

NOTICE

NYKAA

FSN E-COMMERCE VENTURES LIMITED

(Formerly "FSN E-Commerce Ventures Private Limited")

CIN: L52600MH2012PLC230136

Registered Office: 104 Vasan Udyog Bhavan, Sun Mill Compound, Tulsi Pipe Road,
Lower Parel, Mumbai – 400013

Email: nykaacompanysecretary@nykaa.com; **Website:** www.nykaa.com; **Phone No.:** +912266149696

Dear Member,

NOTICE is hereby given that the 10th (Tenth) Annual General Meeting of the Members of FSN E-Commerce Ventures Limited will be held on Wednesday, August 10, 2022 at 05:00 p.m. (IST) through Video Conferencing / Other Audio-Visual Means organised by the Company, to transact the following business:

ORDINARY BUSINESS:

(1) To consider and adopt the:

- (A) Standalone audited financial statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon as circulated to the members be and are hereby considered and adopted.”

- (B) Consolidated audited financial statements of the Company for the financial year ended March 31, 2022 together with the Report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon as circulated to the members be and are hereby considered and adopted.”

- (2) To appoint a Director in place of Mr. Anchit Nayar (DIN: 08351358) who retires by rotation and being eligible offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anchit Nayar (DIN: 08351358), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

- (3) To appoint a Director in place of Mr. Sanjay Nayar (DIN: 00002615) who retires by rotation and being eligible offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjay Nayar (DIN: 00002615), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

By order of the Board of Directors of
FSN E-Commerce Ventures Limited

Rajendra Punde
Head Legal, Company Secretary &
Compliance Officer
Membership No.: A9785

Registered Office:

104, Vasan Udyog Bhavan,
Tulsi Pipe Road,
Sun Mill Compound, Lower Parel,
Mumbai, Maharashtra- 400013

Mumbai, July 12, 2022

NOTES:

- (1) The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 2/2022 dated May 05, 2022 read with General Circular Nos. 21/2021 dated December 14, 2021, 02/2021 dated January 13, 2021, 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 08, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- (2) In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
- (3) As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by a Member is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- (4) However, Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a certified true copy of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutiniser at csl1p108@gmail.com with a copy marked to evoting@nsdl.co.in.
- (5) **Re-appointment of Directors:**
- (a) Mr. Anchit Nayar, Executive Director of the Company is interested in the Ordinary Resolution set out at Item No. 2 of the Notice, with regard to his re-appointment. Ms. Falguni Nayar, Executive Chairperson, Managing Director and Chief Executive Officer, Ms. Adwaita Nayar, Executive Director and Mr. Sanjay Nayar, Non – Executive Director, being related to Mr. Anchit Nayar, may be deemed to be interested in the resolution as set out at Item No. 2 of the Notice, to the extent of their equity shareholding interest, if any, in the Company.
- Mr. Sanjay Nayar, Non-Executive Director is interested in the Ordinary Resolution set out at Item No. 3 of the Notice, with regard to his

re-appointment. Ms. Falguni Nayar, Executive Chairperson, Managing Director and Chief Executive Officer, Ms. Adwaita Nayar, Executive Director and Mr. Anchit Nayar, Executive Director, being related to Mr. Sanjay Nayar may be deemed to be interested in the resolution as set out at Item No. 3 of the Notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except stated above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Business set out under Item Nos. 2 to 3 of the Notice.

- (b) Information required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the applicable provisions of Secretarial Standard-2, in respect of the Directors seeking appointment / re-appointment, is provided at the end of this Notice as **Annexure – A**.
- (6) The following additional information, although not related to any resolutions placed before the Annual General meeting, is being given voluntarily by way of a good governance practice.

Members would recall that M/s. V. C. Shah & Co., Chartered Accountants, Firm Registration Number: 109818W (“V. C. Shah & Co.”) were re-appointed on September 30, 2020, as the Statutory Auditors of the Company to hold the office from the conclusion of 8th (Eighth) Annual General Meeting until the conclusion of 13th (Thirteenth) Annual General Meeting to be held for FY 2024-25.

