V C SHAH & CO
CHARTERED ACCOUNTANTS

205-206, Regent Chambers, 2nd Floor, Jamnalal Bajaj Road, 208, Nariman Point, Mumbai 400 021. Tel.: 022 - 43440123 email- vcshahco@vcshah.com

INDEPENDENT AUDITOR'S REPORT

To the Members of FSN International Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **FSN International Limited** ("the Holding Company") and its ten subsidiaries including step-down subsidiaries **(listed as per Annexure A)** (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2026, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Statement of Cash Flows and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2026, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements'* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report including Annexures to Board's report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

The director's report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management for Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.



As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system with reference to the consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

According to the information and explanations given to us, the Companies (Auditor's Report) Order, 2020 ("the Order") is not applicable to the Consolidated Financial Statements. Since all the subsidiary companies of the holding company, included in the consolidated financial statements are incorporated outside India, the requirements of the Order are not applicable to such component companies. Accordingly, there are no qualifications or adverse remarks to be reported under clause 3(xxi) of the Order.

As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books except for the matters stated in the paragraph (i)(vi) below on reporting under Rule 11(g);

c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2026 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act. There are no subsidiary companies, associate companies, or joint ventures incorporated in India.

f. The observation relating to maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g).

g. With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**, to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding Company's internal financial controls over financial reporting.

h. In our opinion, the managerial remuneration for the year ended March 31, 2026 has been paid/ provided by the Group to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.



i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations provided to us:

   i. The Group does not have any pending litigations which would impact its financial position in its consolidated financial statements.

   ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies.

   iv. a. The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 44(e) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise that the Intermediary shall, , whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   b. The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 44(f) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been received by the Holding Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

   v. The Group has neither declared nor paid any dividend during the year. Hence, compliance with respect to section 123 of the Act is not applicable.

   vi. Based our Based on our examination which included test checks, and for the matters as described below, the holding company has used accounting software for maintaining its books of account which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software as described in Note 45 to the consolidated financial statements –

      a. In respect of the legacy accounting software, the audit trail facility was enabled for relevant transactions recorded in the software except that audit trail feature is not enabled at the database level and certain users have access to make direct changes which are not logged at the application layer.



b. In respect of new accounting software implemented from January 01, 2026, the audit trail facility was enabled at the application layer, however certain users have access to make direct changes which are not logged. For database layer, the Service Organisation Controls ('SOC') report covering the period up to December 31, 2025 along with a bridge letter for the balance period during the year issued by ERP service provider does not explicitly mention if the audit trail controls were enabled or not at the database layer.

The Holding Company also uses a third-party operated software for processing payroll as mentioned in Note 45 and has obtained the report of Service Organisation Controls (SOC) report upto December 31, 2025 along with the bridge letter for the balance period which mention that the audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with.

Further during the course of our audit, we did not come across any instance of audit trail feature being tampered with for the respective period as stated above and the audit trail has been preserved by the Holding Company as per the statutory requirements for record retention to the extent it was available in the respective systems.

For V C Shah & Co
Chartered Accountants
Firm Registration No.109818W

V C SHAH & CO CHARTERED ACCOUNTANTS

Viral J. Shah
Partner
Membership No.: 110120
UDIN: 26110120ZDGPGO9754
Place: Mumbai
Date: May 07, 2026

Annexure 'A' to the Independent Auditor's Report of even date on the consolidated financial statements of FSN International Limited

Sr. No.	Name of subsidiaries
1	Nykaa International UK Limited (Wholly owned subsidiary of FSN International Limited)
2	FSN Global FZE (Wholly owned subsidiary of FSN International Limited)
3	Nessa International Holdings Limited (Subsidiary of FSN International Limited)
4	Nysaa Beauty LLC (Subsidiary of Nessa International Holdings Limited)
5	Nysaa Cosmetics Trading (Subsidiary of Nessa International Holdings Limited)
6	Nysaa International for Wholesale and Retail Trade Co. SPC (Subsidiary of Nessa International Holdings Limited)
7	Nysaa Trading LLC (Subsidiary of Nessa International Holdings Limited)
8	Nysaa Distribution FZE (Subsidiary of Nessa International Holdings Limited)
9	Nysaa Cosmetics SPC (Subsidiary of Nessa International Holdings Limited)
10	Nysaa Beauty Bahrain W.L.L ((Subsidiary of Nessa International Holdings Limited)



Annexure 'B' to the Independent Auditor's Report of even date

(Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Act.

