None of the Promoters, Directors, Key Managerial Personnel of the Company, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of this Notice, except to the extent of their respective shareholdings and directorships in the Company.

The Audit Committee and the Board of Directors are of the view that the proposed variation in the locations / cities of the remaining New IVF centres is commercially prudent and in the best interests of the Company and its Members. Therefore, the Board of Directors, at its meeting held on November 12, 2026, based on the recommendation of the Audit Committee made at its meeting held on November 12, 2026, recommends the Special Resolution as set out in Item No. 1 of this Postal Ballot Notice for approval by the Members of the Company.

Registered office: B1/51, Janakpuri, New Delhi-110058, India
CIN: L85100DL2015PLC278296
Tel: 011-4885 8585
Email: compliance@gaudiumivfcentre.com
Website: www.gaudiumivfcentre.com

By Order of the Board
For **Gaudium IVF and Women Health Limited**

Sd/-
Naveen Kumar
Company Secretary and Compliance Officer
Membership No.: A69788

Place: New Delhi
Date: November 16, 2026