



(Please scan this QR Code to view the RHP)

This is an abridged prospectus containing salient features of the Red Herring Prospectus of Gaudium IVF and Women Health Limited (the “Company”) dated February 13, 2026 filed with the Registrar of Companies, Delhi and Haryana (the “RHP” or “Red Herring Prospectus”). You are encouraged to read greater details available in the RHP, which is available at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=3&ssid=15&smid=11>. Unless otherwise specified all capitalised terms used herein and not specifically defined bear the same meaning as ascribed to them in the RHP. This abridged prospectus is not for distribution outside India.

THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES..



GAUDIUM IVF AND WOMEN HEALTH LIMITED
CIN: U85100DL2015PLC278296; Date of Incorporation: March 24, 2015

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
B1/51, Janak Puri, B-1, New Delhi – 110058, India	Naveen Kumar, Company Secretary & Compliance Officer	E-mail: compliance@gaudiumivfcentre.com Telephone: 011-4885 8585	www.gaudiumivfcentre.com

OUR PROMOTERS: DR. MANIKA KHANNA, DR. PEEYUSH KHANNA AND VISHAD KHANNA

DETAILS OF OFFER TO PUBLIC					Share Reservation		
Type	Fresh Issue	Offer for Sale Size	Total Offer Size	Eligibility and Share Reservations among QIBs, NIIs and RIIs	QIB	NII	RII
Fresh Issue & Offer for Sale	1,13,92,500 Equity Shares of face value of ₹5 each aggregating up to ₹[●] lakhs	94,93,700 Equity Shares of face value of ₹5 each aggregating up to ₹ [●] lakhs	₹ [●] lakhs	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”). For further details, see “Other Regulatory and Statutory Disclosures – Eligibility for the Issue” on page 360. For details in relation to share reservation among QIBs, NIIs and RIIs, see “Offer Structure” beginning on page 375.	Not more than 1,04,43,100 Equity Shares	Not less than 31,32,930 Equity Shares	Not less than 73,10,170 Equity Shares

The Equity Shares are proposed to be listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”, and together with BSE, the “Stock Exchanges”). For the purposes of the Offer, the Designated Stock Exchange shall be National Stock Exchange of India Limited (the “Designated Stock Exchange”)

DETAILS OF THE OFFER FOR SALE BY PROMOTER SELLING SHAREHOLDER			
Name of the Promoter Selling Shareholder	Type	Number of Equity Shares Offered	WACA in ₹ per Equity*
Dr. Manika Khanna	Promoter	94,93,700 Equity Shares	0.16

*As certified by S K G N & Associates, Chartered Accountants vide certificate dated January 20, 2026

PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES	
Price Band	₹75 to ₹79 per Equity Share of face value of ₹5 each.
Minimum Bid Lot Size	189 Equity Shares and in multiples of 189 Equity Shares thereafter
Anchor Investor Bidding Date	Wednesday, February 18, 2026
Bid/Offer Opens On ⁽¹⁾	Friday, February 20, 2026
Bid/Offer Closes On ⁽²⁾	Tuesday, February 24, 2026
Finalisation of Basis of Allotment with the Designated Stock Exchange	February 25, 2026
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	February 25, 2026
Credit of Equity Shares to dematerialized accounts of Allottees	February 26, 2026
Commencement of trading of the Equity Shares on the Stock Exchanges	February 27, 2026

(1) Our Company and Promoter Selling Shareholder, in consultation with the BRLM, may consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.

(2) UPI mandate end time and date shall be at 5.00 pm on Bid/ Offer Closing Date, i.e. February 24, 2026. In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The post Offer BRLM shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, as partially modified by the SEBI T+3 Circular and SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable, issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.

WEIGHTED AVERAGE COST OF ACQUISITION OF ALL SHARES TRANSACTED IN THREE YEARS, EIGHTEEN MONTHS AND ONE YEAR IMMEDIATELY PRECEDING THE DATE OF THIS RED HERRING PROSPECTUS:

Period	Weighted Average Cost of Acquisition (in ₹.)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition Price Lowest Price - Highest Price (in ₹.)
Last one year	Nil	-	-
Last 18 months	Nil	-	-
Last three years	Nil	-	-

As certified by S K G N & Associates, Chartered Accountants by their certificate dated January 20, 2026.

