Integrated Governance

FSN E Commerce Ventures Limited

General information about company

Scrip code	543384	
NSE Symbol	NYKAA	
MSEI Symbol	NOTLISTED	
ISIN	INE388Y01029	
Date of start of financial year	01-04-2026	
Date of end of financial year	31-03-2027	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2026	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	Yes	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	Yes	
Risk management committee	Yes	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	COMF2009	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	Yes

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes f not providi PAN
1	Ms	Falguni Sanjay Nayar	00003633	Executive Director	Chairperson related to Promoter	CEO-MD	No				Active	NA		24-04-2012				1	0	0	0		
2	Ms	Adwaita Sanjay Nayar	07931382	Executive Director	Not Applicable		No				Active	NA		22-01-2018				1	0	1	0		
3	Mr	Anchit Nayar	08351358	Executive Director	Not Applicable		No				Active	NA		13-08-2019				1	0	1	0		
4	Mr	Sanjay Omprakash Nayar	00002615	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		09-04-2021				1	0	0	0		
5	Mr	Milan B Khakhar	00394065	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		28-09-2015				2	0	1	0		
6	Ms	Anita Ramachandran	00118188	Non-Executive - Independent Director	Not Applicable		No				Active	Yes	27-06-2026	15-07-2021	15-07-2026		62	6	6	9	3		
7	Mr	Milind Shripad Sarwate	00109854	Non-Executive - Independent Director	Not Applicable		No				Active	NA		15-07-2021	15-07-2026		62	5	5	7	4		
8	Mr	Seshashayee Sridhara	09247644	Non-Executive - Independent Director	Not Applicable		No				Active	NA		26-07-2021	26-07-2024		62	2	2	1	1		
9	Mr	Pradeep Parameswaran	07206780	Non-Executive - Independent Director	Not Applicable		No				Active	NA		15-07-2021	15-07-2024		62	1	1	0	0		
10	Mr	Santosh Desai	01237902	Non-Executive - Independent Director	Not Applicable		No				Active	NA		15-07-2024	15-07-2024		26	2	2	2	0		
11	Mr	Dipak Gupta	00004771	Non-Executive - Independent Director	Not Applicable		No				Active	NA		01-10-2025	01-10-2025		12	1	1	2	0		

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00109854	Milind Shripad Sarwate	Non-Executive - Independent Director	Chairperson	26-07-2021		
2	00118188	Anita Ramachandran	Non-Executive - Independent Director	Member	04-06-2019		
3	00004771	Dipak Gupta	Non-Executive - Independent Director	Member	01-10-2025		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00118188	Anita Ramachandran	Non-Executive - Independent Director	Chairperson	21-09-2016		
2	07206780	Pradeep Parameswaran	Non-Executive - Independent Director	Member	01-11-2022		
3	00394065	Milan B Khakhar	Non-Executive - Non Independent Director	Member	21-09-2016		
4	00004771	Dipak Gupta	Non-Executive - Independent Director	Member	27-04-2026		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09247644	Seshashayee Sridhara	Non-Executive - Independent Director	Chairperson	06-11-2023		
2	07931382	Adwaita Sanjay Nayar	Executive Director	Member	09-07-2021		
3	08351358	Anchit Nayar	Executive Director	Member	09-07-2021		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07206780	Pradeep Parameswaran	Non-Executive - Independent Director	Chairperson	30-07-2021		
2	00002615	Sanjay Omprakash Nayar	Non-Executive - Non Independent Director	Member	09-07-2021		
3	00004771	Dipak Gupta	Non-Executive - Independent Director	Member	27-04-2026		
4	99999999	Rajesh Uppalpati	Chief Technology Officer	Member	12-12-2022		Textual Information(1)

Text Block

Textual Information(1)	Mr. Rajesh Uppalapti is the Chief Technology Officer and not a Director of the Company. He is a Non-Director member of the Risk Management Committee, hence DIN is not provided.

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00118188	Anita Ramachandran	Non-Executive - Independent Director	Chairperson	04-03-2021		
2	07931382	Adwaita Sanjay Nayar	Executive Director	Member	04-03-2021		
3	00002615	Sanjay Omprakash Nayar	Non-Executive - Non Independent Director	Member	09-07-2021		
4	00004771	Dipak Gupta	Non-Executive - Independent Director	Member	07-11-2025		

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	21-05-2026			Yes	11	10	5
2	23-07-2026	62		Yes	11	6	3
3	04-08-2026	11		Yes	11	10	5

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	21-05-2026				Yes	3	3	3	0
2	Audit Committee	23-07-2026	62			Yes	3	3	3	0
3	Audit Committee	04-08-2026	11			Yes	3	3	3	0

Annexure I

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

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Dr. Chetan Sharma
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

No records available

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

1	Name of signatory	Dr. Chetan Sharma
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Dr. Chetan Sharma
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	29-10-2026

Additional Half yearly Disclosure

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes		
Name		P Ganesh	
Designation		CFO	
Place		Mumbai	
Date		29-10-2026	

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					Textual Information(1)
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Earth Rhythm Private Limited	04-09-2026	75.83%	24.16%	99.99%
2	Aminu Wellness Private Limited	24-09-2026	0.00%	51.00%	51.00%

Text Block

Textual Information(1)	Notes: 1. The name of the Company has been changed from Earth Rhythm Private Limited to Earth Rhythm Limited with effect from October 08, 2026. Further, please note 1 share each is held by the two founding members. Remaining all the shares are held FSN E-Commerce Ventures Limited. 2. The Company i.e., FSN E-Commerce Ventures Limited holds 51 % shareholding on a fully diluted basis in Aminu Wellness Private Limited.

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	The Stock Exchanges i.e., National Stock Exchange of India Limited and BSE Limited	Imposition of fine of ?10,000/- (plus applicable GST) by each stock exchange for delayed submission of voting results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Annual General Meeting held on August 25, 2026.	15-09-2026	The delay in submission of voting results in XBRL mode with respect to Annual General Meeting held on August 25, 2026 beyond the prescribed timeline under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 . The Company had submitted the voting results in PDF format within the prescribed timeline. The delay in filing voting results in XBRL format by one working day was due to unforeseen technical circumstances beyond the Company's control. The Company submitted a waiver application on September 23, 2026. The Exchange's decision is awaited.	No material impact on the operations or other activities of the Company.

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Office of Deputy Commissioner	17-06-2023	Appeal Admitted	Appeal Admitted
2	Assistant Commissioner of State Tax	05-03-2024	Appeal Admitted	Appeal Admitted
3	Joint Commissioner of Sales Tax (SGST) (Appeal)-V	20-04-2025	Appeal Admitted	Appeal Admitted
4	Deputy Commissioner of State Tax	15-12-2025	Appeal Submitted	Appeal Submitted