



PRIYA BINANI & ASSOCIATES

Company Secretaries

Annexure IV

To,

The Manager
Listing Compliance,
National Stock Exchange of India Limited, Exchange
Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E) Mumbai-400051.

Dear Sir,

Sub: Application for “In-principle approval” for issue and allotment of 26,18,600 (Twenty Six Lakhs Eighteen Thousand Six Hundred Only) Convertible Warrants into Equity Shares and 7,42,200 (Seven Lakhs Forty Two Thousand Two Hundred Only) equity shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, Priya Binani & Associates, Practicing Company Secretary, have verified the relevant records and documents of Womancart Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/have sold any equity shares of the Company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) The proposed allottees that do not hold any equity shares of the issuer Company for a period starting from the relevant date till the date of preferential allotment and therefore the requirement of lock-in of pre preferential shareholding is not applicable.

Allottees of Warrants

No.	Name of Allottee that do not hold Shares of Issue	Category	PAN No.
1.	MM Gupta HUF	Non-Promoter	AAHHM0298R
2.	Yogesh Goel HUF	Non-Promoter	AABHY0960Q
3.	Ruchi Mittal	Non-Promoter	AGTPA2285Q
4.	Sunny Raheja	Non-Promoter	AKAPR7709R

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

Corporate Office; - Office No. G-1, S-521 & S-522, School Block Shakarpur, Near Laxmi Nagar Metro Station, Delhi 110092.



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5.	Deepika Garg	Non-Promoter	AGYPG5556F
6.	Deepak Tayal	Non-Promoter	AHJPT2221J
7.	Pragnesh Manikantbhai Joshi	Non-Promoter	ADYPI6270A
8.	Preeti Bhauka	Non-Promoter	AJUPB0490J
9	Ritu Bansal	Non-Promoter	AVZPB8052F
10.	Anubha Dusad	Non-Promoter	AHWPN5094N
11.	Anshul Aggarwal	Non-Promoter	AFUPA3575P
12.	Shammi Khanna	Non-Promoter	AHRPK3142L
13.	WCA Services Pvt Ltd	Non-Promoter	AACCW3829L
14.	Manish Grover	Non-Promoter	AEMPG5409B
15.	Dinesh Gupta	Non-Promoter	AENPD7523A
16.	Ritu Gupta	Non-Promoter	AGUPG8555G
17.	Rohit Patni	Non-Promoter	ARJPP3338A
18.	Leena Mehta	Non-Promoter	CAFPM1859J
19.	Ayush Tandon	Non-Promoter	AAEPT6539P
20.	Kusum Raheja	Non-Promoter	AFJPR0792J
21.	Pankaj Pasi	Non-Promoter	DEYPP6131J

Allottees of Equity Shares

S. No.	Name of Allottee that do not hold Shares of Issue	Category	PAN No.
1.	Neeraj Diwan	Non-Promoter	AFXPD9330C
2.	Harsha Adlakha	Non-Promoter	BVYPA9280N
3.	Kiran Adlakha	Non-Promoter	BPVPA0090M
4.	Shyam Batra	Non-Promoter	AIIPB1182C
5.	Madhu Sudan Innovations Pvt Ltd	Non-Promoter	AANCM5125A

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6.	Nitin Jain	Non-Promoter	ADWPJ9790P
7.	Vinod Wadhwa	Non-Promoter	AAAPW4748D
8.	Anjana Wadhwa	Non-Promoter	AAIPW1318B
9.	Rahul Wadhwa	Non-Promoter	AABPW0437A
10.	Snigdha Wadhwa	Non-Promoter	AAQPW4514M
11.	Sunny Raheja	Non-Promoter	AKAPR7709R
12.	Deepika Garg	Non-Promoter	AGYPG5556F
13.	Ritesh Kumar Gupta HUF	Non-Promoter	AAOHR9381P
14.	Anjali Gupta	Non-Promoter	ACTPG1743P
15.	Ajay Midha HUF	Non-Promoter	AAOHA1667F
16.	Shyam Sunder Sharma (HUF)	Non-Promoter	ABAHS9446M
17.	Shripal Aggarwal	Non-Promoter	AEEPA1356F
18.	Sandeep Bansal	Non-Promoter	AACPB7067Q
19.	Anubha Dusad	Non-Promoter	AHWPN5094N
20.	WCA Services Pvt Ltd	Non-Promoter	AACCW3829L
21.	Manish Grover	Non-Promoter	AEMPG5409B
22.	Rohit Patni	Non-Promoter	ARJPP3338A
23.	Leena Mehta	Non-Promoter	CAFPM1859J
24.	Ayush Tandon	Non-Promoter	AAEPT6539P
25.	Kusum Raheja	Non-Promoter	AFJPR0792J
26.	Gaurav Kapoor	Non-Promoter	AHLPK0957E
27.	Vikas Verma HUF	Non-Promoter	AAMHV8550L
28.	Kapish Jain	Non-Promoter	ALVPJ9402H
29.	Namita Khanna	Non-Promoter	AHIPA8611J
30.	Anshul Aggarwal HUF	Non-Promoter	AAQHA3574F