The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any other applicable law of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons as defined in Regulation S under the U.S. Securities Act ("U.S. Persons") except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (a) to persons in the United States or to or for the account or benefit of, U.S. Persons, in each case that are both "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and "qualified purchasers" (as defined under the U.S. Investment Company Act) in reliance on Section 3(c) (7) of the U.S. Investment Company Act; or (b) outside the United States to investors that are not U.S. Persons nor persons acquiring for the account or benefit of U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹5 each. The Floor Price, Cap Price and Offer Price (determined by our Company and Promoter Selling Shareholder in consultation with the BRLM and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Offer Price" on page 120, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this DRHP. Specific attention of the investors is invited to "Risk Factors" on page 31.

PROCEDURE

You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the Stock Exchanges, Syndicate Members, Registrar to the Offer, Registrar and Share Transfer Agents ("RTAs"), Collecting Depository Participants ("CDPs"), Registered Brokers, Bankers to the Offer, Investors' Associations or Self Certified Syndicate Banks ("SCSBs"). If you wish to know about processes and procedures applicable to the Offer, you may request for a copy of the RHP and/or the GID from the Book Running Lead Manager or download it from the website of SEBI at www.sebi.gov.in, the websites of NSE and BSE at www.nseindia.com and www.bseindia.com respectively and the website of Book Running Lead Manager at i.e., Sarthi Capital Advisors Private Limited at www.sarthi.in.

PAST PRICE INFORMATION OF BRLM

Sr. No.	Issue name	Issue size (₹ In Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, +/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in Price on closing price, +/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in Price on closing price, +/- % change in closing benchmark]- 180 th calendar days from listing*
MAIN BOARD ISSUES								
1.	Stallion India Flourochemicals Limited	199.45	90.00	January 23, 2025	120.00	-41.94 [-1.76]	-42.66 [4.84]	-7.12[7.41]
2.	BMW Ventures Limited	231.66	99.00	October 01, 2025	80.00	13.36 [3.65]	-22.69 [4.44]	-
SME ISSUES								
3.	Frog Cellsat Limited	41.57	102.00	October 13, 2022	177.00	19.11 [7.73]	24.14 [5.18]	-1.99/4.16
4.	Homesfy Realty Limited	15.86	197.00	January 02, 2023	275.05	78.28 [-3.19]	45.15 [-4.39]	49.71 [6.18]
5.	Spectrum Talent Management Limited	105.14	173.00	June 22, 2023	155.00	-2.92 [4.80]	-9.03 [26.08]	-23.09 [43.56]
6.	Digikore Studios Limited	30.48	171.00	October 04, 2023	270.00	-3.92 [11.10]	16.05 [18.31]	101.06 [23.91]
7.	Vinyas Innovaive Technologies Limited	54.66	165.00	October 06, 2023	330.00	22.91 [8.27]	98.11 [18.65]	87.59 [24.18]
8.	Earkart Limited	49.26	135.00	October 03, 2025	135.50	58.31 [3.41]	2.64 [-9.53]	-

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Note:

1. For 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days and in the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.
2. NSE Emerge index is considered as the Benchmark Index, SME Platform of NSE being the designated stock exchange.

BOOK RUNNING LEAD MANAGER	
Sarthi Capital Advisors Private Limited Tel. No.: +91 22 2652 8671/ 72; E-mail: ipo@sarthiwm.in	
Name of Syndicate Members	Khandwala Securities Limited
Name of Registrar to the Offer	Bigshare Services Private Limited Tel: +91 22 6263 8200; E-mail: ipo@bigshareonline.com
Name of Credit Rating Agency and the rating or grading obtained, if any	As this is an Offer of Equity Shares, credit rating is not required
Name of Debenture Trustee	As this is an Offer of Equity Shares, the appointment of debenture trustees is not required
Self-Certified Syndicate Banks or SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorizing an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Non-Syndicate Registered Brokers	Bidders can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms from Bidders (other than UPI Bidders), including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) For further details, see section titled “Offer Procedure” beginning at page 379 of the RHP
Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism	In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, i.e., (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) for SCSBs and (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) for mobile applications, respectively, as updated from time to time.
Syndicate SCSB Branches	In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as updated from time to time.
Registered Brokers	The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com , as updated from time to time.
Details regarding website address(es)/ link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable:	The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the respective Stock Exchanges at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and http://www.nseindia.com/products-services/initial-public-offerings-asba-procedures , respectively, as updated from time to time. The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the respective Stock Exchanges at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and http://www.nseindia.com/products-services/initial-public-offerings-asba-procedures , respectively, as updated from time to time. For further details, see “Offer Procedure” beginning on page 379 of the RHP.

