



To
The Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza", Plot No. C/1, G Block, Bandra Complex
Bandra (E), Mumbai-400051

28.04.2024

Symbol: WOMANCART

Subject: Submission of Scrutinizer's Report for voting at 1st (2024-25) Extra Ordinary General Meeting of Womancart Limited held on Friday, April 26, 2024

Dear Sir,

In connection to the 01st (2024-25) Extra Ordinary General Meeting (EGM) of Womancart Limited (the Company) held on Friday, April 26, 2024, please find enclosed herewith scrutinizer's report provided by Ms. Priya Binani Proprietor of Priya Binani & Associates. Practising Company Secretaries.

On the basis of such report, special business proposed at the 01st EGM has been duly passed with requisite majority.

Such report will also be placed on the websites of National Services Depository Limited (NSDL) and the Company.

This is for your information and records.

Thanking you,

For Womancart Limited


Keshutosh Roy
Company Secretary & Compliance Officer
M.No.A63939



+919311866860

+91 9811382449



Womancart Limited (Formerly
known as Womancart Private
Limited)

Registered Office Address: F-14/57
IIIrd Floor, Model Town-II, New
Delhi-110009



info@womancart.in

wcart2018@gmail.com

Madhusudanpahwal970@gmail.com



PRIYA BINANI & ASSOCIATES

Company Secretaries

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
WOMANCART LIMITED
(Formerly Womancart Private Limited)
(CIN: U74999DL2018PLC336138)
House No. 57, 3rd Floor, Block F-14, Model Town,
Landmark Near McDonalds, New Delhi-110009.

Subject: Consolidated Scrutinizer's Report on Remote E-voting and E-voting at the 01st (first) Extra-ordinary General Meeting ("EGM") of the Equity Shareholders of Womancart Limited ("the Company") held on Friday, April 26, 2024 at 03:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

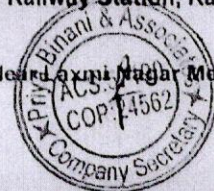
Respected Sir,

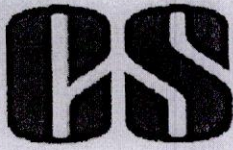
I, CS Priya Binani, Company Secretary in Practice (ACS: 57190) and Proprietor of M/s PRIYA BINANI & ASSOCIATES, Company Secretaries, Rajasthan has been appointed by the Board of Directors of **WOMANCART LIMITED** as the Scrutinizer in its meeting held on April 01, 2024, to scrutinize the remote e-voting process pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 (including the statutory modification and re-enactment(s) thereof ("**Remote e-voting**"); and the e-voting done by the Shareholders at the 01st Extra-ordinary General Meeting ("**EGM**") of the Company held on Friday, April 26, 2024 at 03:00 p.m. (IST) through video conferencing / other audio visual means ("**VC/OAVM**").

The EGM was held through VC/OAVM pursuant to the General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 03/2022 dated May 05, 2022; and 10/2022 dated December 28, 2022,

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PRIYA BINANI & ASSOCIATES

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issued by Ministry of Corporate Affairs, Government of India, read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/ HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/ HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January, 2023 (hereinafter collectively referred to as "**Applicable Circulars**"). The Applicable Circulars provide relaxation to companies to hold their EGM through VC/OAVM including the manner of voting at the meeting.

1. The Scrutinizer is appointed under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, from time to time. As the Scrutinizer, I had scrutinized the process of e-voting remotely, before the EGM, using an electronic voting system on the dates referred to in the Notice calling the EGM; and
2. My responsibility as a Scrutinizer is restricted to give a consolidated report on votes cast by the Shareholders for the resolutions (businesses) contained in the Notice dated April 01, 2024, through E-voting facility available for the EGM; based on the reports generated from the E-voting system provided by the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide E-voting facility and attendance papers/documents furnished to me electronically by the Company and/or National Securities Depository Limited ("**NSDL**" or "**Service Provider**") for my verification.

It was informed that the Notice dated April 01, 2024, convening the Extra-ordinary General Meeting along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent electronically to the Shareholders of the Company.

