

WOMANCART LIMITED

CIN: U74999DL2018PLC336138

Regd. Office: HOUSE NO. 57, 3RD FLOOR, BLOCK F-14,
MODEL TOWN-II, New Delhi-110009

E-mail: secretarial@womancart.in

Website: www.womancart.in

NOTICE OF [3]/2024-25 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the [3]/2024-25 Extra-Ordinary General Meeting (“**EGM**”) of the Members of Womancart Limited will be held on **Wednesday, the 29th January, 2025** at 11.00 A.M, to transact the following businesses. The venue of the EGM shall be at the Registered Office of the Company at House No. 57, 3rd Floor, Block F-14, Model Town-II, New Delhi-110009.

SPECIAL BUSINESSES:

Item No. 1

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

“**RESOLVED THAT** pursuant to and in terms of the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (hereinafter referred to as “**the Act**”), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, from time to time, to the extent applicable (“**ICDR Regulations**” or “**SEBI ICDR Regulations**”) (each including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and any other rules/regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, BSE Limited (“**Stock Exchange**”) where the equity shares of the Company are listed, and/ or any other statutory/regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“**Listing Regulations**”) and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis up to maximum of 7,79,600 (Seven Lakhs Seventy Nine Thousand Six Hundred Only) equity shares of the company of the face value of Rs. 10/- (Rupees Ten Only) each (“**Equity Shares**”) at an price of Rs. 312/- (Rupees Three Hundred Twelve Only), which includes a premium of Rs. 302/- per equity share (**hereinafter referred to as the “Issue Price”**)”, calculated in compliance with the applicable provisions of Chapter V of SEBI ICDR Regulations, 2018 or such other higher prices if any, determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, 2018, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the following “Proposed Allottees” on preferential basis as detailed herein below:

Sr. No	Name of Proposed Allottee	Maximum Number of Equity Shares proposed to be allotted	Category
1	Sreyas Gowtham R	16,800	Non-Promoter
2	Sushma Manjunath	13,600	Non-Promoter
3	K Prem Kumar	13,600	Non-Promoter
4	Vistrit Bhatia	16,800	Non-Promoter
5	Kumar Chanakya	4,000	Non-Promoter
6	Satish Kumar Shahi	3,200	Non-Promoter
7	Sony Kumari Sharma	4,000	Non-Promoter
8	Vikas Modi and Sons HUF	8,000	Non-Promoter
9	Vishwajit Singh	5,600	Non-Promoter
10	Shikha Agarwal	8,000	Non-Promoter
11	Naresh Kumar	8,400	Non-Promoter
12	Lalit Narang	8,400	Non-Promoter
13	Shreya Yadav	50,000	Non-Promoter
14	Gaurav Jain	28,000	Non-Promoter
15	Inderjeet Singh Chawla	28,000	Non-Promoter
16	Abhishek Gupta	1,200	Non-Promoter
17	Raunak A Lahoti	25,200	Non-Promoter
18	Ronak Anubhai Vora HUF	8,000	Non-Promoter
19	Sumit Bajaj	1,200	Non-Promoter
20	Sanjay Mendiratta	2,400	Non-Promoter
21	Geeta Mendirata	800	Non-Promoter
22	Sumistha Chopra	1,200	Non-Promoter
23	Soniya Bansal	1,200	Non-Promoter
24	Radhika Narang	1,600	Non-Promoter
25	Tarak Vinaykumar Vora	8,000	Non-Promoter
26	Nishant Mehta	1,200	Non-Promoter
27	Akash Goel	800	Non-Promoter
28	Rekha Goel	800	Non-Promoter

29	Radha Raman Seth	3,600	Non-Promoter
30	Krishan Seth	3,600	Non-Promoter
31	Rudra Ventures	5,200	Non-Promoter
32	Madhu Sudan HUF	6000	Promoter
33	Varun Seth	3600	Non-Promoter
34	Generational Capital Breakout Fund 1	3,64,400	Non-Promoter (AIF)
35	Anamika Fashion wears And Exports Private Limited	66,400	Non-Promoter
36	Imran Ahmad khan	16,800	Non-Promoter
37	Mohd Wakeel	4,000	Non-Promoter
38	Vardharajula Venkata Ramaiah	8,400	Non-Promoter
39	Kamal Mohammed Kabis Khan	8,400	Non-Promoter
40	Rizwan Anwar	4,000	Non-Promoter
41	Rubina Bee	2,000	Non-Promoter
42	Dilnawaz Ali	8,400	Non-Promoter
43	Sonia Bajaj	2,000	Non-Promoter
44	Sheetal Diwan	2,800	Non-Promoter
	TOTAL	7,79,600	

RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned Preferential Issue of equity shares is **Monday, 30th December, 2024**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed, i.e., Wednesday, **29th January, 2025**.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- a) That the said equity shares shall be issued and allotted by the company to the proposed allottees within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of delay of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval;
- b) The equity shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari- passu in all respects including dividend, with the existing equity shares of the Company;
- c) The equity shares allotted shall be subject to a lock-in for such period as specified under relevant regulations of Chapter V of ICDR Regulations relating to Preferential Issues.
- d) Each Proposed Allottee shall be required to bring in 100% of the consideration for the proposed issuance of equity shares on or before the date of allotment thereof.

e) The consideration for allotment of the relevant issuance of equity shares shall be paid to the Company from the bank account of each Proposed Allottee, respectively.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to make an offer to the Proposed Allottees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/document as prescribed under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of ICDR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of equity shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to applicable SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size/issue price of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents including approval of Form PAS-4 on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Item No. 2

2. ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS.

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 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

Regulations, 2018, as amended from time to time (“ICDR Regulations” or “SEBI ICDR Regulations”); and any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 1,64,400 (One Lakhs Sixty Four Thousand Four Hundred Only) Convertible Warrants (“**Warrants**”) of Rs. 10/- each fully paid up in cash, entitling the proposed allottees/ warrant holder to exercise option to convert and get allotted one equity share of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the explanatory statement annexed to the notice at a price of Rs. 312/- (Rupees Three Hundred Twelve Only) (including premium of Rs. 302/- each) (**hereinafter referred to as the “Warrant Issue Price”**) or such other higher prices if any, determined in accordance with the applicable provisions of Chapter V of SEBI ICDR Regulations, 2018, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the person belonging to the Promoter and Non-Promoters entities (hereinafter referred to as the “Proposed Allottees”) as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder, to the “Proposed Allottees” as detailed herein below:

Sr. No	Name of Proposed Allottee	Maximum Number of Convertible Warrants proposed to be allotted	Category
1	Madhu Sudan HUF	128400	Promoter
2	Kumar Chanakya	10,000	Non-Promoter
3	Satish Kumar Shahi	6,000	Non-Promoter
4	Sony Kumari Sharma	6,000	Non-Promoter
5	Vikas Modi and Sons HUF	8,000	Non-Promoter
6	Vishwajit Singh	6,000	Non-Promoter
	TOTAL	1,64,400	

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) The “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned Preferential Issue of Warrants is **Monday, 30th December, 2024**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e. Wednesday, **29th January, 2025**.

b) Amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into equity shares would be 75% of the total consideration.

c) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

d) The equity shares allotted on conversion of the warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.

f) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants and upon exercise of the option by Proposed Allottees, the company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Proposed Allottees.

g) In case the Warrant holder does not apply for the conversion of the outstanding warrants into equity shares of the company within 18 (eighteen) months from the date of allotment of the said warrants, then the amount paid on each of the said outstanding warrants shall be forfeited and all the rights attached to the said warrants shall lapse automatically.

h) The said warrants by itself, until exercise of conversion option into equity shares allotted, does not give to the warrant holder any rights with respect to that of the shareholders of the company.

i) The warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

j) The issue of the warrants as well as equity shares arising from the exercise of the warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof from time to time.

k) Upon exercise of the option by the allottee to convert the warrants into the equity shares within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

l) The Warrants and the equity shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under SEBI ICDR Regulations.

m) The Company shall procure the listing and trading approvals for the equity shares to be issued and allotted to the warrant holders upon exercise of the warrants from the relevant stock exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said warrants and that equity shares shall be subject to the provisions of the Articles of Association of the company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing equity shares of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the warrants and/ or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to make an offer to the Proposed Allottees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/document as prescribed under the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Warrants/Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Warrants/Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**By Order of the Board of Directors of
Womancart Limited
Sd/-
Madhu Sudan Pahwa
Managing Director
DIN: 07661541**

Date: 01st January, 2025

Place: Delhi

CIN: U74999DL2018PLC336138

Regd. Office: HOUSE NO. 57, 3rd Floor, Block F-14,
Model Town, Landmark Near Mcdonalds, New Delhi- 110009