PROMOTERS OF OUR COMPANY			
Sr. No.	Name	Category	Experience & Educational Qualification
1.	Dr. Manika Khanna	Individual	She is the Promoter, Chairperson & Managing Director of the Company, holding a Bachelor’s degree in Medicine and Surgery (MBBS) (Gold Medalist) from Maharaja Sayajirao University of Baroda and Obstetrics and Gynaecology MD from Medical College Baroda Maharaja Sayajirao University. She has completed training in Advanced Gynecological Endoscopic Surgery in Kiel, Germany and Training programme in Advanced Gynaec Endoscopy from Melbourne IVF Gujarat Private Limited. She has over 16 years of expertise in IVF treatment, has established Seven IVF centers and 28 spokes across India. She has received several awards including the Delhi Ratna Award in 2008 and the Women Excellence Award in 2016 from Delhi Medical Association for her contributions to infertility treatment. She manages the Gaudium IVF’s operations with her strong team and she guides the Company to the Vision statement “To create a better world where women achieve the best possible health, equality and empowerment”.

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Sr. No.	Name	Category	Experience & Educational Qualification
2.	Peeyush Khanna	Individual	He is the Promoter and Whole Time Director of the Company, holding a Bachelor's degree in Medicine and Surgery (MBBS) from Manipal Academy of Higher Education. He completed a diploma in Child Health from Delhi University in 1999 and has been associated with our company since its incorporation. He has more than 10 years of experience in pediatrics and child health. Throughout his career, he has received several awards, including the Secretary Appreciation Award from the Delhi Medical Association in 2016. He also received the Organizer award at the Pediatric Conference of North India in 2015 and the Co-Organizing Secretary award in 2017. In 2021, he was awarded 'Recognize the Genius' at the East City Annual Meet by the Association of Pediatricians. He also received a Certificate of appreciation from the Indian Academy of Pediatrics, Delhi. He currently looks after the Pediatric Division and assists in managing the Company operations PAN India.
3.	Vishad Khanna	Individual	He is the Promoter and Non-Executive Director of the Company, holding a Bachelor's degree in Computer Science from the University of Southern California. His background includes roles such as Intern at Tata Consultancy Services, Retail and Operations Intern at CrepDog, and IT Intern at Intas Pharmaceuticals. Additionally, he is the founder of "Aushidhi," a non-profit initiative that provides free health check-ups and medications. He has an experience of more than one year in the FMCG business.

For details in respect of the Promoters, please see the section entitled titled "Our Promoter and Promoter Group" beginning on page 218 of the RHP.

BUSINESS OVERVIEW AND STRATEGY

Company Overview: Incorporated in the year 2015, our company is engaged in IVF (In vitro fertilization) treatment in India and has grown into several states with Hub and spoke model over the years. Gaudium IVF is founded by our Promoter Dr. Manika Khanna, a specialist with advanced training in gynecological endoscopic surgery from Kiel, Germany, and in Gynaec Endoscopy from Melbourne IVF Gujarat Private Limited. Having a PAN-India presence, the company operates 30+ locations, which comprises of 7 hubs (centers) and 28 spokes (company has entered into a strategic alliance with Spokes i.e Infertility Expert to achieve the mutual goal of spreading awareness about ART and IVF treatment). The company has patients from different countries such as Canada, United Kingdom, United State, Kenya, South Africa and Oman. Our Main centers (Hubs) are located in major cities of which 2 centers are located in Delhi (Janakpuri & Kailash Colony), 1 center in Maharashtra (Mumbai - Khar West), 1 center in Punjab (Ludhiana), 1 center in Jammu & Kashmir (Srinagar), 1 center in Bihar (Patna) and 1 center in Karnataka (Bangalore), to cater potential locations across India.

Product/Service offering: We offer a complete array of specialized fertility and reproductive health services. Our advance treatments include In-Vitro Fertilization (IVF), Intracytoplasmic Sperm Injection (ICSI), Intrauterine Insemination (IUI), and ovulation induction, all our treatment is carefully designed to address a variety of infertility challenges for both male and female. Our company also offers comprehensive gynecological care, including PCOD/PCOS and endometriosis. Further, high-risk pregnancy management is provided for women with complex fertility histories or health conditions. The wellness aspect includes fertility wellness programs, offering nutritional counselling and psychological support to ensure holistic care for couples undergoing treatments.

