

**POSTAL BALLOT NOTICE**

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013, as amended (hereinafter referred to as the 'Act') read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), General Circular Nos. 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020 dated December 8, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 8, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations') and other applicable laws, rules and regulations, for seeking approval of Members of FSN E-Commerce Ventures Limited (the 'Company') to the proposed resolutions appended below through Postal Ballot, only through remote voting by electronic means ('remote e-Voting').

The Board of Directors has appointed Mr. Sachin Sharma (Membership No. ACS 46900/CP. No. 20423), Designated Partner, M/s. S. Anantha & Ved LLP (LLPIN:AAH-8229), Company Secretaries, Mumbai or failing him Mr. Dinesh Trivedi (Membership No. ACS 23841/CP. No. 22407), Designated Partner, M/s. S. Anantha & Ved LLP, (LLPIN:AAH-8229), Company Secretaries, Mumbai as Scrutinizer for conducting the Postal Ballot, through the remote e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company ('LIPL'), as the agency to provide e-voting facility.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Executive Chairperson, Managing Director and CEO of the Company or any other person authorized by her. The results of e-voting will be announced on or before Thursday, May 26, 2022, and will be displayed on the Company's website [www.nykaa.com](http://www.nykaa.com) and will also be communicated to the Stock Exchanges where the equity shares of the Company are listed, National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') and LIPL. The Company will also display the results of the Postal Ballot at its Registered Office.

**SPECIAL BUSINESS:****(1) APPROVAL FOR INCREASE IN BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:**

**To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** in supersession of the earlier Special Resolution passed by the Members at the Extra-Ordinary General Meeting held on July 28, 2021 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this Resolution) to borrow such sum(s) of money(ies), in Indian Rupees and/or in any foreign currency from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of the business of the Company, such that the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from the temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and Securities premium of the Company, provided that the total amount so borrowed (apart from the temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business) and outstanding





at any point of time shall not exceed a sum of Rs. 3,000 crores (Rupees Three Thousand Crores) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to sign and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowings and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution."

**(2) APPROVAL FOR CREATION OF CHARGE/MORTGAGE ON THE ASSETS OF THE COMPANY, UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:**

**To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** in supersession of the Special Resolution passed by the Members at the Extra-Ordinary General Meeting held on July 28, 2021 and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and any other applicable laws and provisions of the Articles of Association of the Company, consent of the company be and is hereby accorded to 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) for creation of mortgage(s)/charge(s)/hypothecation(s)/security(ies) in addition to existing mortgage(s)/charge(s) / hypothecation(s)/ security(ies) created by the Company in such form and manner and with such ranking and at such time and on such terms, as the Board may in its absolute discretion determine, on all or any of the movable and/or immovable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the substantial assets of the Company in certain events in favour of the Lender(s), Agent(s) and Trustee(s) and other bodies/persons, to secure the borrowings of the Company and/or the Company's subsidiaries, availed/to be availed by way of loan(s) and/or Securities (comprising fully / partly Convertible Debentures and / or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates, notes/bonds or other debt instruments), issued / to be issued by the Company, from time to time, within the overall limits of the borrowing powers of the Board as determined from time to time by the members of the Company, pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Act, together with interest at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Deed(s) and Agreement (s)/ Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s), as the case may be.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges/hypothecation/security as aforesaid."

**(3) APPROVAL FOR INCREASE IN LIMITS OF INVESTMENTS / LOANS/ GUARANTEES/SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

**To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** in supersession of the Special Resolution passed by the Members at the Extra-Ordinary General Meeting held on July 28, 2021 and pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s)



or re-enactment(s) thereof, for the time being in force) ("the Act") other applicable provisions of law and the provisions of the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to 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) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and (iii) make further investment in and/or acquire by way of subscription, purchase or otherwise, the securities of other body corporate, from time to time and in one or more tranches, for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Company exceeds the limits prescribed under Section 186 of the Act, viz., 60% of the Company's paid-up share capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium account, whichever is more, upon such terms and conditions as the Board may in its absolute discretion deem beneficial and in the interest of the Company, provided that the amount of such total loans or investments made, guarantees given and securities provided, other than to wholly owned subsidiaries of the Company, shall not at any time exceed Rs. 3,000 Crores (Rupees Three Thousand Crores).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to decide and finalise in its absolute discretion the nature of each such investment including terms and conditions and quantum thereof, with power to transfer, sell or otherwise dispose of the same, from time to time and take all decisions and steps in respect of the above loans, guarantees and securities including the timing, amount and other terms and conditions of such loans, guarantees and securities and varying the same either in part or in full as it may deem appropriate and to do all such acts, deeds, matters and things, as may be necessary and/or expedient to give effect to this resolution."

**Registered Office:**

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

CIN: L52600MH2012PLC230136

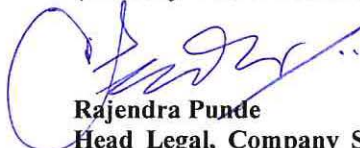
Email id : nykaacompanysecretary@nykaa.com

Website : [www.nykaa.com](http://www.nykaa.com)

Tel No.: +91 22 6614 9696

**By the Order of the Board of Directors****For FSN E-Commerce Ventures Limited**

(Formerly 'FSN E-Commerce Ventures Pvt. Ltd.')



**Rajendra Punde**

**Head Legal, Company Secretary & Compliance Officer**

**Mem. No.: A9785**



**Date** : April 22, 2022

**Place** : Mumbai

**NOTES:**

- (1) The Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
- (2) The Board of Directors has appointed Mr. Sachin Sharma (Membership No. ACS 46900/CP. No. 20423), Designated Partner, M/s. S. Anantha & Ved LLP (LLPIN:AAH-8229), Company Secretaries, Mumbai or failing him Mr. Dinesh Trivedi (Membership No. ACS 23841/CP. No. 22407), Designated Partner, M/s. S. Anantha & Ved LLP, (LLPIN:AAH-8229), Company Secretaries, Mumbai as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- (3) The Postal Ballot Notice is being sent only by e-mail to those members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company ('LIPL') and whose names appear in the Register of Members/ List





of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, April 22, 2022 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and, General Circular Nos. 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020 dated December 8, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 8, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'). In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only.

A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

- (4) Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
- (5) In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations') read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and amendments thereto, the Company is pleased to offer remote e-Voting facility to all the Members of the Company. The Company has appointed Link Intime India Private Limited ('LIPL') for facilitating e-Voting to enable the Members to cast their votes electronically (hereinafter referred to as the 'remote e-Voting'). The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
- (6) All documents referred to in this Postal Ballot Notice will be open/available for inspection through electronic mode by the Members of the Company during working hours on all working days except Saturdays upto and including the last day for remote e-Voting i.e. **Tuesday, May 24, 2022**. Any member seeking to inspect the documents can send an e-mail to [nykaacompanysecretary@nykaa.com](mailto:nykaacompanysecretary@nykaa.com) with subject line "Inspection of Documents."
- (7) The Notice of Postal Ballot is also placed on the website of the Company i.e. [www.nykaa.com](http://www.nykaa.com) and the website of LIPL i.e. <https://instavote.linkintime.co.in> and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
- (8) **Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote e-Voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with LIPL (in case of Members holding shares in physical form)**

Those persons who are Members of the Company as on Cut-off date i.e. **Friday, April 22, 2022** and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

**i. For Temporary Registration for Demat shareholders:**

The Members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Private Limited by clicking the link in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to LIPL at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).





On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

**ii. For Permanent Registration for Demat shareholders:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective DP by following the procedure prescribed by the DP.

**iii. Registration of e-mail address for shareholders holding physical shares:**

The Members of the Company holding equity shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with LIPL, by clicking the link: [www.linkintime.co.in](http://www.linkintime.co.in) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the e- mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to LIPL at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

- (9) The remote e-Voting period will commence on **Monday, April 25, 2022** (09:00 a.m. IST) and end on **Tuesday, May 24, 2022** (05:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, April 22, 2022** may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by LIPL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- (10) The instructions and other information relating to e-Voting are as under:

**Login method for Individual shareholders holding securities in demat mode is given below:**

**i. Individual Shareholders holding securities in demat mode with NSDL**

- 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- 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://eservices.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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.



- ii. Individual Shareholders holding securities in demat mode with CDSL
  - a. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to log in to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  - b. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
  - c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  - d. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- iii. Individual Shareholders (holding securities in demat mode) login through their depository participants. 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form is given below:**

Individual Shareholders of the Company, holding shares in physical form as on the cut-off date for e-Voting may register for e-Voting facility of Link Intime as under:

- i. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- ii. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
  - a. **User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
  - b. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - c. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - d. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders/ members holding shares in physical form but have not recorded 'c' and 'd', shall provide their Folio number in 'd' above*
- iii. Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter).
- iv. Click "confirm" (Your password is now generated).





- v. Click on 'Login' under 'SHARE HOLDER' tab.
- vi. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

**Cast your vote electronically:**

- i. After successful login, you will be able to see the notification for e-Voting. Select 'View' icon.
- ii. e -Voting page will appear.
- iii. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- iv. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-Voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 49186000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43.

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- i. Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- ii. Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT"

*In case shareholders is having valid e-mail address, password will be sent to his / her registered email address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company



**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event"

- (11) The Scrutinizer will submit the results to Executive Chairperson, Managing Director and CEO of the Company or any other person authorized by her after completion of the scrutiny of the e-Voting, and the results of the voting by Postal Ballot will be announced on or before **Thursday, May 26, 2022**.
- (12) 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](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and additionally be uploaded on the Company's website: [www.nykaa.com](http://www.nykaa.com) and on the website of LIPL: <https://instavote.linkintime.co.in>.
- (13) Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot, shall be deemed to have been passed on the last day of e-voting i.e. **Tuesday, May 24, 2022**.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE**

**Item No. 1**

Provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, borrow money together with the monies already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of its paid up capital, free reserves and securities premium.

The Members by way of Special Resolution at the Extra-Ordinary General Meeting held on July 28, 2021, had authorised the Board of Directors of the Company to borrow monies, from time to time, upto Rs. 1,000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board of Directors of the Company envisages requirement of funds in future for organic and / or inorganic growth of business in beauty, fashion, wellness, Man and EB2B verticals by investing in:

- building technology infrastructure, services and capabilities,
- improvement in supply chain, distribution and fulfilment network,
- domestic and international expansion,
- working capital requirements,
- acquisition / launch of brands across categories to strengthen owned brands portfolio,
- expansion of physical retail presence organically or inorganically
- any general corporate purpose

The Company shall ensure that the debt equity ratio of the Company, at all times, shall be within prudent limits.

For the reasons aforesaid, an enabling special resolution is therefore proposed to be passed to give adequate flexibility, power and discretion to the Board to borrow funds (apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business) as and when required, which shall not at any





time exceed in the aggregate Rs. 3,000 crores or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

Accordingly, consent of the Members is sought by way of Special Resolution set out in Item No. 1 of the accompanying Notice for increasing the borrowing limits of the Company from existing Rs. 1,000 crores to revised Rs. 3,000 crores or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 1 of the Notice.

#### **Item No. 2**

Provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The Members by way of Special Resolution at the Extra-Ordinary General Meeting held on July 28, 2021, had accorded their consent to the Board of Directors for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 1,000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board of Directors of the Company has proposed to seek consent of the Members by way of Special Resolution set out in Item No. 1 of the accompanying Notice for increasing the borrowing limits of the Company from existing Rs. 1,000 crores to revised Rs. 3,000 crores or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher. Further, the proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation/security on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 2.

As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation/security on all or any of the movable and/or immovable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the substantial assets of the Company in certain events in favour of the Lender(s), Agent(s) and Trustee(s) and other bodies/persons, to secure the borrowings of the Company and/or the Company's subsidiaries, availed/to be availed by way of loan(s) and/or Securities (comprising fully / partly Convertible Debentures and / or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates, notes/bonds or other debt instruments), issued / to be issued by the Company, from time to time, within the overall limits of the borrowing powers of the Board of Directors as determined from time to time by the members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.

The Board accordingly recommends the Special Resolution set out at Item No. 2 of the Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 2 of the Notice.





**Item No. 3**

Provisions of Section 186 of the Companies Act, 2013 ("the Act") provide that the no company shall, except with the consent of Members by Special Resolution acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

The Members by way of Special Resolution at the Extra-Ordinary General Meeting held on July 28, 2021, had accorded their consent to the Board of Directors to give loan/guarantee, provide security, exercise investment power beyond the limit laid down under Section 186(2) of the Act subject to aggregate limit of Rs. 1,000 Crores.

In order to achieve long term strategic objectives of growth and broadening of serviceable market to capture the total addressable market opportunity in beauty, fashion and wellness verticals (which includes strategy of exploring various inorganic growth opportunities), the Board of Directors of the Company will keep evaluating opportunities of investments in bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate, as and when required.

For the reasons aforesaid, an enabling special resolution is therefore proposed to be passed to give adequate flexibility, power and discretion to the Board to give loan/guarantee, provide security, make further investment in and/or acquire by way of subscription, purchase or otherwise, the securities of other body corporate beyond the limit laid down under Section 186(2) of the Act subject to aggregate limit of Rs. 3,000 Crores. Accordingly, consent of the Members is sought by way of and enabling special resolution as set out in Item No.3 of the accompanying Notice.

The Board accordingly recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 3 of the Notice.

**Registered Office:**

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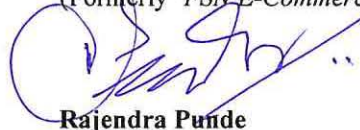
Date : April 22, 2022

Place : Mumbai

**By the Order of the Board of Directors**

**For FSN E-Commerce Ventures Limited**

(Formerly 'FSN E-Commerce Ventures Pvt. Ltd.')



**Rajendra Punde**

**Head Legal, Company Secretary & Compliance Officer**

**Mem. No.: A9785**