E-mail: secretarial@womancart.in

Website: www.womancart.in

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED, STAMPED, SIGNED AND MUST BE SENT TO THE COMPANY SO AS TO REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy Form is enclosed.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd January, 2025 to 29th January, 2025 (both days inclusive).
4. Corporate Members/institutional investors intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution/ authorization letter authorizing their representatives to attend and vote on their behalf at the Extra-Ordinary General Meeting (EGM).
5. All documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday, up to the date of EGM between 11:00 a.m. and 5:00 p.m.
6. In case of joint holders attending the EGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the meeting.
7. Members/Proxies attending the meeting are requested to bring the Attendance Slips (duly completed) in the meeting.
8. The Notice of the Extra-Ordinary General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the 5 permitted mode. Members may note that this Notice will also be available on the Company's website viz. www.womancart.com., website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and website of the NSDL at www.evoting.nsdl.com. Members holding shares in demat mode, who have not registered/updated their email addresses are requested to register/update their email addresses with their respective Depository Participant ("DP") and members holding shares in physical mode are requested to register/update their email addresses with the Company's RTA, Maashitla Securities Private Limited at rta@maashitla.com or can intimate the same to the Company.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. as per the instructions given below:
- a. For shares held in electronic form: to their Depository Participants (“DPs”) in the prescribed Form provided by the DP.
 - b. For shares held in physical form: to the Registrar and Share Transfer Agent (RTA) of the Company at Maashitla Securities Private Limited, 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi-110034, or to the Company at HOUSE NO. 57, 3RD FLOOR, BLOCK F-14, MODEL TOWN, LANDMARK NEAR MCDONALDS, New Delhi-110009
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, & ISR -5, as the case may be, the format of which is available on the Company’s website at www.womancart.com.
11. Members of the Company may kindly note that the shares of the Company are traded on Emerge platform of National Stock Exchange of India Limited (NSE) compulsorily in demat mode. Hence, the Members who are still holding physical Share Certificates are advised that it is in their own interest to dematerialize their shareholding to avail benefits of dematerialization viz. easy liquidity, electronic transfer, savings in stamp duty and prevention of forgery etc.
12. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a members desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The form can be downloaded from the Company’s website at www.womancart.com. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA in case the shares are held in physical form.
13. The route map showing directions to reach the venue of the EGM is annexed.
- 14. Voting through electronic means:**
- a) In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide remote e-voting facility to the members of the Company to exercise their right to vote by electronic means in respect of the resolutions to be passed at the Extra-Ordinary General Meeting.
 - b) The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the EGM (“remote e-voting”) will be provided by the National Securities Depository Services Limited (“NSDL”). The e-voting facility will be available at the link www.evoting.nsdl.com.

- c) The remote e-voting period begins on 26th January, 2025 at 9.00 a.m. and ends on 28th January, 2025 at 5.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialized form as on 22nd January, 2025, being the cut-off date (record date) may cast their vote electronically. The 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.
 - d) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on 22nd January, 2025 (the "Cut-off Date") only shall be entitled to vote through remote e-voting and at the venue of EGM.
 - e) At the venue of EGM, voting shall be done through ballot papers and the members attending EGM who have not cast their vote by remote e-voting shall be entitled to cast their vote through Ballot papers.
 - f) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again in the meeting.
 - g) The Notice of the Extra-Ordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-voting process along with printed attendance slips and proxy forms can be downloaded from the link www.womancart.com or www.evotingindia.com
 - h) A person who is not a member of the company as on the cut-off date should treat this Notice for the information purposes only.
 - i) Members holding multiple folios/demat accounts may choose the voting process separately for each folio/demat account.
 - j) The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date.
 - k) A member can opt only one mode of voting i.e. either in person or through proxy at the meeting or through remote e voting.
15. The Board of Directors of the Company has appointed Ms. Priya Binani, Company Secretary in Practice (Membership No. A57190), Proprietor of M/s Priya Binani & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the entire voting process for in a fair and transparent manner.
16. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the meeting and the results shall be declared by the Chairman.
17. The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchange i.e National Stock Exchange of India Limited, where the shares of the Company are listed. The Results shall also be simultaneously be placed on the website of the Company at www.womancart.in and on the website of Registrar Maashitla Securities Private Limited Limited at www.maashitla.com, immediately after the declaration of result by the Chairman.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER: -

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **26th January, 2025 at 9:00 AM IST and ends on 28th January, 2025 at 5:00 PM IST**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22nd January, 2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. 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 Wednesday, **22nd January, 2025**.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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

A) Login method for e-Voting and joining virtual meeting 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:

Particulars	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 user 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 or joining virtual meeting & voting during the meeting. 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. 5. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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 and the EVEN for EGM is 129443

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 129443 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

- 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. Open the .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.co.in 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

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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 through e-mail at pcspriyabinani@gmail.com, with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President, NSDL at evoting@nsdl.co.in.