Bifurcation of our company's revenue by products/services:

(₹ in lakhs)

Services offered	Period ended September 30, 2025	% of revenue from operations	Fiscal 2025	% of revenue from operations	Fiscal 2024	% of revenue from operations	Fiscal 2023	% of revenue from operations
IVF Treatment	3,393.34	68.55	5,554.38	78.54	4,222.43	88.17	4,015.24	90.77
Hospital	128.55	2.60	345.78	4.89	371.39	7.75	386.19	8.73
Pharmacy	1,427.99	28.85	1,172.24	16.57	195.20	4.08	22.26	0.50
Total	4,949.88	100.00	7,072.40	100.00	4,789.01	100.00	4,423.69	100.00

Key Performance Indicators ("KPI"):

(₹. in lakhs unless stated otherwise)

Particulars	Period ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from Operations	4,949.88	7,072.40	4,789.01	4,423.69
Total Revenue	4,974.97	7,095.84	4,815.31	4,426.02
EBITDA ¹	1,895.23	2,862.59	1,927.47	2,006.55
EBIT ²	1,778.60	2,681.34	1,737.91	1,865.48
EBT ³	1,678.29	2,542.25	1,663.16	1,831.24
PAT ⁴	1,250.56	1,912.74	1,031.69	1,352.54
EBITDA Margin ⁵	38.29%	40.48%	40.25%	45.36%
EBIT Margin ⁶	35.75%	37.79%	36.09%	42.15%
EBT Margin ⁷	33.73%	35.83%	34.54%	41.37%
PAT Margin ⁸	25.14%	26.96%	21.43%	30.56%
Debt / Equity ⁹	0.38	0.41	0.58	0.43
RoE ¹⁰	21.25%	41.31%	38.23%	59.51%
RoCE ¹¹	21.03%	39.37%	38.74%	54.40%
Basic EPS (₹)	2.04	3.12	1.68	2.20
Diluted EPS (₹)	2.04	3.12	1.68	2.20
NAV (₹) ¹²	9.59	7.54	4.40	3.70

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Explanation for Key Performance Indicators:

1. EBITDA (Earnings Before Interest, Tax, Depreciation and Amortization) is calculated as sum of Profit Before Tax, Finance Cost & Depreciation and Amortization
2. EBIT (Earnings Before Interest & Tax) is calculated as EBITDA less Depreciation and Amortization
3. EBT (Earning Before Tax) is calculated as EBIT less Finance Cost
4. PAT (Profit After Tax) is calculated as EBT less Tax
5. EBITDA Margin is calculated as EBITDA divided by Revenue from Operation
6. EBIT Margin is calculated as EBIT divided by Total Revenue
7. EBT Margin is calculated as EBT divided by Total Revenue
8. PAT Margin is calculated as PAT divided by Total Revenue
9. Debt / Equity is calculated as Total Debt (Short Term Borrowing + Long Term Borrowing) divided by Equity (Net Worth)
10. RoE (Return on Equity) is calculated as PAT divided by Equity (Net worth)
11. RoCE (Return on Capital Employed) is calculated as EBIT divided by Capital Employed (Net worth + Borrowings + Lease Liabilities + Deferred Tax Liabilities)
12. NAV (Net Asset Value Per Share) is calculated as Net worth divided by weighted average number of outstanding shares

Revenue Segmentation by geographies	:	Our Company has treated patients from different countries across the world. The total number of patients as on September 30, 2025 is 76 and in Fiscal 2025 the number of patients were 104.
Geographies served	:	Our company operates on Hub & Spoke model, we have PAN India presence, the company operates 30+ locations, comprising 7 hubs (centres). Our Main centers (Hubs) are located in major cities of which 2 centers are located in Delhi (Janakpuri & Kailash Colony), 1 center in Maharashtra (Mumbai - Khar West), 1 center in Punjab (Ludhiana), 1 center in Jammu & Kashmir (Srinagar), 1 center in Bihar (Patna) and 1 center in Karnataka (Bangalore), to cater potential locations across India.
Industries served	:	Healthcare Service (IVF)
Intellectual Property	:	The Company has entered a Deed of Assignment dated February 17, 2023 with Dr. Manika Khanna, Promoter, Chairperson and Managing Director of the Company under which Dr. Manika Khanna has assigned 61 trademarks to the name of the Company.
Employee Strength	:	As on September 30, 2025 we have 122 work force count engaged in our 7 centres. For further details, please see "Our Business" on page 163 of the RHP.