Further, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Firm Registration Number: 101049W/E300004 (“S. R. Batliboi & Associates LLP”) were appointed on September 29, 2021, as the Statutory Auditors of the Company to hold the office from the conclusion of 9th (Ninth) Annual General Meeting until the conclusion of 14th (Fourteenth) Annual General Meeting to be held for FY 2025-26.

The Company, thus, had two Statutory Auditors, as Joint Auditors for the Financial Year ended on March 31, 2022.

M/s. V. C. Shah & Co., vide letter dated June 28, 2022, have “expressed their desire to discontinue as the Joint Statutory Auditors of the Company since the statutory audits of material subsidiaries will be carried out by the other auditor”.

The Audit Committee at its Meeting held on June 28, 2022, considered the resignation given by M/s. V. C. Shah & Co. and noted the reasons stated in the said resignation letter. The Audit Committee noted that

the M/s. V. C. Shah & Co. have not raised any concern or issue. The Audit Committee also placed on record its appreciation of M/s. V. C. Shah & Co. for their valuable contribution to the Company with quality audit processes and standards of auditing. The Board of Directors of the Company has vide its resolution dated July 12, 2022 confirmed the decisions of the Audit Committee and taken on record the resignation of M/s. V. C. Shah & Co., as the Statutory Auditors of the Company.

M/s. V. C. Shah & Co. will however issue their limited review report on the financial statements of the Company (Standalone and Consolidated) for quarter ended June 30, 2022 in compliance with Para 6(A) (ii) of SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

With effect from the financial statements of the Company (Standalone and Consolidated) for quarter ended September 30, 2022, M/s. S. R. Batliboi & Associates LLP, will act as the sole Statutory Auditors of the Company till the expiry of their term i.e., conclusion of 14th (Fourteenth) Annual General Meeting to be held for FY 2025-26.

Given below for reference are the details of the Statutory Auditors of the Company and its subsidiaries, after considering the changes as indicated above, effective from the financial statements of the Company (Standalone and Consolidated) for quarter ending September 30, 2022:

Name of the Entity	Status of the entity for the quarter ending on September 30, 2022	Statutory Auditors
FSN E-Commerce Ventures Limited	Holding Company	M/s. S. R. Batliboi & Associates LLP, Chartered Accountants
Nykaa E-Retail Private Limited	Material Subsidiary	
FSN Brands Marketing Private Limited	Material Subsidiary	M/s. V. C. Shah & Co., Chartered Accountants
Nykaa Fashion Private Limited	Non-material Subsidiary	
Nykaa-KK Beauty Private Limited	Non-material Subsidiary	
FSN International Private Limited	Non-material Subsidiary	
FSN Distribution Private Limited	Non-material Subsidiary	
Dot & Key Wellness Private Limited	Non-material Subsidiary	

(7) Electronic dispatch of Annual Report and process for registration of email ID for obtaining copy of Annual Report:

- (a) In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 (collectively referred to as “Circulars”), notice of the AGM along with the Annual Report for the financial year 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company and/or with Depository Participants (DPs). In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2021-22 and Notice of the 10th AGM of the Company, he/she may send a request to the Company by writing at nykaacompanysecretary@nykaa.com or Link Intime India Private Limited (“Link Intime”) at rnt.helpdesk@linkintime.co.in.

Members may note that the Notice and the Annual Report for the financial year 2021-22 will also be available on the Company’s website at www.nykaa.com, websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com and on the website of Registrar and Transfer Agent (“RTA”) i.e. Link Intime at <https://linkintime.co.in/>.

- (b) Process for registration of email ID for obtaining Notice of the AGM along with the Annual Report:

Those persons who are Members of the Company as on Cut-off date for dispatch of AGM Notice along with the Annual Report i.e., July 08, 2022 and who have not yet registered their e-mail with the Depository Participants (“DPs”) (if shares held in electronic form)/ Company (if shares held in physical form) are requested to get their e-mail addresses registered to receive the Notice of the AGM along with the Annual Report for the financial year 2021-22 by completing the process as under:

Members holding share(s) in physical mode: by registering e-mail address with Link Intime. Click the link in their website www.linkintime.co.in at the Investor Services tab, choose the E-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to Link Intime at rnt.helpdesk@linkintime.co.in

Members holding share(s) in electronic mode: by registering / updating their e-mail ID in respect of demat holdings with the respective DPs by following the procedure prescribed by the DPs for receiving all communications from the Company electronically.