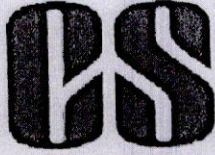
The Consolidated Report on E-voting done through E-voting system by the Shareholders is submitted as follows:

- (a) The Company had appointed NSDL as the Service Provider for the purpose of extending the facility of E-voting system to the Shareholders of the Company through remote e-voting and during the meeting.
- (b) NSDL had provided a system for recording the votes of the Shareholders electronically on all the items of the business sought to be transacted at the EGM of the Company.

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- (c) NSDL had set up electronic voting facility (Remote e-voting) on their website, www.evoting.nsdl.com. The Company had uploaded the EGM notice setting out all the items of the business to be transacted at the meeting, on the website of the Company and on the Service Provider to facilitate their Shareholders to cast their vote through Remote e-voting.
- (d) The Cut-off date for the purposes of identifying the Shareholders who were entitled to vote on the resolutions set out in the notice was Friday, April 19, 2024.
- (e) The Remote e-voting period commenced from Tuesday, April 23, 2024 (9:00 a.m. IST) and ended on Thursday, April 25, 2024 (5:00 p.m. IST), thereafter, the Remote e-voting module was disabled by the Service Provider.
- (f) The votes casted through Remote e-voting facility were simultaneously unblocked after the conclusion of the Meeting, by me as a Scrutinizer in the presence of Mr. Sudhir Kumar and Mr. Shubham Patel who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20 of the Companies (Management & Administration) Rules, 2014. They are not in employment with the Company. They have signed below in confirmation of the votes being unblocked in their presence:

(Sudhir Kumar - Witness No 1)

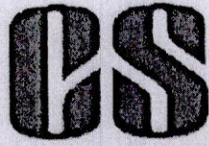
(Shubham Patel - Witness No 2)

- (g) For the purpose of considering the total votes casted by the Shareholders the votes casted through Remote e-voting were tabulated.
- (h) The Register, all other papers and relevant records relating to E-voting shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Extra-ordinary General Meeting and the same will be handed over to the Company Secretary of the Company for safe keeping.
- (i) I submit herewith the Consolidated Scrutinizer's Report on the results of the Remote e-voting based on the reports generated by NSDL, scrutinized and relied upon by me as under:



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Note:

- The percentage of votes cast in favour or against the resolutions are calculated based on the valid votes cast (excluding abstain votes) through E-voting.
- 11 (Elven) shareholders were present at the Meeting.

SPECIAL BUSINESS:

1. Item No. 1 of the Notice (As an Ordinary Resolution)

To Appoint the Statutory Auditor to fill the Casual Vacancy on Resignation of existing Statutory Auditor.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	2415261	2415261	100%	2415261	0	100%	0%
	Poll (not applicable)		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	2415261	2415261	100%	2415261	0	100%	0%
Public-	E-Voting	0	0	0	0	0	0	0
	Poll (not applicable)		0	0	0	0	0	0

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Institutions	applicable)							
	Postal Ballot							
	(not applicable)							
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1792739	461172	25.72%	461172	0	100%	0
	Poll (not applicable)		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		1792739	461172	25.72%	461172	0	100%
Total		4208000	2876433	68.36%	2876433	0	100%	0

The Resolution No. 1 has been passed with requisite majority.

2. Item No. 2 of the Notice (As an Ordinary)

To Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter	E-Voting	2415261	2415261	100%	2415261	0	100%	0%
	Poll (not applicable)		0	0	0	0	0	0

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and Promoter Group	applicable)							
	Postal	Ballot						
	(not applicable)		0	0	0	0	0	0
	Total		2415261	2415261	100%	2415261	0	100% 0%
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll (not applicable)		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting		1792739	461172	25.72%	461172	0	100% 0
	Poll (not applicable)		1792739	0	0	0	0	0
	Postal Ballot (not applicable)		1792739	0	0	0	0	0
	Total		1792739	461172	25.72%	461172	0	100% 0
Total			4208000	2876433	68.36%	2876433	0	100% 0

The Resolution No. 2 has been passed with requisite majority.