OUR MANAGEMENT

Name	Designation (Independent/ Whole Time/ Executive/ Non Executive/ Nominee)	Experience & Educational Qualification	Other Directorships
Dr. Manika Khanna	Chairman and Managing Director	She is the Promoter, Chairperson & Managing Director of the Company, holding a Bachelor's degree in Medicine and Surgery (MBBS) (Gold Medalist) from Maharaja Sayajirao University of Baroda and Obstetrics and Gynaecology MD from Medical College Baroda Maharaja Sayajirao University. She has completed training in Advanced Gynecological Endoscopic Surgery in Kiel, Germany and Training programme in Advanced Gynaec Endoscopy from Melbourne IVF Gujarat Private Limited. She has over 16 years of expertise in IVF treatment, has established Seven IVF centers and 28 spokes across India.	<ul style="list-style-type: none"> Gaudium International Private Limited EKK Global Private Limited EKK Hospitality Private Limited
Dr. Peeyush Khanna	Whole Time Director	She is the Promoter and Whole Time Director of the Company, holding a Bachelor's degree in Medicine and Surgery (MBBS) from Manipal Academy of Higher Education. He completed a diploma in Child Health from Delhi University in 1999 and has been associated with our company since its incorporation. He has more than 10 years of experience in pediatrics and child health.	<ul style="list-style-type: none"> Gaudium International Private Limited EKK Global Private Limited
Vishad Khanna	Non-Executive Director	He is the Promoter and Non-Executive Director of the Company, holding a Bachelor's degree in Computer Science from the University of Southern California. His background includes roles such as Intern at Tata Consultancy Services, Retail and Operations Intern at CrepDog, and IT Intern at Intas Pharmaceuticals.	<ul style="list-style-type: none"> EKK Global Private Limited EKK Hospitality Private Limited Gaudium International Private Limited
Brajesh Singh Bhadauria	Independent Director	He is an Independent Director on our Board, holding a Bachelor's in Economics, an MBA, and a Post Graduate Certificate in Business Management. He has been recognized as India's Greatest Leader in 2018 by Asia One. He has also received an Award from the Indo-American Chambers of Commerce. With over 15 years of experience in leadership roles at companies like ATC Telecom Infrastructure Private Limited (formerly known as ATC India Tower Corporation Private Limited) and Tata Communications Limited, he is certified Green Belt in Six Sigma in Process Audit in the field of supply chain, Production, imports, sales, and finance.	Nil

OUR MANAGEMENT			
Name	Designation (Independent/ Whole Time/ Executive/ Non Executive/ Nominee)	Experience & Educational Qualification	Other Directorships
Suresh Marpu	Independent Director	He is the Independent Director on our Board. In the year 2016, he became the member of the Institute of Company Secretaries of India. He has also obtained the degree of Cost Accountant, from the Institute of Cost Accountants of India, in the year 2018. He has over 10 years of experience in the field of accounting, Financial Planning, Secretarial and Indirect Taxation. He has held directorships on the boards of various companies.	<ul style="list-style-type: none"> Chhattisgarh Steel and Power Limited (Unlisted Company) Dolphin Finance and Investment Company Limited (Listed Company) Srinivasa Ferro Alloys Limited (Listed Company) Ratnadar Infra Limited (Unlisted Company)
Rajesh Chunilal Bhojani	Independent Director	He is an Independent Director of our Company. With more than 20 years of experience in the Financial Services sectors, he holds a Bachelor of Commerce degree from the University of Bombay (1981) and a Master of Management Studies (MMS) from NMIMS, University of Bombay (1984). He has held various leadership roles, including Head Exams Business Department at British Council, CEO of the International College of Financial Planning, Senior Vice President - at Birla Sun Life Insurance Co. Ltd., and President of Sales at UTI Mutual Fund.	<ul style="list-style-type: none"> NMIMS Business School Alumni Association (Non-Profit Organisation) Motilal Oswal Asset Management Company Limited (Unlisted Company)

For further details in relation to our Board of Directors, see “Our Management” beginning on page 199 of the RHP.

OBJECTS OF THE OFFER

The Issue comprises of a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholder.