(8) Documents open for inspection:

- (a) All the documents referred to in the accompanying Notice shall be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e., August 10, 2022. Members seeking to inspect such documents can send an email to nykaacompanysecretary@nykaa.com.
- (b) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the Certificate from M/s. S.N. Ananthasubramanian & Co., Company Secretaries, Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the members during the AGM.

(9) Instructions for Members for remote e-voting and e-voting during the AGM:

- (a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations (as amended) and the applicable MCA Circulars, the Company is pleased to provide a facility to the Members to cast their votes using an electronic voting system from any place before the meeting (“remote e-voting”) and during the meeting in respect of the resolutions proposed in this Notice.
- (b) In order to increase the efficiency of the voting process and in terms with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, demat account holders are being provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would now be able to cast their vote without having to register again with the e-voting service providers, thereby facilitating seamless authentication and convenience of participating in the e-voting process.
- (c) NSDL will be providing facility for voting through remote e-voting. The remote e-voting period commences on August 05, 2022 from 09:00 a.m. IST and ends on August 09,

2022 at 05:00 p.m. IST. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The Members who have casted their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

- (d) The Members, whose names appear in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date i.e., August 03, 2022, are entitled to vote on the Resolutions set forth in this Notice. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e., August 03, 2022. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

In case of joint holders, 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 AGM.

- (e) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e., August 03, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30.
- (f) In case of Individual Shareholders holding securities in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as of the cut-off date may follow steps mentioned below in Note 10 under “Login method for e-voting and joining virtual AGM for individual shareholders holding securities in demat mode”.

(10) Procedure for remote e-voting and e-voting during the AGM:

The detailed process and manner for accessing and participating in the 10th AGM through VC/OAVM

facility and voting through electronic means including remote e-voting are explained herein below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

(A) Login method for e-voting and joining virtual AGM for individual shareholders holding securities in demat mode is given below:

(i) Individual Shareholders holding securities in demat mode with NSDL

(a) Users registered for NSDL IDeAS facility:

- (1) Open web browser by typing the following URL: <https://eservices.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.
- (2) A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page.
- (3) Click on options available against Company name or e-voting service provider – NSDL and you will be redirected to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

(b) Users not registered for IDeAS e-Services:

Option to register is available at <https://eservices.nsd.com>. Select 'Register Online for IDeAS' Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

(c) Visit the e-voting website of NSDL:

- (1) After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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.
- (2) A new screen will open. Enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be

redirected to NSDL e-voting website wherein you can see e-voting page.

- (3) Click on options available against Company name or e-voting service provider – 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.

- (d) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

(ii) Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ["CDSL"]

(a) Users who have opted for Easi/Easiest:

NSDL Mobile App is available on



- (1) Shareholders can login through their User id and Password. Option will be made available to reach e-voting website without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

- (2) After successful login of Easi/Easiest the user will be also able to see the e-voting Menu.

- (b) Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

(c) Visit the e-voting website of NSDL:

- (1) account number and PAN at <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered mobile number and e-mail id as recorded in their demat account.

- (2) After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.

(iii) Securities held in demat mode login through DPs

- (1) You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.
- (2) Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-voting feature.
- (3) Click on options available against Company name or ESP – NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use *Forgot User ID and Forgot Password* option available at respective websites.

For Technical Assistance

Members facing any technical issues related to login may reach out the respective depositories helpdesk by sending a request on the e-mail id’s or contact on the phone nos. provided below:

Login type Helpdesk details	Login type Helpdesk details
Securities held with NSDL Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 1800-1020-990 and 1800-224-430.	Securities held with CDSL Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free nos.: 022- 23058738 or 022-23058542-43.