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31.	Anusha Wadhwa	Non-Promoter	AHMPW7040H
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c) The pre-preferential shareholding of each of proposed allottee(s) are in dematerialized form and has been locked-in, in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from Saturday, October 14, 2023, till Nov 04, 2024 (i.e. during lock-in period). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID *	Client ID	Pre-preferential holding		Lock-in details		Pledged with	Pledge end date
			Shares	%	From	To		
Veena Pahwa	IN303997	10034259	19,69,618	46.81%	October 14, 2023	Nov 04, 2026	-	-
Madhu Sudan	IN303997	10034283	2,65,643	6.31%	October 14, 2023	Nov 04 2024	-	-
Purna Pahwa	IN303997	10034275	93,000	2.21%	October 14, 2023	Nov 04, 2024		
Parth Pahwa	IN303997	10034267	87,000	2.07%	October 14, 2023	Nov 04, 2024	-	-
Oregano Life Pvt Ltd	IN303997	10088976	24,000	0.57%	June 01, 2024	Nov 15, 2024	-	-
Bhargav Thakur	IN303997	47530460	1,600	0.04%	June 01, 2024	Nov 15, 2024	-	-
Kinchit Sunilkumar Mehta	IN303997	07271761	1,600	0.04%	June 04, 2024	Nov 15, 2024	-	-

(*) client id/ folio no in case allottee hold the securities in physical form.

Note: The entire pre-preferential shareholding of the promoters is already under lock-in in terms of Pre-IPO allotment of shares to the promoters. We have mentioned the dates of lock-in above. Please also find attached the depository certificates certifying above mentioned lock-in periods. Please also find attached the depository certificates certifying above mentioned lock-in periods of the proposed allottees other than promoters and promoter group. The transaction statements of the proposed allottees above, other than promoter and promoter group, for a period of 90 days prior to the relevant date and up until the date their shares have been locked in have also been attached, to confirm that they haven't sold any shares of the issuer within the relevant period.

d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.

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e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.

f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.

g) The total allotment in the present preferential issue i.e 33,51,80,800 Equity Shares (after full conversion of warrants) is more than 5% of the post issue fully diluted share capital of the issuer. Also, although the allotment to an individual allottee or allottees acting in concert in the present preferential issue, does not result in change in control, there is an allotment of more than 5% of the post issue fully diluted share capital of the issuer to an individual allottee or allottee acting in concert.

For PRIYA BINANI & ASSOCIATES
Company Secretaries

Priya Binani
ACS: 57190
COP: 24562
Peer Review Certificate No.: 3518/2023
UDIN: A057190F000528221

Place: Delhi
Date: 04.06.2024

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

Corporate Office; - Office No. G-1, S-521 & S-522, School Block Shakarpur, Near Laxmi Nagar Metro Station, Delhi 110092.



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Annexure V

To,

The Manager
Listing
Compliance
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra
(E) Mumbai – 400 051.

Dear Sir,

Sub: Application for “In-principle approval” for issue and allotment of 26,18,600 (Twenty Six Lakhs Eighteen Thousand Six Hundred Only) Convertible Warrants into Equity Shares and 7,42,200 (Seven Lakhs Forty Two Thousand Two Hundred Only) equity shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

1. We, Priya Binani & Associates, Practicing Company Secretary, hereby certify that the minimum issue price for the proposed preferential issue of Womancart Limited, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at ₹ 127.17/-. (Enclosed in **Annexure-A**).
2. The relevant date for the purpose of said minimum issue price was Wednesday, May 08, 2024.
3. The workings for arriving at such minimum issue price or valuation report from Independent Registered Valuer have been attached herewith.
4. The highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date on NSE Limited.

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5. We hereby certify that the Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

For **PRIYA BINANI & ASSOCIATES**
Company Secretaries

Priya Binani
ACS: 57190
COP: 24562
Peer Review Certificate No.: 3518/2023
UDIN: A057190F000528254

Place: Delhi
Date: 04.06.2024

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

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Annexure-A

A. Volume Weighted Average Price (VWAP) for a period of 90 trading days of the equity shares of Womancart Limited quoted on NSE Limited during the last 90 trading days preceding the Relevant date i.e. May 08, 2024.

Volume Weighted Average Price = Sum of Total Value ÷ Total Volume

$$127.17 = 9,40,06,480.00 \div 7,39,200$$

Date	VOLUME	VALUE
07-May-24	32,000	44,14,160.00
06-May-24	1,600	2,18,480.00
03-May-24	41,600	54,10,080.00
02-May-24	19,200	23,78,560.00
30-Apr-24	6,400	7,54,240.00
29-Apr-24	14,400	16,85,440.00
26-Apr-24	24,000	29,14,400.00
25-Apr-24	30,400	37,06,960.00
24-Apr-24	14,400	17,52,880.00
23-Apr-24	14,400	18,29,600.00
22-Apr-24	30,400	40,40,160.00
19-Apr-24	11,200	14,11,360.00
18-Apr-24	3,200	3,86,720.00
16-Apr-24	-	-
15-Apr-24	20,800	24,68,080.00
12-Apr-24	20,800	24,72,640.00
10-Apr-24	1,600	2,00,000.00
09-Apr-24	-	-
08-Apr-24	1,600	2,00,000.00
05-Apr-24	4,800	6,26,720.00
04-Apr-24	-	-
03-Apr-24	1,600	2,01,600.00
02-Apr-24	-	-
01-Apr-24	-	-
28-Mar-24	11,200	13,87,520.00
27-Mar-24	4,800	5,82,000.00
26-Mar-24	4,800	5,43,200.00
22-Mar-24	6,400	6,95,200.00
21-Mar-24	6,400	6,94,640.00
20-Mar-24	6,400	6,86,160.00

