



August 25, 2025

National Stock Exchange of India Limited

BSE Limited

Symbol: NYKAA

Scrip Code: 543384

Dear Sir / Madam,

Sub: Proceedings of 13th Annual General Meeting held on August 25, 2025

The 13th Annual General Meeting of FSN E-Commerce Ventures Limited ('Company') was held on Monday, August 25, 2025, at 10:30 A.M. (IST) through Video Conferencing / Other Audio-Visual Means to transact the business as stated in the Notice dated May 30, 2025, convening the AGM.

In view of the above and in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a summary of proceedings of the AGM.

We request you to take the same on record.

Thanking You.

Yours faithfully,

For FSN E-Commerce Ventures Limited

Neelabja Chakrabarty
Company Secretary and Compliance Officer

Encl: a/a

**SUMMARY OF THE PROCEEDINGS OF THE 13TH ANNUAL GENERAL MEETING OF
FSN E-COMMERCE VENTURES LIMITED**

(A) Date, Time and Venue of the Annual General Meeting:

The 13th Annual General Meeting (“AGM”) of the Company was held on Monday, August 25, 2025, through Video Conferencing (“VC”) in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Meeting commenced at 10:30 AM (IST) and concluded at 13:23 PM (IST) (including time allowed for e-voting at AGM).

(B) Proceedings in brief:

- In accordance with the Articles of Association of the Company, Ms. Falguni Nayar, Executive Chairperson, Managing Director and Chief Executive officer, chaired the Meeting.
- All the Directors of the Company, along with the Chief Financial Officer and Company Secretary & Compliance Officer of the Company were introduced. Mr. Pradeep Parameswaran, an Independent Director of the Company, could not attend this Annual General Meeting as he was in a different time-zone. It was stated that the respective Chairpersons of the Audit Committee, Stakeholder’s Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility & Environmental, Social, and Governance Committee and members of the Risk Management Committee were present at the AGM. The representatives of the Promoter Group, Statutory Auditors, Secretarial Auditor and Scrutinizer were also present at the Meeting through VC.
- Mr. Neelabja Chakrabarty, Company Secretary, welcome the Members and provided general instructions to the Members regarding participation in the Meeting. He informed the Members that the Company had tied up with National Securities Depositories Limited (“NSDL”) to provide the facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC. The Registers and other documents, as referred to in the Notice of the AGM were available for inspection. The live streaming of the meeting was webcast on the website of NSDL. He further informed that since the 13th AGM was being held through VC, the facility for appointment of proxies by Members was not applicable.
- The details of the number of Members present at the meeting was as follows:

Promoter(s) & Promoter(s) Group	Public	Total
8	102	110

- The requisite quorum being present, Mr. Neelabja Chakrabarty, Company Secretary & Compliance Officer, called the Meeting to order.
- The Chairperson welcomed all the Members and other invitees present at the meeting.
- Thereafter, the Chairperson addressed the Members, *inter alia*, on Performance and highlights of FY 2024-25, covering the Industry Outlook, broad One Nykaa overview, Beauty Multi-Brand Retail, House of Nykaa, Superstore by Nykaa, Nykaa Fashion, Technology and ESG initiatives.
- The Chairperson thanked the investors for their utmost faith in the Company and its management, and further thanked all the stakeholders i.e., customers, brand partners, employees, shareholders and the larger community for the continued and generous support bestowed upon the Company.
- The Company Secretary apprised the Member on the guidelines for e-voting as follows:
 - (i) The Members were provided with an opportunity to cast their vote through remote e-voting facility on the resolutions as set out in the Notice convening this Annual General Meeting.
 - (ii) The remote e-voting period which had commenced on Thursday, August 21, 2025, at 09:00 AM (IST) ended on Sunday, August 24, 2025, at 05:00 PM (IST).
 - (iii) The e-voting window was open on the NSDL e-voting platform for 15 minutes from the conclusion of the AGM, and the Members to cast their votes, in case they had not cast vote during the remote e-voting period.
 - (iv) Mr. Sachin Sharma, or failing him Mr. Dinesh Trivedi, or failing him Mr. Vishwanath Designated Partners at Sharma and Trivedi LLP, Practicing Company Secretaries had been appointed as the Scrutinizer for scrutiny of the votes cast through the remote e-voting platform and e-voting during the AGM in a fair and transparent manner.
 - (v) The e-voting results along with the Scrutiniser's Report would be declared within the time stipulated under the applicable laws and will be disseminated to the Stock Exchanges and also be placed on the website of the Company and NSDL.
 - (vi) With the permission of the Members, the Notice of the AGM was taken as read. The Members were informed that there were no qualifications or adverse remarks in the Reports of the Statutory Auditors and the Secretarial Auditor.
- He further informed that the following resolutions as set out in the Notice convening the 13th AGM were put to vote in the Meeting for approval of the Members:

Sr. No.	Particulars	Type of Resolution
Ordinary Business:		
1(A).	To consider and adopt the Standalone audited financial statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
1(B).	To consider and adopt the Consolidated audited financial statements of the Company for the financial year ended March 31, 2025 together with the Report of the Auditors thereon.	Ordinary Resolution
2.	To appoint a Director in place of Ms. Adwaita Nayar (DIN: 07931382) who retires by rotation, and being eligible, offers herself for re-appointment.	Ordinary Resolution
3.	To appoint a Director in place of Mr. Milan Khakhar (DIN: 00394065) who retires by rotation, and being eligible, offers himself for re-appointment.	Ordinary Resolution
Special Business:		
4.	To appoint of M/s. S. N. Ananthasubramanian & Co., Practicing Company Secretaries, as Secretarial Auditors of the Company for a period of five consecutive financial years from FY 2025-26 to FY 2029-30.	Ordinary Resolution

- Thereafter, the stage was opened for the Members who had registered themselves as speaker Members to ask questions or express their views through VC. After all the registered speaker Members completed their speech and the queries raised/clarifications sought by the Speaker Members were duly answered by the Chairperson, Executive Directors and CFO of the Company.
- The Chairperson further informed the Members that e-voting on the platform of NSDL would continue for another 15 minutes to enable the Members to vote.
- The Chairperson also informed the Members that the details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report will be disseminated to the stock exchanges' and will be placed on the NSDL and Company's website, within the stipulated timelines.
- The Chairperson concluded the proceedings of the AGM by thanking all the Members for their participation at the AGM and for their constructive suggestions and observations. She further thanked the Directors who continue to provide enormous guidance and for attending the meeting.

All the Resolutions have been passed with requisite majority.