

Annexure 1  
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																		NA			
Whether the listed entity has a Regular Chairperson																		Yes			
Whether Chairperson is related to MD or CEO																		Yes			
Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 20(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 20(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status												
1	Mrs	Pelquri Nayar	00002633	Executive Director/Chairperson related to Promoter/CEO-MD	No	-	-	-	Active	NA	-	24-04-2012	-	-	-	2	1	1	0		
2	Ms	Adwaita Nayar	07931382	Executive Director	No	-	-	-	Active	NA	-	22-01-2018	-	-	-	1	0	1	0		
3	Mr	Anchit Nayar	08351358	Executive Director	No	-	-	-	Active	NA	-	13-08-2019	-	-	-	1	0	2	0		
4	Mr	Sanjay Nayar	00002615	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	09-04-2021	-	-	-	1	0	0	0		
5	Mr	Milan Khakhar	00394065	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	28-09-2015	-	-	-	2	0	2	0		
6	Mrs	Anita Ramachandran	00118188	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	12-10-2015	15-07-2021	-	23.17	6	6	9	2		
7	Mrs	Alpana Parida	06796621	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	12-10-2015	15-07-2021	-	23.17	3	3	5	2		
8	Mr	Milind Sarwate	00109854	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	15-07-2021	15-07-2021	-	23.17	6	6	10	5		
9	Mr	Seshashayee Sridhara	09247044	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	26-07-2021	20-07-2021	-	23.06	1	1	1	0		Mr. Seshashayee Sridhara is a Foreign Director and hence does not have a Permanent Account Number (PAN).
10	Mr	Pradeep Parameswaran	07206780	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	15-07-2021	15-07-2021	-	23.17	1	1	0	0		

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory								-
Audit Committee Details								
Whether the Audit Committee has a Regular Chairperson				Yes				
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks	
1	00109854	Milind Sarwate	Non-Executive - Independent Director	Chairperson	26-07-2021	-	-	
2	00118188	Anita Ramachandran	Non-Executive - Independent Director	Member	04-06-2019	-	-	
3	06796621	Alpana Parida	Non-Executive - Independent Director	Member	06-02-2019	-	-	
4	00394065	Milan Khakhar	Non-Executive - Non Independent Director	Member	26-07-2021	-	-	
5	08351358	Anchit Nayar	Executive Director	Member	05-11-2020	-	-	
6	07206780	Pradeep Parameswaran	Non-Executive - Independent Director	Member	30-07-2021	-	-	

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00118188	Anita Ramachandran	Non-Executive - Independent Director	Chairperson	21-09-2016	-	-
2	06796621	Alpana Parida	Non-Executive - Independent Director	Member	30-07-2021	-	-
3	00394065	Milan Khakhar	Non-Executive - Non Independent Director	Member	21-09-2016	-	-
4	07206780	Pradeep Parameswaran	Non-Executive - Independent Director	Member	01-11-2022	-	-

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	06796621	Alpana Parida	Non-Executive - Independent Director	Chairperson	09-07-2021	-	-
2	08351358	Anchit Nayar	Executive Director	Member	09-07-2021	-	-
3	07931382	Adwaita Nayar	Executive Director	Member	09-07-2021	-	-

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00002615	Sanjay Nayar	Non-Executive - Non Independent Director	Chairperson	09-07-2021	-	-
2	07206780	Pradeep Parameswaran	Non-Executive - Independent Director	Member	30-07-2021	-	-
3	99999999	Rajesh Uppalapati	Chief Technology Officer	Member	12-12-2022	-	Mr. Rajesh Uppalapati is the Chief Technology Officer and not a Director of the Company. He is a Non-Director member of the Risk Management Committee. Hence, DIN is not provided.

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00118188	Anita Ramachandran	Non-Executive - Independent Director	Chairperson	04-03-2021	-	-
2	07931382	Adwaita Nayar	Executive Director	Member	04-03-2021	-	-
3	00002615	Sanjay Nayar	Non-Executive - Non Independent Director	Member	09-07-2021	-	-

## Corporate Governance

fsm-e-commerce-ventures-ltd

Scrip Code :543384

Quarter Ending : Jun-2023

## Annexure 1

## III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory					-		
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	23-01-2023	-	-	Yes	10.00	8	3
2	13-02-2023	20	-	Yes	10.00	10	5
3	27-03-2023	41	-	Yes	10.00	10	5
4	24-05-2023	57	-	Yes	10.00	9	4

## Annexure 1

## IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory							-			
Sr	Name of Committee	EnterDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	23 Jan 2023	-	-	-	Yes	6	5	3	0
2	Audit Committee	13 Feb 2023	20	-	-	Yes	6	6	4	0
3	Audit Committee	17 Mar 2023	31	-	-	Yes	6	6	4	0
4	Audit Committee	24 May 2023	67	-	-	Yes	6	6	4	0
5	Audit Committee	15 Jun 2023	21	-	-	Yes	6	6	4	0
6	Nomination and remuneration committee	23 Jan 2023	-	-	-	Yes	4	4	3	0
7	Nomination and remuneration committee	07 Feb 2023	14	-	-	Yes	4	2	2	0
8	Nomination and remuneration committee	13 Feb 2023	5	-	-	Yes	4	3	2	0
9	Nomination and remuneration committee	27 Apr 2023	72	-	-	Yes	4	4	3	0
10	Nomination and remuneration committee	02 May 2023	4	-	-	Yes	4	4	3	0
11	Stakeholders Relationship Committee	27 Apr 2023	-	-	-	Yes	3	2	1	0
12	Risk Management Committee	30 Mar 2023	-	-	-	Yes	2	2	1	1
13	Corporate Social Responsibility Committee	07 Feb 2023	-	-	-	Yes	3	3	1	0
14	Corporate Social Responsibility Committee	18 May 2023	99	-	-	Yes	3	3	1	0

Corporate Governance

fsn-e-commerce-ventures-ltd

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Quarter Ending : Jun-2023

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

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Annexure I

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit committee</b>	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>b. Nomination and remuneration committee</b>	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I

Sr	Subject	Compliance status
1.	Name of signatory	Sujeet Jain
2.	Designation	Company Secretary and Compliance Officer

Annexure II  
Website Affirmations

Sr. No.

Item

Compliance status

Details of non-compliance

Web address

Disclosure of notes on website in terms of Listing Regulations explanatory

- ▶ Annual Affirmation
- ▶ Affirmation

## Corporate Governance

fsn-e-commerce-ventures-ltd	
Scrip Code :543384	Quarter Ending : Jun-2023

## Annexure 2

## II. Annual Affirmation

Sr	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
	Any other information to be provided			-

No Data Available

## Annexure II

<b>Name of signatory</b>	Sujeet Jain
<b>Designation</b>	Company Secretary and Compliance Officer

## Corporate Governance

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## Annexure II

## III. Affirmation

Sr.	Particulars	Compliance status (Yes/No/NA)
	Any other information to be provided	-

No Data Available

## Annexure II

1.	Name of signatory	Sujeet Jain
2.	Designation	Company Secretary and Compliance Officer



## Annexure III

## III. Affirmations

Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
no record found				

Any other information to be provided

1	Name of signatory	Sujeet Jain
2	Designation	Company Secretary and Compliance Officer

Annexure IV  
Additional Half Yearly Disclosure

## I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure
Reason for Non Applicability

## (A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
no record found		

## (B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
no record found			

## (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
no record found			

## (D) Additional Information

Affirmations	Compliance Status
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All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name

-

Designation

-

Place

-

Date

-

## Signatory Details:

Name of signatory	Sujeet Jain
Designation of person	Company Secretary and Compliance Officer
Place	-
Date	-