



Arora Shekhar & Company
(Practicing Company Secretaries)

SCRUTINIZER'S REPORT
[Pursuant to Section 110 of the Companies Act, 2013 read with the
Companies (Management and Administration) Rules, 2014]

To,
Company Secretary
Honasa Consumer Limited
Unit No - 404, 4th Floor, City Centre,
Plot No 05, Sector-12, Dwarka, New Delhi - 110 075

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote E-voting and E-voting at the 9th Annual General Meeting ("AGM") of Honasa Consumer Limited ("Company")

I, **Shashi Shekhar**, Proprietor of **M/s Arora Shekhar & Company**, Practicing Company Secretaries, bearing firm registration no. **S2015DE540700** having office at **A-335, First Floor, Shivalik, Malviya Nagar, New Delhi, Delhi-110017** was appointed as the Scrutinizer by the Board of Directors of Company on May 22, 2025 for the purpose of scrutinizing voting process i.e. remote E-voting and E-voting during the AGM (E-voting) in a fair and transparent manner, under the provisions of Section 108 of the Companies Act, 2013 ("Act") and rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and other subsequent circulars issued by Ministry of Corporate Affairs ("MCA Circulars") in this regard latest being 09, 2024 dated September 19, 2024 and the Securities and Exchange Board of India ("SEBI") circular dated October 3, 2024, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in respect of the resolutions transacted at AGM of the Company held on Thursday, September 25, 2025 at 11:00 am (IST) through VC or OAVM.

I submit as under that:

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and rules made thereunder, MCA Circulars, SEBI circular and the SEBI Listing Regulations and other applicable provisions related to E-voting in respect of the resolutions as contained in the AGM notice dated August 12, 2025 ("AGM Notice"), including the dispatch of AGM Notice to the members and also to ensure a secured framework for E-voting.

My responsibility as Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and to submit a Consolidated Scrutinizer's report of the votes cast in 'Favour' or 'Against' of the resolutions contained in the AGM Notice based on the report generated from the E-voting platform provided by Central Depository Services (India) Limited ("CDSL").



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As confirmed by the Company, in compliance with the provisions of MCA Circulars read with SEBI circular, the Company has sent AGM Notice and Annual Report through electronic mode only to those members whose e-mail addresses were registered with the Depository/RTA and whose names were recorded in the Register of Member/Beneficial owners of the Company as on the Friday, August 29, 2025. Further, the Company had also published the requisite advertisement on August 25, 2025, in English language newspaper "Financial Express (all India editions)" and in Hindi language newspaper "Jansatta (Hindi editions)" prior to sending notice to the Shareholders.

As per the provisions of rule 20(4) of the Companies (Management and Administration) Rules, 2014, the Company also released an newspaper advertisement carrying the required information thereto, 21 days before the AGM in English language newspaper "Financial Express (all India editions)" and in Hindi language newspaper "Jansatta (Delhi edition)" on September 2, 2025.

The members of the Company holding shares as on the cut-off date i.e. Thursday, September 18, 2025 were entitled to vote on the resolutions as contained in the AGM Notice.

The voting period for remote E-voting prior to the AGM commenced on Sunday, September 21, 2025 from 9:00 am (IST) and ended on Wednesday, September 24, 2025 at 5:00 pm (IST) and the E-voting module was disabled by CDSL for remote E-voting thereafter.

The Company had also provided E-voting facility during the AGM to those members who were present at the AGM through VC/OAVM and who had not cast their vote(s) earlier through remote E-voting.

Upon conclusion of voting at the AGM, the votes cast by members at the meeting were counted and thereafter votes cast by members through remote E-voting were unblocked in presence of two witnesses i.e., Mr. Rahul Sharma and Ms. Devika Arora, who are not in the employment of the Company. They have signed below in confirmation of the same:

Rahul Sharma

Ms. Devika Arora

I would like to mention that the voting rights of members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, September 18, 2025 and as per the Register of Members of the Company.

Further, I would also like to mention that members who have split their votes into Assent as well as Dissent, if any, in respect of each DP ID/Client ID, while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head Assent.

I now submit my consolidated report as under on the result of the E-voting prior to and during the AGM in respect of the said resolutions.



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ORDINARY BUSINESS

Resolution 1: Adoption of audited standalone financial statements for financial year 2024-25, along with the reports of Board and Auditors thereon

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-voting at AGM	Total	
Assent	23,43,32,123	1,74,334	23,45,06,457	100
Dissent	424	0	424	0
Total	23,43,32,547	1,74,334	23,45,06,881	100

Therefore, the above-mentioned resolution has been approved with requisite majority.

Resolution 2: Adoption of audited consolidated financial statements for financial year 2024-25, along with the report of Auditors thereon

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-voting at AGM	Total	
Assent	23,43,31,397	1,74,334	23,45,05,731	100
Dissent	1,150	0	1,150	0
Total	23,43,32,547	1,74,334	23,45,06,881	100

Therefore, the above-mentioned resolution has been approved with requisite majority.

Resolution 3: Appointment of Director in place of Mr. Ishaan Mittal (DIN: 07948671), who retires by rotation and being eligible, offers himself for re-appointment

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-voting at AGM	Total	
Assent	26,02,07,148	1,74,334	26,03,81,482	99.82
Dissent	4,70,891	0	4,70,891	0.18
Total	26,06,78,039	1,74,334	26,08,52,373	100

Therefore, the above-mentioned resolution has been approved with requisite majority.

SPECIAL BUSINESS

Resolution 4: Re-appointment of Mr. Vivek Gambhir (DIN: 06527810) as an Independent Director for a further term of 5 Years with effect from March 24, 2026



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Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-voting at AGM	Total	
Assent	25,81,91,951	1,74,334	25,83,66,285	99.05
Dissent	24,86,088	0	24,86,088	0.95
Total	26,06,78,039	1,74,334	26,08,52,373	100

Therefore, the above-mentioned resolution has been approved with requisite majority.

Resolution 5: Appointment of Arora Shekhar and Company, Practicing Company Secretaries as Secretarial Auditor for a term of five years from the financial year 2025-26 to financial year 2029-30

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-voting at AGM	Total	
Assent	26,06,77,499	1,74,334	26,08,51,833	100
Dissent	540	0	540	0
Total	26,06,78,039	1,74,334	26,08,52,373	100

Therefore, the above-mentioned resolution has been approved with requisite majority.

All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting of the Company and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking You,
For Arora Shekhar and Company

Countersigned by:



CS Shashi Shekhar
Proprietor
Membership Number: F12475
Certificate of Practice: 14145
UDIN: F012475G001337029
Peer Review Certificate No.: 3159/2023
Place : New Delhi
Date : 25-09-2025


Gaurav Pandit
Company Secretary & Compliance Officer
Honasa Consumer Limited
FCS No.: F13667
Place : Gurugram
Date : 25-09-2025