3. Item No. 3 of the Notice (As a Special Resolution)

To Approve the Overall Borrowing Limits under Section 180 (1)(C) of the Companies Act, 2013.

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes

Principle Office: 2nd Floor, RM Complex, Opp. Raymond Showroom, Near Railway Station, Rani Bazar, Bikaner-334001, Rajasthan.

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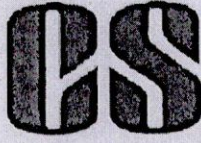
		shares held (1)	votes polled (2)	Polled on outstanding shares (3)=[(2)/(1)] *100	Votes – in favour (4)	Votes – against (5)	in favour on votes polled (6)=[(4)/(2)] *100	against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting	2415261	2415261	100%	2415261	0	100%	0%
	Poll (not applicable)		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	2415261	2415261	100%	2415261	0	100%	0%
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll (not applicable)		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1792739	459572	25.64%	459572	0	100%	0
	Poll (not applicable)		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	1792739	459572	25.64%	459572	0	100%	0
Total		4208000	2874833	68.32%	2874833	0	100%	0

As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, the Special Resolution with regard to Item No. 3 as set out in the Notice of the EGM is passed in favor of the resolution with requisite majority.

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Company Secretaries

4. Item No. 4 of the Notice (As a Special Resolution)

To Approval to make loan and investment exceeding the limits prescribed under Section 186 of the Companies Act, 2013.

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	2415261	2415261	100%	2415261	0	100%	0%
	Poll (not applicable)		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	2415261	2415261	100%	2415261	0	100%	0%
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll (not applicable)		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		459572	25.64%	271714	187858	59.12	40.88
	Poll (not applicable)	1792739	0	0	0	0		0

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PRIYA BINANI & ASSOCIATES

Company Secretaries

	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	1792739	459572	25.64%	271714	187858	59.12	40.88
Total		4208000	2874833	68.32%	2686975	187858	93.47	6.53

As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, the Special Resolution with regard to Item No. 4 as set out in the Notice of the EGM is passed in favor of the resolution with requisite majority.

5. Item No. 5 of the Notice (As a Special Resolution)

To Approval for giving Loan(s) and Guarantee(s) under Section 185 of the Companies, Act, 2013.

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting	2415261	2415261	100%	2415261	0	100%	0%
	Poll (not applicable)		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0

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PRIYA BINANI & ASSOCIATES

Company Secretaries

	Total	2415261	2415261	100%	2415261	0	100%	0%
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll (not applicable)		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		461172	25.72%	273314	187858	59.27	40.73
	Poll (not applicable)	1792739	0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	1792739	461172	25.72%	273314	187858	59.27	40.73
Total		4208000	2876433	68.36%	2688575	187858	93.47	6.53

As the number of votes cast in favor of the resolution were not less than three times the number of the votes cast against, the Special Resolution with regard to Item No. 5 as set out in the Notice of the EGM is passed in favor of the resolution with requisite majority.

All the Five (5) Resolutions mentioned in the Notice of the EGM as per the details above, stand passed by the Shareholders of the Company with requisite majority and hence deemed to have been passed on the date of the EGM, i.e., Friday, April 26, 2024.

I hereby confirm that I have maintained the electronic voting data downloaded and made available by the Service Provider, in respect of the votes cast through remote e-voting and E-voting during the EGM, by the Shareholders of the Company.



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PRIYA BINANI & ASSOCIATES

Company Secretaries

All the relevant records relating to E-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the EGM and the same shall be handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours Faithfully,

For PRIYA BINANI & ASSOCIATES
Company Secretaries

Peer Review No. 3518/2023



Priya Binani
Practicing Company Secretary
Scrutinizer
ACS 57190
COP 24562
UDIN: A057190F000256941

Place: New Delhi
Date: April 27, 2024

Counter signed by

Keshutosh Roy
Company Secretary (On behalf of the Chairman)
Womancart Limited



Principle Office: 2nd Floor, RM Complex, Opp. Raymond Showroom, Near Railway Station, Rani Bazar,
Bikaner-334001, Rajasthan.

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Delhi 110092.