(B) Login method for e-voting and joining virtual meeting for shareholders other than individual:

How to login 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 phone.
- (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.
- (4) Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-Services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e., cast your vote electronically.
- (5) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL/ 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 120459 then your User ID is 120459001***

- (6) Your password details 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 by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (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 in your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account or folio no. for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) In case you have not registered your email address with the Company/ Depositories, please follow instructions mentioned below in this Notice.
- (7) 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?'
- (b) (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 no., PAN, name and registered address.
- (d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- (8) After entering your password, click on agree to 'Terms and Conditions' by selecting on the check box.
- (9) Now, you will have to click on 'Login' button.
- (10) After you click on the 'Login' button, home page of e-voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

(A) How to cast your vote electronically and join AGM on NSDL e-voting system?

- (i) 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.
- (ii) 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'.
- (iii) Now you are ready for e-voting as the voting page opens.
- (iv) 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.
- (v) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

(B) Process for those Shareholders whose e-mail 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:

- (a) Members whose shares are held in physical form are requested to 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 e-mail to evoting@nsdl.co.in.
- (b) Members whose shares are held in demat mode are requested to 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 evoting@nsdl.co.in. 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.

- (c) In terms of SEBI circular dated December 09, 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 DPs. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

(C) The instructions for members for e-voting on the day of the AGM are as under:

- (a) The procedure for e-voting on the day of the AGM is same as mentioned above for remote e-voting.
- (b) Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- (c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (d) 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, Assistant Vice-President, NSDL at evoting@nsdl.co.in.

(11) Procedure for joining the 10th AGM through VC/OAVM:

- (a) The Company has engaged the services of NSDL e-voting system as the authorized agency for conducting of the AGM through VC/OAVM and providing e-voting facility during the AGM.
- (b) Members may note that the VC/OAVM facility, allows participation of at least 1,000 members on a first-come-first-served basis and shall open 30 minutes before the time scheduled for the AGM. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first-serve basis.

- (c) Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

- (d) Members joining the AGM from their mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- (e) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may attend the AGM by following the steps mentioned above for access to NSDL e-voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General Meeting” menu against the Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN (120459) of Company will be displayed.

- (f) Members who do not have the User ID and Password for remote e-voting and e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

- (g) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- (h) Members who need assistance before or during the AGM, 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 can:

- Send a request at evoting@nsdl.co.in or use toll free no.: 1800 1020 990 or 1800 224 430; or
- Contact Mr. Amit Vishal, Assistant Vice-President, NSDL at the designated e-mail ID: evoting@nsdl.co.in; or
- Contact Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated e-mail ID: evoting@nsdl.co.in

(12) Procedure to raise questions/seek clarifications with respect to Annual Report at the ensuing 10th AGM:

- (a) Members are encouraged to express their views/send their queries in advance mentioning

their name, DP ID and Client ID/folio no., email ID, mobile no. at nykaacompanysecretary@nykaa.com. Questions/queries received by the Company till 05:00 p.m. (IST) on August 06, 2022 shall only be considered and responded during the AGM.

- (b) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker, by following the steps mentioned at note no. 10 “Step 1: Access to NSDL e-voting system” till 05:00 p.m. (IST) on August 06, 2022. After successful login, members will be able to register themselves as a Speaker Shareholder by clicking on the link available against the EVEN (120459) of the Company.
- (c) The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions, as appropriate for smooth conduct of the AGM. All shareholders attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.

(13) The recorded transcript of the AGM will be hosted on the website of the Company post the AGM.

(14) Declaration of voting results:

- (a) The Board of Directors have appointed Mr. Sachin Sharma (Membership No. 46900/CP. No. 20423), Designated Partner, M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Company Secretaries, Mumbai or failing him Mr. Dinesh Trivedi (Membership No. 23841/CP. No. 22407), Designated Partner, M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Company Secretaries, Mumbai as the Scrutinizer to scrutinize the remote e-voting and e-voting at AGM process in a fair and transparent manner. They have communicated their willingness to be appointed and will be available for the said purpose.
- (b) The Scrutinizer will submit the results to Executive Chairperson, Managing Director and CEO of the Company or any person

authorized by her after completion of the scrutiny of the e-voting, and the results will be announced not later than 48 (forty-eight) hours of the conclusion of the AGM. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM.

- (c) The voting results along with the Scrutiniser’s Report will be displayed at the Registered Office of the Company, communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and additionally be uploaded on the Company’s website: www.nykaa.com and on the website of NSDL: <https://www.evoting.nsdl.com/>.

Others:

- (15) As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s RTA, Link Intime for assistance in this regard.
- (16) 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 dematerialised form only while processing certain prescribed service requests. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company’s website at <https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/investor-service-request/investor-service-request.pdf> and on the website of Link Intime at <https://linkintime.co.in/>. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.

(17) In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at <https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/investor-service-request/investor-service-request.pdf>.

Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/Link Intime, in case the shares are held by them in physical form.

By order of the Board of Directors of
FSN E-Commerce Ventures Limited

Rajendra Punde
Head Legal, Company Secretary &
Compliance Officer
Membership No.: A9785

Registered Office:

104, Vasan Udyog Bhavan,
Tulsi Pipe Road,
Sun Mill Compound, Lower Parel,
Mumbai, Maharashtra- 400013

Mumbai, July 12, 2022

ANNEXURE - A

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE MEETING

Particulars	Mr. Anchit Nayar	Mr. Sanjay Nayar
Designation	Executive Director	Non-Executive Director
Director Identification Number	08351358	00002615
Date of Birth (Age in years)	16/08/1990 (31 years)	13/10/1960 (61 years)
Date of joining the Board	13/08/2019	09/04/2021
Qualification	Bachelor's degree from Columbia University	<ul style="list-style-type: none"> Bachelor's degree in science in mechanical engineering from the University of Delhi Post-graduate diploma in management from the Indian Institute of Management, Ahmedabad.
Expertise in specific functional area	Mr. Anchit Nayar has more than 10 years of experience in various roles of investment banking, marketing and management of beauty business	Over 37 years of experience in the banking, and private equity
Term & Condition	Executive Director of the Company, liable to retire by rotation	Non-Executive Director of the Company, liable to retire by rotation
Profile	Mr. Anchit Nayar has previously served as the vice president of the Investment Banking Division at Morgan Stanley, New York. He is currently responsible for the beauty business and also serves as a member of the investor relations team. He joined FSN Brands Marketing Private Limited in 2018 as the chief executive officer and has overseen the expansion of retail Nykaa stores. He was also the chief marketing officer of our Company for the period from May 31, 2020 to January 12, 2021.	Mr. Sanjay Nayar has over 37 years of experience in the banking, and private equity. He was associated with Citibank N.A. for over 23 years, where he also served as the as Chief Executive Officer of the bank in India over six years. He was chief executive officer of KKR India Advisors Private Limited from 2009 to 2020. Presently he serves as a chairman of KKR India.
Number of meetings attended during the year	17	16
As the full-time employments of the Directors will be counted in the Number of Board membership for giving voting decision, Disclosure regarding such full-time employments of Directors, if Board is of the opinion that the director will be able to devote sufficient time along with the reason for such opinion.	<p>Anchit Nayar is Chief Executive Officer of Nykaa E-Retail Private Limited, wholly owned subsidiary of FSN E-Commerce Ventures Limited and is also responsible for beauty business of Nykaa group.</p> <p>With regard to the above and in opinion of the Board, he will be able to devote full time to the business of the Company and its group entities.</p>	N.A.
Whether atleast 75% Board Meetings have been attended in past 3 years by the director	Yes	Yes