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 resolutions 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 rta@maashitla.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 rta@maashitla.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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.
5. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at pgindustry93@gmail.com. The same will be replied by the company suitably.

**By Order of the Board of Directors of
Womancart Limited
Sd/-
Madhu Sudan Pahwa
Managing Director
DIN: 07661541**

Date: 01st January, 2025
Place: Delhi

CIN: U74999DL2018PLC336138
Regd. Office: HOUSE NO. 57, 3rd Floor, Block F-14,
Model Town, Landmark Near Mcdonalds, New Delhi- 110009
E-mail: secretarial@womancart.in
Website: www.womancart.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS OF SPECIAL BUSINESSES AS SET OUT IN ITEM NO. 1 AND 2.

ITEM NO. 1 & 2:

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares and warrants convertible in to equity shares ("**Warrants**") to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:

1. The allotment of the equity shares and convertible warrants is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.
2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

(i) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors in its meeting held on 1st January, 2025, had approved the issue of equity shares and convertible warrants and accordingly proposes to issue and allot in aggregate up-to maximum of 7,79,600 (Seven Lakhs Seventy Nine Thousand Six Hundred Only) equity shares and 1,64,400 (One Lakhs Sixty Four Thousand Four Hundred Only) number of convertible warrants at a price of Rs. 312/- (Rupees Three Hundred Twelve Only) each, to the entities belonging to the Promoter and Non-Promoter, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws.

(ii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The amount proposed to be raised by way of present preferential allotment shall be utilized as under:

Sr. No.	Particulars	Amount (In Rs.)
1	Towards meeting Working Capital requirement	16,19,90,400
2	Towards Development of Warehouse	4,41,79,200
3	Towards Development of New Stores	4,41,79,200
4	Towards Marketing and Technology Expenditure	4,41,79,200
TOTAL		29,45,28,000

(iii) Maximum number of specified securities to be issued:

The resolutions set out in this notice authorize the Board to issue up to maximum of 7,79,600 (Seven Lakhs Seventy Nine Thousand Six Hundred Only) equity shares and 1,64,400 (One Lakhs Sixty Four Thousand Four Hundred Only) number of convertible warrants convertible in to equivalent number of equity shares at a price of Rs. 312/- including premium of Rs. 302/-.

(iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, Relevant Date for determining the minimum issue price for the Preferential Allotment of the Equity Shares and Convertible Warrants is **Monday, 30th December, 2024**, being the date 30 days prior to the date on which the resolution is deemed to be passed.

(v) Basis on which the Price has been arrived

In terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, the shares of the company are listed on National Stock Exchange of India Limited ("**NSE EMERGE**") for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018 read with Regulation 166A(1) of SEBI ICDR Regulations. As per Regulation 164(1), if the shares are frequently traded, the price is required to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a) the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.
- b) the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.

"Stock Exchange" for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date.

"Frequently traded shares" means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number of total shares of such class of the issuer company shall represent the total number of shares.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. Articles of Association of the Company provides for determination of fair value of shares and Fair Value per share as calculated by valuer does not results in a floor price higher than that determined under SEBI ICDR Regulations. A Report in terms of Articles of Association of the Company has been taken from Independent Registered Valuer Mr. Subodh Kumar having IBBI Registration No. IBBI/RV/05/2019/11705 with respect to fair value of shares, which comes to Rs. 292.15/- and is made available and published on the website of the Company i.e. www.womancart.in

Equity Shares of the Company are listed on National Stock Exchange of India Limited (“**NSE EMERGE**”) and are most frequently traded at NSE Emerge in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at NSE Emerge at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date. A Certificate regarding arriving at Minimum Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended, has been taken from Ms. Priya Binani, Company Secretary in Practice (ACS No. 57190 and COP 24562, confirming the minimum issue price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 and the minimum issue price has been computed as Rs. 311.64 per equity shares and the report shall be made available and published on the websites of the company i.e. www.womancart.in.

Further a Certificate from Independent Registered Valuer Mr. Sanjeet Kumar Sharma having IBBI Registration No. IBBI/RV/02/2020/13091, has been taken with respect to fair value of shares in terms of Regulation 166A (1) of SEBI (ICDR) Regulations, 2018 as amended, which comes to Rs. 261.02 per share and the report shall be made available and published on the websites of the company i.e. www.womancart.in.

The Allotment of Equity Shares/Warrants shall be subject to the following.