The Offer for Sale

The Promoter Selling Shareholder proposes to sell up to 94,93,700 Equity Shares of face value of ₹5 each held by her, aggregating up to ₹[●] lakhs. Our Company will not receive any proceeds of the Offer for Sale by the Promoter Selling Shareholder.

Fresh Issue

The Net Proceeds of the Fresh Issue, i.e. gross proceeds of the Fresh Issue less the issue expenses apportioned to our Company (“Net Proceeds”) are proposed to be utilized in the following manner:

- 1) Funding capital expenditure towards establishment of New IVF Centers of our Company;
- 2) Repayment/pre-payment, in full or in part, of certain outstanding loans availed by our Company; and
- 3) General Corporate Purposes

Our Company proposes to utilise the Net Proceeds towards funding the following objects::

(₹ in lakhs)

Sr. No.	Particulars	Amount
1)	Funding capital expenditure towards establishment of New IVF Centers of our Company	5,000.00
2)	Repayment/pre-payment, in full or in part, of certain outstanding loans availed by our Company	2,000.00
3)	General Corporate Purposes*	[●]
Total		[●]

*The amount to be utilized for general corporate purposes will not exceed 25.00% of the Fresh Offer Proceeds.

Utilization of Net Proceeds and Schedule of Deployment

As estimated by our management, the entire proceeds from the Fresh Issue shall be utilized as follows:

(₹ in lakhs)

Sr. No.	Particulars	Consolidated	Estimated Balance Deployment		
			Fiscal 2026	Fiscal 2027	Fiscal 2028
1)	Funding capital expenditure towards establishment of New IVF Centers 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#	[●]	[●]	[●]	[●]
	Total Net Proceeds	[●]	[●]	[●]	[●]

#To be finalized upon determination of the Offer Price and updated in the Prospectus at the time of filing with the RoC

For further details, see “Objects of the Offer” on page 98.

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Means of finance	:	The fund requirements set out for the aforesaid objects of the Offer are proposed to be met entirely from the Net Proceeds and Internal accruals. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals as required under the SEBI ICDR Regulations.
Terms of Issuance of Convertible Security, if any	:	Not Applicable
Name of Monitoring Agency	:	Not Applicable
Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public offers / rights issues, if any, of the Company in the preceding 10 years – Not Applicable:		

Shareholding pattern on date of filing RHP:

Particulars	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)
Promoter and Promoter Group	6,13,85,084	99.99
Public	9,300	0.01
Total	6,13,94,384	100%

Number of Equity Shares proposed to be sold by Promoter Selling Shareholder:

Promoter Selling Shareholder	Category	Number of Offered Shares
Dr. Manika Khanna	Promoter	94,93,700
	Total	94,93,700

SUMMARY OF RESTATED FINANCIAL INFORMATION

Particulars	Period ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Equity share capital	3,069.72	3,069.72	99.02	99.02
Net worth ⁽¹⁾	5,885.47	4,629.74	2,698.62	2,272.96
Revenue from operations	4,949.88	7,072.40	4,789.01	4,423.69
EBITDA ⁽²⁾	1,895.23	2,862.59	1,927.47	2,006.55
EBITDA Margin (%) ⁽³⁾	38.29%	40.48%	40.25%	45.36%
Profit/(Loss) for the year/period	1,250.56	1,912.74	1,031.69	1,352.54
PAT Margin (%) ⁽⁴⁾	25.14%	26.96%	21.43%	30.56%
Earnings per share (in ₹) (Basic & Diluted) ⁽⁵⁾	2.04	3.12	1.68	2.20
Net Asset Value per Equity Share ⁽⁶⁾	9.59	7.54	4.40	3.70
Total borrowings ⁽⁷⁾	2,251.37	1,893.44	1,572.52	978.12
Trade Receivables	5,096.53	3,286.72	1,359.22	90.84

Notes:

⁽¹⁾ Equity Share Capital + Reserves and Surplus

⁽²⁾ EBITDA Margin is an indicator to measure efficiency of generating core profitability of company.

⁽³⁾ EBITA Margin is an indicator use to measure the efficiency of company to generate operating profits

⁽⁴⁾ PAT Margin used as measure of calculation profit available to shareholders as percent of Total Revenue.

⁽⁵⁾ Basic EPS: Net Profit after tax as restated divided by weighted average number of Equity Shares outstanding at the end of the period/ year. Diluted EPS: Net Profit after tax as restated divided by weighted average number of Equity Shares outstanding at the end of the period/year for diluted EPS.