Particulars	Mr. Anchit Nayar	Mr. Sanjay Nayar
In case the director is a past employee, whether the said director was appointed on the Board after the Completion of 5 years cooling off period	N.A.	N.A.
Detail of Remuneration amount drawn	3.75 million	Nil
Detail of Remuneration proposed	<p>Shareholders pursuant to their resolution dated July 16, 2021, had approved:</p> <ul style="list-style-type: none"> - Fixed Pay: ₹ 20 million p.a. - Variable Pay: 0.5% of profit before tax of the Company on a consolidated basis, subject to applicable statutory limits. - Perquisites / Benefits: Standard perquisites and benefits as per Company's policy in this regard - Further increments and revisions: To be reviewed annually in accordance with performance, market and applicable statutory limits. 	Nil
Directorships along with entities from which the person has resigned in the past three years	<p>Current Directorships:</p> <ul style="list-style-type: none"> • Nykaa E- Retail Private Limited • FSN Brands Marketing Private Limited • Dot & Key Wellness Private Limited <p>Entities from which resigned in past three years:</p> <ul style="list-style-type: none"> • Nykaa Fashion Private Limited 	<p>Current Directorships:</p> <ul style="list-style-type: none"> • FSN Distribution Private Limited • FSN International Private Limited • Heritage View Developers Private Limited • Sealink View Probuild Private Limited • Sea View Probuild Private Limited • Epimoney Private Limited • Radiant Life Care Private Limited • Grameen Impact Investments India Private Limited • CSEP Research Foundation • Seynse Technologies Private Limited • Indian School of Business • Pratham Institute for Literacy Education and Vocational Training • Sanjay & Falguni Nayar Foundation • Nykaa Foundation • Avendus Capital Private Limited • Nykaa International UK Limited • Pratham Education Foundation <p>Entities from which resigned in past three years:</p> <ul style="list-style-type: none"> • Max Financial Services Limited • J B Chemicals and Pharmaceuticals Limited • Coffee Day Enterprises Limited • Max Healthcare Institute Limited • Indigrd Investment Managers Limited • Valleyview Probuild Private Limited • KKR India Financial Services Limited • KKR India Advisors Private Limited • KKR Capital Markets India Private Limited • Re Sustainability Limited • Coffee Day Global Limited

Particulars	Mr. Anchit Nayar	Mr. Sanjay Nayar
Name of the entity in which the Director holds memberships & Chairpersonship of Committee	FSN E-Commerce Ventures Limited: <ul style="list-style-type: none"> Audit Committee - Member Stakeholders Relationship Committee – Member Fundraise & Investment Committee – Member Nykaa E-Retail Private Limited: <ul style="list-style-type: none"> Corporate Social Responsibility Committee – Chairperson 	FSN E-Commerce Ventures Limited: <ul style="list-style-type: none"> Risk Management Committee – Chairperson Fundraise & Investment Committee – Member Corporate Social Responsibility & Environmental, Social and Governance Committee – Member Aventus Capital Private Limited: <ul style="list-style-type: none"> Audit & Risk Committee– Chairperson Nomination & Remuneration Committee – Chairperson Pratham Education Foundation: <ul style="list-style-type: none"> Audit and Finance Committee – Chairperson Corporate Social Responsibility Committee – Chairperson Indian School of Business: <ul style="list-style-type: none"> Audit and Finance Committee – Chairperson Corporate Social Responsibility Committee – Chairperson
Companies which displayed poor governance practices and oversight, on which the said director was a Board member or that he failed in discharging fiduciary responsibilities in other Companies	Nil	Nil
Whether they are promotor director of any Company whose performance has been continuously deteriorating	No	No
No. of shares held in the Company as on March 31, 2022 (Including shareholding as a beneficial owner)	1,60,080 equity shares	10,58,18,920 equity shares held through Sanjay Nayar Family Trust
Number of Promotor family members on the Board of the Company	4	4
Relationship with other Directors / KMP	<ul style="list-style-type: none"> Son of Ms. Falguni Nayar and Mr. Sanjay Nayar Brother of Ms. Adwaita Nayar 	<ul style="list-style-type: none"> Spouse of Ms. Falguni Nayar Father of Mr. Anchit Nayar and Ms. Adwaita Nayar
Reputational Risk, if any, associated with the said Director or any transactions associated in a manner prejudicial to minority shareholders	Nil	Nil
Director's political linkages, if any	Nil	Nil