- The allotment of equity shares/warrants are subject to the proposed Investor(s) not having sold any equity shares of the company during the 90 trading days preceding the Relevant Date.
- The Company, its Promoters and Directors and Proposed allottees are not declared as wilful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the equity shares and warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees*.

(vi) Amount which the Company intends to raise by way of such equity shares and convertible warrants.

Up to a maximum of Rs. 29,45,28,000/- (Rupees Twenty Nine Crore Forty Five Lakhs and Twenty Eight Thousand Only)

(vii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment

Promoter are interested in subscribing to the convertible warrants. However, none of the Directors and Key Managerial Personnel have shown their intention to subscribe to the present preferential allotment of equity shares and warrants.

(viii) Time frame within which the Preferential Allotment shall be completed

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares and convertible warrants shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity shares and convertible warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

(ix) Principal terms of assets charged as securities

Not applicable.

(x) Shareholding pattern of the Company before and after the Preferential Allotment of warrants on fully diluted basis is given as under.

Sr. No.	Category	Pre -Issue		Post Issue	
		No. of Shares Held	% of shareholding	No. of Shares held post allotment of equity shares and conversion of warrants including warrants outstanding for conversion	Percentage of Shareholding on Fully Diluted Capital#
A	Promoter's holding:				
1	Indian				
	Individuals/ HUF	2415261	48.79	4004061	47.04
	TOTAL	2415261	48.79	4004061	47.04
	Bodies Corporate	0	0	0	0
	Trust	0	0	0	0
2	Foreign Promoters	0	0	0	0
	Sub Total (A)	2415261	48.79	4004061	47.04
B	Non-Promoters' holding:				
1	Institutional Investors				
	Mutual Funds	0	0	0	0
	Venture Capital Funds	0	0	0	0
	Alternate Investment Funds	2400	0.05	366800	4.31
	Foreign Venture Capital Investors	0	0	0	0
	Foreign Portfolio Investors	0	0	0	0

	Financial Institutions/Banks	0	0	0	0
	Insurance Companies	0	0	0	0
	Provident Funds/Pension Funds	0	0	0	0
	Any Other (Specify)	0	0	0	0
	Trust	0	0	0	0
2	Central Government/State Government(s)/ President of India	0	0	0	0
3	Non-Institution Investors	0	0	0	0
	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0	0
	Relatives of promoters (other than `immediate relatives of promoters disclosed under `Promoter and Promoter Group' category)	0	0	0	0
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	793632	16.03	793632	9.32
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	1200507	24.26	2664307	31.30
	NBFCs Registered with RBI	0	0	0	0
	Employee Trusts	0	0	0	0
	Any Other	58800	1.19	64000	0.75
	Non- Resident Indians	70000	1.41	120000	1.41
	HUF	0	0	24000	0.28
	Bodies Corporate	409600	8.27	476000	5.59
	Clearing Member	0	0	0	0
	Trust	0	0	0	0
	Sub Total (B)	2534939	51.21	4508739	52.96
	TOTAL (A+B)	4950200	100.00	8512800	100.00

C.	Employee Stock Grant Scheme	0	0	0	0
	(ESGS) Grant Outstanding				
	Sub Total (C)	0	0	0	0
	GRAND TOTAL (A+B+C)	4950200	100.00	8512800	100.00

Notes:

- # The above mentioned Fully Diluted Capital shareholding and percentage of the Company has been calculated on the basis of assuming full subscription of equity shares and full conversion of warrants to be allotted under the present issue and 2618600 warrants outstanding, pending for conversion allotted to the promoters and non-promoters through previous preferential allotment.
- The pre-preferential shareholding pattern is prepared on the basis of 27th December, 2024.

(xi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any

The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares that may be allotted.

S. No.	Name of the Proposed Allottee	Natural persons who are the ultimate beneficial owners ¹	Pre-Issue Shareholding ²		No. of equity shares to be allotted including No. of equity shares to be allotted post exercise of Warrants	Fully Diluted Capital Shareholding ³	
			No. of equity shares	% age		No. of equity shares	% age ⁴
1	Sreyas Gowtham R	NA	Nil	NA	16,800	16,800	0.20
2	Sushma Manjunath	NA	Nil	NA	13,600	13,600	0.16
3	K Prem Kumar	NA	Nil	NA	13,600	13,600	0.16
4	Vistrit Bhatia	NA	Nil	NA	16,800	16,800	0.20
5	Kumar Chanakya	NA	Nil	NA	14000	14000	0.16
6	Satish Kumar Shahi	NA	Nil	NA	9200	9200	0.11
7	Sony Kumari Sharma	NA	Nil	NA	10000	10000	0.12