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19-Mar-24	1,600	1,76,000.00
18-Mar-24	9,600	10,76,640.00
15-Mar-24	25,600	27,79,600.00
14-Mar-24	12,800	14,19,840.00
13-Mar-24	14,400	15,72,720.00
12-Mar-24	4,800	5,42,800.00
11-Mar-24	11,200	13,28,960.00
07-Mar-24	4,800	5,96,640.00
06-Mar-24	1,600	2,08,240.00
05-Mar-24	1,600	2,19,200.00
04-Mar-24	9,600	13,19,120.00
02-Mar-24	1,600	2,10,560.00
01-Mar-24	14,400	18,06,880.00
29-Feb-24	-	-
28-Feb-24	3,200	4,22,400.00
27-Feb-24	1,600	2,22,160.00
26-Feb-24	-	-
23-Feb-24	-	-
22-Feb-24	3,200	4,67,680.00
21-Feb-24	4,800	7,34,080.00
20-Feb-24	4,800	7,21,600.00
19-Feb-24	6,400	9,31,120.00
16-Feb-24	6,400	8,89,440.00
15-Feb-24	9,600	13,20,000.00
14-Feb-24	-	-
13-Feb-24	22,400	30,90,400.00
12-Feb-24	4,800	6,36,720.00
09-Feb-24	4,800	6,06,480.00
08-Feb-24	8,000	9,62,800.00
07-Feb-24	19,200	21,85,440.00
06-Feb-24	11,200	13,48,480.00
05-Feb-24	16,000	20,04,560.00
02-Feb-24	4,800	6,48,400.00
01-Feb-24	-	-
31-Jan-24	1,600	2,10,000.00
30-Jan-24	8,000	9,95,280.00
29-Jan-24	8,000	10,36,960.00
25-Jan-24	-	-
24-Jan-24	3,200	4,25,680.00
23-Jan-24	1,600	2,16,000.00
20-Jan-24	3,200	4,52,400.00
19-Jan-24	14,400	19,43,760.00

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18-Jan-24	8,000	10,97,360.00
17-Jan-24	1,600	2,25,280.00
16-Jan-24	17,600	24,54,080.00
15-Jan-24	11,200	15,13,360.00
12-Jan-24	-	-
11-Jan-24	1,600	2,25,600.00
10-Jan-24	-	-
09-Jan-24	6,400	9,03,360.00
08-Jan-24	9,600	14,18,080.00
05-Jan-24	9,600	13,68,880.00
04-Jan-24	3,200	4,33,760.00
03-Jan-24	-	-
02-Jan-24	-	-
01-Jan-24	4,800	6,61,040.00
29-Dec-23	19,200	25,10,880.00
28-Dec-23	17,600	24,24,000.00
27-Dec-23	8,000	11,58,560.00
26-Dec-23	1,600	2,22,400.00
Total	7,39,200	9,40,06,480.00
'90 Trading Days' Volume Weighted Average Price Preceding Relevant Date i.e. May 08, 2024		127.17

Note: '-' implies that no trading of the stock of Womancart Limited took place on that date.

B. Volume Weighted Average Price (VWAP) for a period of 10 trading days of the equity shares of Womancart Limited quoted on NSE Limited during the last 10 trading days preceding the relevant date.

Volume Weighted Average Price = Sum of Total Value ÷ Total Volume

$$126.33 = 2,50,64,800.00 \div 1,98,400$$

Date	VOLUME	VALUE
07-May-24	32,000	44,14,160.00
06-May-24	1,600	2,18,480.00
03-May-24	41,600	54,10,080.00
02-May-24	19,200	23,78,560.00
30-Apr-24	6,400	7,54,240.00
29-Apr-24	14,400	16,85,440.00

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26-Apr-24	24,000	29,14,400.00
25-Apr-24	30,400	37,06,960.00
24-Apr-24	14,400	17,52,880.00
23-Apr-24	14,400	18,29,600.00
Total	1,98,400	2,50,64,800.00
10 Trading Days' Volume Weighted Average Price Preceding Relevant Date i.e. May 08, 2024		126.33

I. Volume Weighted Average Price (VWAP) for a period of 90 trading days of the equity shares of Womancart Limited quoted on NSE Limited during the last 90 trading days preceding the relevant date.	127.17
II. Volume Weighted Average Price (VWAP) for a period of 10 trading days of the equity shares of Womancart Limited quoted on NSE Limited during the last 10 trading days preceding the relevant date.	126.33
Applicable Minimum Price (Higher of I or II)	127.17

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