⁽⁶⁾ NAV (book value per share) = Total shareholders' funds divided by number of shares outstanding as end of financial year/Stub period.

Total borrowings are the sum of current borrowings and non-current borrowings

INTERNAL RISK FACTORS

Below mentioned risks are the top 5 risk factors as per the RHP:

- As on date, we have contingent liabilities of ₹4,499.34 lakhs (including interest thereon) on vis-a-vis net worth of ₹5,885.47 lakhs for the period ended September 30, 2025 that have not been provided for and commitments in our financial statements, which if materialize, may adversely affect our financial condition.
- The Company is engaged in the business of providing healthcare services mainly rendering various fertility treatments such as In Vitro Fertilization (IVF), intrauterine insemination (IUI), intracytoplasmic sperm injection (ICSI), Egg Freezing, laser assisted embryo implantation amongst others and is subject to various operational, reputational, medical and legal risks associated with the operations of healthcare services. An inability to provide quality healthcare catering to the needs of the customers could adversely affect the reputation, business prospects and financial performance of the Company.
- The Company is highly dependent on doctors, nurses and other healthcare professionals and the business will be impacted significantly if the Company is unable to attract / retain such professionals. The attrition rate of the employees during the period ended September 30, 2025, Fiscal 2025, Fiscal 2024 and Fiscal 2023 was 31%, 63%, 51% and 51%. Further, the Professional and Consultation fees paid to doctors as a percentage of our total expenses were

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

6.08% 8.28%, 12.23% and 13.78%, for the period ended September 30, 2025 and for Fiscal 2025, Fiscals 2024 and Fiscal 2023.

- 4) We have entered, and will continue to enter, into related party transactions which may potentially involve conflicts of interest.
- 5) We are dependent on limited embryologists and the loss of or our inability to attract or retain such personnel could adversely affect our business, financial condition and results of operations.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

Name of Entity	Criminal Proceedings	Tax proceedings	Statutory/Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against the Promoters	Material civil litigations	Aggregate amount involved to the extent ascertainable (₹ in lakhs) *
Company						
By the Company	NIL	NIL	NA	NIL	NIL	NIL
Against the Company	NIL	4	NIL	NIL	NIL	4,499.34
Directors						
By the Directors	NIL	NIL	NA	NIL	NIL	NIL
Against the Directors	NIL	NIL	NIL	NIL	NIL	NIL
Promoters						
By the Promoters	NIL	NIL	NA	NIL	NIL	NIL
Against the Promoters	NIL	5	NIL	NIL	NIL	475.45
Subsidiaries						
By the Subsidiaries	NIL	NIL	NA	NIL	NIL	NIL
Against the Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
Key Managerial Personnel						
By our Key Managerial Personnel	NIL	NIL	NA	NIL	NIL	NIL
Against our Key Managerial Personnel	NIL	NIL	NIL	NIL	NIL	NIL
Senior Management						
By our Senior Management	NIL	NIL	NA	NIL	NIL	NIL
Against our Senior Management	NIL	NIL	NIL	NIL	NIL	NIL
Litigation involving our Group Companies which may have a material impact on our Company						
By the Group Companies	NIL	NIL	NA	NIL	NIL	NIL
Against the Group Companies	NIL	NIL	NIL	NIL	NIL	NIL
<i>For further details of the outstanding litigation proceedings, see "Outstanding Litigation and Material Developments" beginning on page 319 of the Red Herring Prospectus.</i>						

* Aggregate amount involved is with respect to Outstanding Tax Demands

- A. Brief details of top 5 material outstanding litigations against the Company and amount involved: NIL
- B. Regulatory Action, if any – disciplinary action taken by SEBI or Stock Exchanges against the Promoters in last 5 financial years including outstanding action, if any: Nil
- C. Brief details of outstanding criminal proceedings against our Promoters - Nil

For the details of litigation proceedings, please refer the chapter titled "Outstanding Litigations and Material Developments" on page no.319.

ANY OTHER IMPORTANT INFORMATION AS PER BRLM / ISSUER COMPANY

DECLARATION BY OUR COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Red Herring Prospectus are true and correct.

DECLARATION BY THE PROMOTER SELLING SHAREHOLDER

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI, established under Section 3 of the SEBI Act as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SEBI Act, the SCRA, the SCRR, or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct