



# FSN E-Commerce Ventures Limited

(formerly 'FSN E-Commerce Ventures Private Limited')

August 11, 2022

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra – Kurla Complex,  
Bandra (E), Mumbai – 400 051

BSE Limited  
Corporate Relationship Department,  
2<sup>nd</sup> Floor, New Trading Wing,  
Rotunda Building, P.J. Towers,  
Dalal Street, Mumbai – 400 001

Symbol: NYKAA

Scrip Code: 543384

Dear Sirs,

**Sub: Disclosure of Voting Results of the 10<sup>th</sup> Annual General Meeting (“AGM”) held on Wednesday, August 10, 2022**

The 10<sup>th</sup> AGM of the Company was held on Wednesday, August 10, 2022 through Video Conferencing (“VC”) to transact the following businesses:

S. No.	Description of Ordinary Resolutions
1.	(A) To consider and adopt the 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. (B) To consider and adopt the Consolidated audited financial statements of the Company for the financial year ended March 31, 2022 together with the Report of Auditors thereon.
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.
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.

In this regard, we are enclosing herewith the following:

- Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – A**.
- Report of the Scrutinizer dated August 11, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014 as **Annexure – B**.

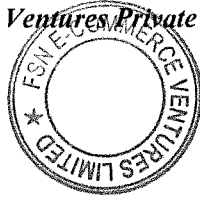
You are requested to take the same on record and disseminate on your website.

Thanking You.

Yours faithfully,

**For FSN E-Commerce Ventures Limited**  
(formerly 'FSN E-Commerce Ventures Private Limited')

**Rajendra Punde**  
Head – Legal, Company Secretary & Compliance Officer  
Mem. No.: A9785



Encl: a/a



# FSN E-Commerce Ventures Limited

(formerly 'FSN E-Commerce Ventures Private Limited')

## Annexure – A

### Voting Results (Annual General Meeting) [As per Regulation 44(3) of Listing Regulations]

<b>Date of the AGM/EGM:</b>	August 10, 2022
<b>Total number of Shareholders on record date (i.e., August 03, 2022 – cut-off date for voting purpose):</b>	3,19,182
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters & Promoter Group: Public:	Not Applicable Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing:</b> Promoters & Promoter Group: Public:	8 50



# FSN E-Commerce Ventures Limited

(formerly 'FSN E-Commerce Ventures Private Limited')

## Agenda-wise disclosure

FSN E-Commerce Ventures Limited								
Resolution Required: (Ordinary/Special)		1. Ordinary Resolution: (A) To consider and adopt the 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. (B) To consider and adopt the Consolidated audited financial statements of the Company for the financial year ended March 31, 2022 together with the Report of Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	248565357	248565357	100	248565357	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>248565357</b>	<b>248565357</b>	<b>100</b>	<b>248565357</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	45243713	40106002	88.64	40106002	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>45243713</b>	<b>40106002</b>	<b>88.64</b>	<b>40106002</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	180455156	98129976	54.38	98129350	626	99.99	0.0006
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>180455156</b>	<b>98129976</b>	<b>54.38</b>	<b>98129350</b>	<b>626</b>	<b>99.99</b>	<b>0.0006</b>
<b>Total</b>		<b>474264226</b>	<b>386801335</b>	<b>81.56</b>	<b>386800709</b>	<b>626</b>	<b>99.99</b>	<b>0.0002</b>

Whether resolution is passed or not? (Yes/No):	Yes
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Note: The aforesaid resolution has been passed with the requisite majority.



# FSN E-Commerce Ventures Limited

(formerly 'FSN E-Commerce Ventures Private Limited')

FSN E-Commerce Ventures Limited								
Resolution Required: (Ordinary/Special)		2. Ordinary Resolution: To appoint a Director in place of Mr. Anchit Nayar (DIN: 08351358) who retires by rotation and being eligible offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	248565357	248565357	100	248565357	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>248565357</b>	<b>248565357</b>	<b>100</b>	<b>248565357</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	45243713	40106002	88.64	22747424	17358578	56.72	43.28
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>45243713</b>	<b>40106002</b>	<b>88.64</b>	<b>22747424</b>	<b>17358578</b>	<b>56.72</b>	<b>43.28</b>
Public Non Institutions	E-Voting	180455156	101129895	56.04	101128611	1284	99.99	0.0013
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>180455156</b>	<b>101129895</b>	<b>56.04</b>	<b>101128611</b>	<b>1284</b>	<b>99.99</b>	<b>0.0013</b>
<b>Total</b>		<b>474264226</b>	<b>389801254</b>	<b>82.19</b>	<b>372441392</b>	<b>17359862</b>	<b>95.55</b>	<b>4.45</b>

Whether resolution is passed or not? (Yes/No):	Yes
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Note: The aforesaid resolution has been passed with the requisite majority.



# FSN E-Commerce Ventures Limited

(formerly 'FSN E-Commerce Ventures Private Limited')

FSN E-Commerce Ventures Limited								
Resolution Required: (Ordinary/Special)			3. Ordinary Resolution: To appoint a Director in place of Mr. Sanjay Nayar (DIN: 00002615) who retires by rotation and being eligible offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	248565357	248565357	100	248565357	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	248565357	248565357	100	248565357	0	100	0
Public Institutions	E-Voting	45243713	40106002	88.64	40037913	68089	99.83	0.1698
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	45243713	40106002	88.64	40037913	68089	99.83	0.1698
Public Non Institutions	E-Voting	180455156	101129882	56.04	101128725	1157	99.99	0.0011
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	180455156	101129882	56.04	101128725	1157	99.99	0.0011
<b>Total</b>		<b>474264226</b>	<b>389801241</b>	<b>82.19</b>	<b>389731995</b>	<b>69246</b>	<b>99.98</b>	<b>0.0178</b>

Whether resolution is passed or not? (Yes/No):	Yes
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Note: The aforesaid resolution has been passed with the requisite majority.

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (W), Mumbai – 400 080  
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

## REPORT OF SCRUTINIZER

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies  
(Management and Administration) Rules, 2014 (as amended)]*

11<sup>th</sup> August, 2022

To  
The Chairperson  
FSN E-Commerce Ventures Limited  
(Formerly “FSN E-Commerce Ventures Private Limited”)  
104, Vasan Udyog Bhavan, Sun Mill Compound, Tulsi Pipe Road,  
Lower Parel, Mumbai – 400013

10<sup>th</sup> (Tenth) Annual General Meeting (AGM) of the shareholders of FSN E-Commerce Ventures Limited, (Formerly “FSN E-Commerce Ventures Private Limited”) (CIN: L52600MH2012PLC230136) held on Wednesday, August 10, 2022 at 05:00 p.m. through Video Conferencing/ Other Audio-Visual Means.

Dear Sir,

**Sub.: Consolidated Scrutinizer’s Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 (‘Act’) read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and electronic voting at the 10<sup>th</sup> Annual General Meeting (AGM) of FSN E-Commerce Ventures Limited, (Formerly “FSN E-Commerce Ventures Private Limited”) held on Wednesday, August 10, 2022 at 05:00 p.m. through Video Conferencing/ Other Audio-Visual Means**

We, Sharma and Trivedi LLP, Practising Company Secretaries, (LLPIN: AAW-6850) who were appointed as the Scrutinizer by the Board of Directors of FSN E-Commerce Ventures Limited, (Formerly “FSN E-Commerce Ventures Private Limited”) (the ‘Company’) by passing circular resolution on 11<sup>th</sup> July, 2022, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015), to scrutinize and report on the electronic voting (‘remote e-voting’) and the voting by use of electronic means by the shareholders of the Company in respect of the resolutions passed at the 10<sup>th</sup> (Tenth) Annual General Meeting of the shareholders of the Company held on Wednesday, August 10, 2022 at 05:00 p.m. through Video Conferencing/ Other Audio-Visual Means and we submit our report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (‘remote e-voting’) and electronic voting (e-voting) at the meeting on the resolutions proposed in the notice of the 10<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting at Annual General Meeting is conducted in a fair and transparent manner and submit to the Chairperson, the consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairperson on the resolutions, based on the report generated electronically.

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# SHARMA AND TRIVEDI LLP

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2. As per the Notice of 10<sup>th</sup> Annual General Meeting of the shareholders and the ‘Advertisement’ published pursuant to Rule 20 (4) (v) of the Companies [(Management and Administration) Rules, 2014] (Amendment Rules, 2015) on July 18, 2022, in English Newspaper “The Financial Express” (All Editions), “The Free Press Journal” (English), and in Marathi (Vernacular) Newspaper “Navshakti”, the remote e-voting opened at 09.00 a.m. on Friday, August 05, 2022 and remained open until 05.00 p.m. on Tuesday, August 09, 2022.
3. The shareholders holding the Equity Shares of the Company as on Wednesday, August 03, 2022 viz. the “cut-off date”, were entitled to vote on the resolutions stated in the Notice of the 10<sup>th</sup> Annual General Meeting of the Company.
4. The Notice of AGM dated July 12, 2022 along with Statement setting out material facts under Section 102 of the Act, was sent to the shareholders in respect of the below mentioned resolutions for passing at the AGM of the Company through e-mail in compliance with the MCA Circular Number 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (SEBI) Circular Number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as “SEBI Circulars”).
5. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the shareholders attending the said meeting through VC / OAVM and who had not cast their vote earlier through remote e-voting.
6. The votes cast under the remote e-voting prior to AGM and e-voting during the AGM were unblocked, in the presence of two witnesses who are not the employees of the Company, after conclusion of the AGM and the e-voting results / list of shareholders who voted for and against were downloaded from the e-voting website of National Securities Depository Limited (“NSDL”) i.e. <https://www.evoting.nsdl.com/> and the same are being handed over to the Chairperson / Company Secretary.
7. We have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the e-voting system of National Securities Depository Limited (“NSDL”) and the summary of the e-voting process is as follows:

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## Ordinary Business:

### Resolution No.1: Ordinary Resolutions

#### 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

B) Consolidated audited financial statements of the Company for the financial year ended March 31, 2022 together with the Report of Auditors thereon

(i) Voted in favour of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1,043	38,66,09,739	99.95
Remote e-voting at AGM	6	1,90,970	0.05
<b>Total</b>	<b>1,049</b>	<b>38,68,00,709</b>	<b>100.00</b>

(ii) Voted against the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	40	620	99.04
Remote E-voting at AGM	1	6	0.96
<b>Total</b>	<b>41</b>	<b>626</b>	<b>100.00</b>

(iii) Invalid votes:

Total Number of shareholders whose votes were declared invalid	Total number of votes cast by them
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### Summary of Total valid votes for Resolution No.1

Particulars	Number of valid votes cast	% of total number of valid votes cast
Votes in favour	38,68,00,709	100.00
Votes against	626	0.00
<b>Total</b>	<b>38,68,01,335</b>	<b>100.00</b>

Notes: (i) Four (4) Folios holding in aggregate 83,156 Equity Shares of face value of Re.1/- each of the Company, voted 12,682 Equity Shares in favor, and did not exercise the option to vote for 70,474 Equity Shares in the above resolution.

(ii) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.1, as contained in the Notice of AGM dated July 12, 2022 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

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## Resolution No.2: Ordinary Resolution

To appoint a Director in place of Mr. Anchit Nayar (DIN: 08351358) who retires by rotation and being eligible offers himself for re-appointment:

(i) Voted in favour of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	926	37,22,50,422	99.95
Remote E-voting at AGM	6	1,90,970	0.05
<b>Total</b>	<b>932</b>	<b>37,24,41,392</b>	<b>100.00</b>

(ii) Voted against the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	154	1,73,59,856	100.00
Remote E-voting at AGM	1	6	0.00
<b>Total</b>	<b>155</b>	<b>1,73,59,862</b>	<b>100.00</b>

(iii) Invalid votes:

Total Number of shareholders whose votes were declared invalid	Total number of votes cast by them
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## Summary of Total valid votes for Resolution No.2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	37,24,41,392	95.55
Votes against	1,73,59,862	4.45
<b>Total</b>	<b>38,98,01,254</b>	<b>100.00</b>

Notes: (i) Three (3) Folios holding in aggregate 83,154 Equity Shares of face value of Re.1/- each of the Company, voted 12,681 Equity Shares against, and did not exercise the option to vote for 70,473 Equity Shares in the above resolution.

(ii) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.2, as contained in the Notice of AGM dated July 12, 2022 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

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## Resolution No.3: Ordinary Resolution

**To appoint a Director in place of Mr. Sanjay Navar (DIN: 00002615) who retires by rotation and being eligible offers himself for re-appointment:**

(i) Voted in favour of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1002	38,95,41,025	99.95
Remote E-voting at AGM	6	1,90,970	0.05
<b>Total</b>	<b>1008</b>	<b>38,97,31,995</b>	<b>100.00</b>

(ii) Voted against the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	77	69,240	99.99
Remote E-voting at AGM	1	6	0.01
<b>Total</b>	<b>78</b>	<b>69,246</b>	<b>100.00</b>

(iii) Invalid votes:

Total Number of shareholders whose votes were declared invalid	Total number of votes cast by them
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## Summary of Total valid votes for Resolution No.3

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	38,97,31,995	99.98
Votes against	69,246	0.02
<b>Total</b>	<b>38,98,01,241</b>	<b>100.00</b>

*Notes: (i) One (1) Folio holding 82,898 Equity Shares of face value of Re.1/- each of the Company, voted 12,556 Equity Shares in favor, and did not exercise the option to vote for 70,342 Equity Shares in the above resolution.*

*(ii) Notes: Two (2) Folios holding in aggregate 256 Equity Shares of face value of Re.1/- each of the Company, voted 126 Equity Shares against, and did not exercise the option to vote for 130 Equity Shares in the above resolution.*

*(iii) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.3, as contained in the Notice of AGM dated July 12, 2022 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*

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# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

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8. All relevant records of voting are available only in the electronic format and there was no physical voting. The relevant records will remain in my custody until the Chairperson considers, approves and signs the minutes of 10<sup>th</sup> Annual General Meeting and the same shall be sent /handed over thereafter to the Chairperson / Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

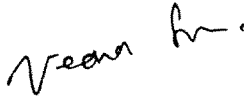
For SHARMA AND TRIVEDI LLP  
Company Secretaries



Sachin Sharma  
Designated Partner  
ACS: 46900; CP: 20423  
UDIN: A046900D000781691

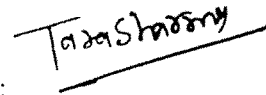
Witnesses:

Signature:



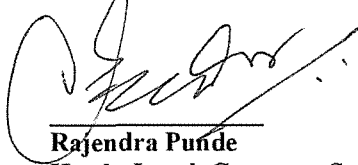
1. Name: Mrs. Veena Sharma  
Wife of: Mr. Sachin Hukumchand Sharma  
Address: 86, Parihar Nagar, Bhadwasia Road  
Jodhpur, Rajasthan – 342 001  
Occupation: Service

Signature:



2. Name: Mrs. Tara Sharma  
Wife of: Mr. Hukumchand Sharma  
Address: Plot No.136, Baldev Nagar, Mata Ka  
Than, Jodhpur, Rajasthan – 342 001  
Occupation: Housewife

Counter signed  
For FSN E-COMMERCE VENTURES LIMITED



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