8	Vikas Modi and Sons HUF	Vikas Modi	Nil	NA	16000	16000	0.20
9	Vishwajit Singh	NA	Nil	NA	11600	11600	0.14
10	Shikha Agarwal	NA	Nil	NA	8000	8000	0.10
11	Naresh Kumar	NA	Nil	NA	8,400	8,400	0.10
12	Lalit Narang	NA	Nil	NA	8,400	8,400	0.10
13	Shreya Yadav	NA	Nil	NA	50,000	50,000	0.59
14	Gaurav Jain	NA	Nil	NA	28,000	28,000	0.33
15	Inderjeet Singh Chawla	NA	Nil	NA	28,000	28,000	0.33
16	Abhishek Gupta	NA	Nil	NA	1,200	1,200	0.01
17	Raunak A Lahoti	NA	Nil	NA	25,200	25,200	0.30
18	Ronak Anubhai Vora HUF	Ronak Anubhai Vora	Nil	NA	8,000	8,000	0.10
19	Sumit Bajaj	NA	Nil	NA	1,200	1,200	0.01
20	Sanjay Mendiratta	NA	Nil	NA	2,400	2,400	0.02
21	Geeta Mendirata	NA	Nil	NA	800	800	0.01
22	Sumistha Chopra	NA	Nil	NA	1,200	1,200	0.01
23	Soniya Bansal	NA	Nil	NA	1,200	1,200	0.01
24	Radhika Narang	NA	Nil	NA	1,600	1,600	0.02
25	Tarak Vinay kumar Vora	NA	Nil	NA	8,000	8,000	0.10
26	Nishant Mehta	NA	Nil	NA	1,200	1,200	0.01
27	Akash Goel	NA	Nil	NA	800	800	0.01
28	Rekha Goel	NA	Nil	NA	800	800	0.01
29	Radha Raman Seth	NA	Nil	NA	3,600	3,600	0.04
30	Krishan Seth	NA	Nil	NA	3,600	3,600	0.04
31	Rudra Ventures	1.Deepak Raghani 2. Chandni Raghani	Nil	NA	5200	5200	0.06
32	Madhu Sudan HUF	Madhu Sudan Pahwa	Nil	NA	134400	134400	1.58
33	Varun Seth	NA	Nil	NA	3600	3600	0.04
34	Generational Capital Breakout Fund 1	Satwik Jain	2400	0.05	364400	366800	4.31
35	Anamika Fashionwears And Exports Private Limited	1.Vishesh Khanna 2.Anamika Khanna 3.Viraj Khanna	Nil	NA	66400	66400	0.78
36	Imran Ahmad khan	NA	Nil	NA	16800	16800	0.20

37	Mohd Wakeel	NA	Nil	NA	4000	4000	0.05
38	Vardharajula Venkata Ramaiah	NA	Nil	NA	8400	8400	0.10
39	Kamal Mohammed Kabis Khan	NA	Nil	NA	8400	8400	0.10
40	Rizwan Anwar	NA	Nil	NA	4000	4000	0.05
41	Rubina Bee	NA	Nil	NA	2000	2000	0.02
42	Dilnawaz Ali	NA	Nil	NA	8400	8400	0.10
43	Sonia Bajaj	NA	Nil	NA	2000	2000	0.02
44	Sheetal Diwan	NA	Nil	NA	2800	2800	0.03

Note:

1. The details of natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares that may be allotted.
2. Pre issue shareholding is as on 27th December, 2024.
3. # The above mentioned Fully Diluted Capital shareholding and percentage of the Company has been calculated on basis of assuming full subscription of equity shares and full conversion of warrants to be allotted under the present issue and 2618600 warrants outstanding, pending for conversion allotted to the promoters and non-promoters through previous preferential allotment.
4. There shall not be any change in control consequent to the present preferential issue of equity shares and convertible warrants.

(xii) Lock-in Period

The equity shares to be issued and allotted and equity shares to be issued and allotted pursuant to conversion of warrants on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

(xiii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

This is not applicable in the present case since the Company, being a listed Company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

(xiv) The Current and proposed Status of the allottee (s) post the preferential issues are as under:

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
1	Sreyas Gowtham R	Not holding share of company	Non-Promoter
2	Sushma Manjunath	Not holding share of company	Non-Promoter
3	K Prem Kumar	Not holding share of company	Non-Promoter

4	Vistrit Bhatia	Not holding share of company	Non-Promoter
5	Kumar Chanakya	Not holding share of company	Non-Promoter
6	Satish Kumar Shahi	Not holding share of company	Non-Promoter
7	Sony Kumari Sharma	Not holding share of company	Non-Promoter
8	Vikas Modi and Sons HUF	Not holding share of company	Non-Promoter
9	Vishwajit Singh	Not holding share of company	Non-Promoter
10	Shikha Agarwal	Not holding share of company	Non-Promoter
11	Naresh Kumar	Not holding share of company	Non-Promoter
12	Lalit Narang	Not holding share of company	Non-Promoter
13	Shreya Yadav	Not holding share of company	Non-Promoter
14	Gaurav Jain	Not holding share of company	Non-Promoter
15	Inderjeet Singh Chawla	Not holding share of company	Non-Promoter
16	Abhishek Gupta	Not holding share of company	Non-Promoter
17	Raunak A Lahoti	Not holding share of company	Non-Promoter
18	Ronak Anubhai Vora HUF	Not holding share of company	Non-Promoter
19	Sumit Bajaj	Not holding share of company	Non-Promoter
20	Sanjay Mendiratta	Not holding share of company	Non-Promoter
21	Geeta Mendirata	Not holding share of company	Non-Promoter
22	Sumistha Chopra	Not holding share of company	Non-Promoter
23	Soniya Bansal	Not holding share of company	Non-Promoter
24	Radhika Narang	Not holding share of company	Non-Promoter
25	Tarak Vinaykumar Vora	Not holding share of company	Non-Promoter
26	Nishant Mehta	Not holding share of company	Non-Promoter
27	Akash Goel	Not holding share of company	Non-Promoter
28	Rekha Goel	Not holding share of company	Non-Promoter
29	Radha Raman Seth	Not holding share of company	Non-Promoter
30	Krishan Seth	Not holding share of company	Non-Promoter

31	Rudra Ventures	Not holding share of company	Non-Promoter
32	Madhu Sudan HUF	Not holding share of company	Promoter Group
33	Varun Seth	Not holding share of company	Non-Promoter
34	Generational Capital Breakout Fund 1	Non-Promoter	Non-Promoter
35	Anamika Fashionwears And Exports Private Limited	Not holding share of company	Non-Promoter
36	Imran Ahmad khan	Not holding share of company	Non-Promoter
37	Mohd Wakeel	Not holding share of company	Non-Promoter
38	Vardharajula Venkata Ramaiah	Not holding share of company	Non-Promoter
39	Kamal Mohammed Kabis Khan	Not holding share of company	Non-Promoter
40	Rizwan Anwar	Not holding share of company	Non-Promoter
41	Rubina Bee	Not holding share of company	Non-Promoter
42	Dilnawaz Ali	Not holding share of company	Non-Promoter
43	Sonia Bajaj	Not holding share of company	Non-Promoter
44	Sheetal Diwan	Not holding share of company	Non-Promoter

(xv) Undertakings

- a) None of the Company, its Promoters and Directors is declared as wilful defaulter and fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- b) The Company is eligible to make the Preferential Allotment to its Promoter and Non-Promoter under Chapter V of the SEBI (ICDR) Regulations.
- c) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(2) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares and Warrants shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- e) The equity shares held by the proposed allottees if any in the company are in dematerialized form only.

- f) The allotment of equity shares/warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- g) Due to above preferential allotment of the equity shares/warrants, no change in management control is contemplated.
- h) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- i) **Report of Independent Registered Valuer:** As the said Preferential Issue is not being made for consideration other than cash, valuation report from Independent Valuer is not required for the said Preferential Issue.

(xvi) Practicing Company Secretary's Certificate

The Certificate from Ms. Priya Binani, Company Secretary in Practice (Membership No. 57190, certifying that the Preferential Allotment is being made in accordance with the requirements of Regulation 163 (2) of Chapter V of the SEBI (ICDR) Regulations, has been obtained and the same shall be available for inspection at our website at www.pgil.com

(xvii) Approval under the Companies Act:

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the warrants to entities belonging to the Promoter Group and Non-Promoter Group, is being sought by way of a "Special Resolution" as set out in the said Item No. 1 and 2 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

None of the Directors except Mr. Madhu Sudan Pahwa and None of the KMPs except those mentioned above are concerned or interested financially or otherwise in this resolution.

**By Order of the Board of Directors of
Womancart Limited
Sd/-
Madhu Sudan Pahwa
Managing Director
DIN: 07661541**

Date: 01st January, 2025

Place: Delhi

CIN: U74999DL2018PLC336138

Regd. Office: HOUSE NO. 57, 3rd Floor, Block F-14,

Model Town, Landmark Near Mcdonalds, New Delhi- 110009

E-mail: secretarial@womancart.in

Website: www.womancart.in

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)

Registered Address

E-mail Id:

Folio No /Client ID:

DP ID:

Name :

E-mail Id:

Address:

Signature , or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 03rd Extra Ordinary General Meeting of the company, to be held at F-14/57, 3rd Floor Model Town-II, New Delhi- 110009 on Wednesday 29th January 2025 at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1	Issue of Equity Shares on preferential basis		
2	Issue Of Warrants, Convertible Into Equity Shares On Preferential Basis		

***Applicable for investors holding shares in Electronic form.**

Signed this___ day of__2025

*Affix
Revenue
Stamps*

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder Across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

ATTENDANCE SLIP

(Full name of the members attending: _____
(In block capitals)

Ledger Folio No./Client ID No. No. _____ of shares held:

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

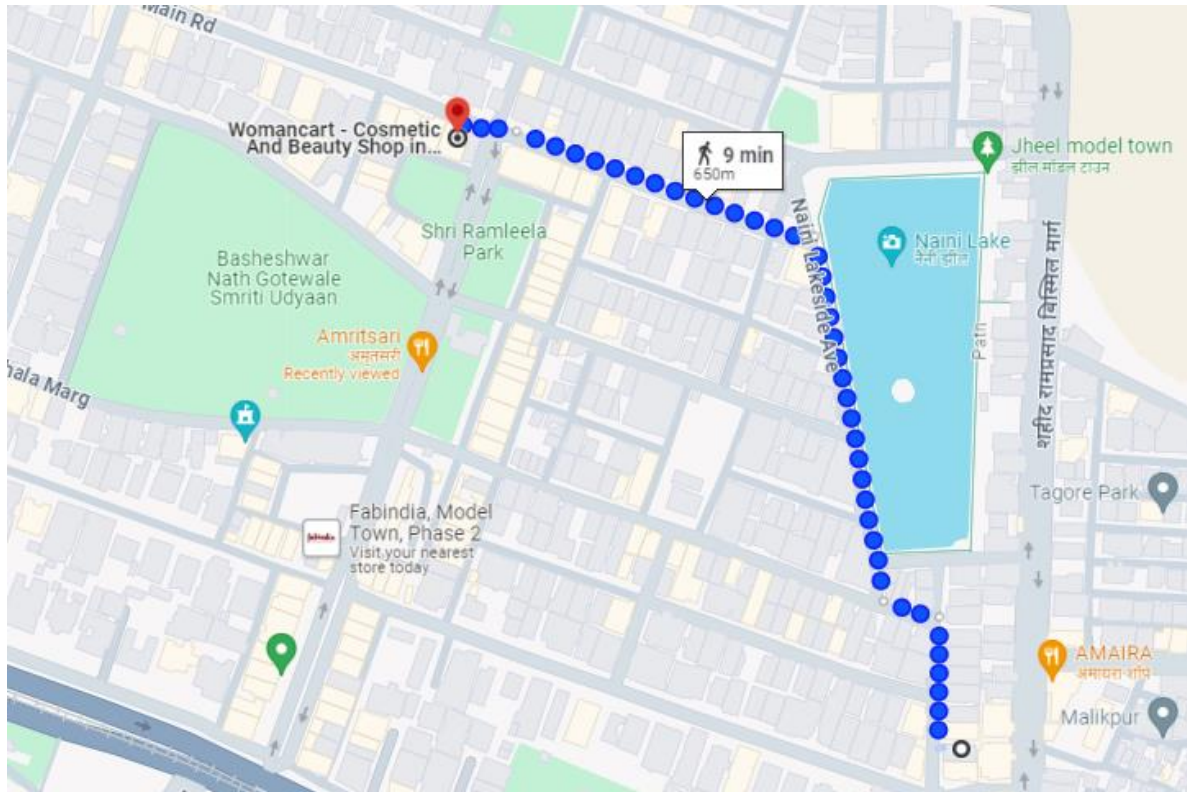
I hereby record my presence at the 03rd Extra Ordinary General Meeting of the WOMANCART LIMITED AT F-14/57, 3RD Floor, on Wednesday 29th January 2025 at 11:00 A.M.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Notice to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

ROUTE MAP



F-14/57, 3rd Floor, Model Town-II, New Delhi-110009