We have audited the internal financial controls over financial reporting of **FSN International Limited** hereinafter referred to as the "Holding Company" as of March 31, 2026 in conjunction with our audit of the consolidated financial statements of the Holding Company and its subsidiary companies (the Holding Company and its subsidiaries together referred to as the "Group").

Management's Responsibility for Internal Financial Controls

The Holding Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls with Reference to these Consolidated Financial Statements

V C SHAH & CO CHARTERED ACCOUNTANTS

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company has, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financials Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For V C Shah & Co
Chartered Accountants
Firm Registration No.109818W





Viral J. Shah
Partner
Membership No.: 110120
UDIN: 26110120ZDGPGO9754
Place: Mumbai
Date: May 07, 2026

FSN International Limited
(Amounts in ₹ millions, unless stated otherwise)

Consolidated Balance Sheet as at March 31, 2026

Particulars	Notes	As at Mar 31, 2026	As at March 31, 2025
Assets			
Non-current assets			
Property, plant and equipment	3	326.49	129.01
Capital work-in-progress	4	15.90	22.34
Intangible assets	5	69.44	16.82
Right of use assets	6	244.84	41.59
Intangible assets under development	7	-	20.98
Financial assets			
Other financial assets	8	33.48	13.18
Deferred tax assets (net)	9	19.86	21.83
Non current tax assets (net)		0.57	0.16
Total non-current assets (A)		**710.58**	**265.91**
Current assets			
Inventories	10	196.98	140.55
Financial assets			
Trade receivables	11	69.92	37.49
Cash and cash equivalents	12	329.38	62.80
Other financial assets	13	0.85	3.22
Other current assets	14	132.10	114.01
Total current assets (B)		**729.23**	**358.07**
Total Assets (A+B)		**1,439.81**	**623.98**
Equity and liabilities			
Equity share capital	15	450.78	450.78
Other equity	16	(647.17)	(376.71)
Equity attributable to equity holders of the parent		(196.39)	**74.07**
Non-controlling interest		235.37	74.72
Total equity (A)		**38.98**	**148.79**
Liabilities			
Non-current liabilities:			
Financial liabilities			
Borrowings	17	640.60	-
Lease Liabilities	18	152.13	13.83
Long-term provisions	19	5.53	0.21
Total non-current liabilities (B)		**798.26**	**14.04**
Current liabilities:			
Financial liabilities			
Borrowings	20	-	106.90
Lease liabilities	21	86.53	32.67
Trade payables	22		
-Total outstanding dues of Micro enterprise and small enterprises		-	-
-Total outstanding dues of creditors other than Micro enterprises and small enterprises		353.12	185.35
Other financial liabilities	23	150.01	118.65
Short-term provisions	24	3.17	0.30
Contract liabilities	25	3.20	1.43
Other current liabilities	26	6.54	15.85
Total current liabilities (C)		**602.57**	**461.15**
Total liabilities (B+C)		**1,400.83**	**475.19**
Total equity and liabilities (A+B+C)		**1,439.81**	**623.98**

The accompanying notes are an integral part of the Consolidated Financial Statements

As per our report of even date
For V C Shah & Co
Chartered Accountants
ICAI Firm Registration No: 109818W

Viral J. Shah
Partner
Membership No: 110120

Place: Mumbai
Date: May 07, 2026

For and on behalf of Board of Directors of
FSN International Limited

P Ganesh
Director
DIN No. 07202923

Sujeet Jain
Director
DIN No. 03440936

Mrunal Brahmabhatt
Company Secretary
ACS M.No. A61278

Place: Mumbai
Date: May 07, 2026

Aayush Bansal
Chief Financial Officer

Place: Mumbai
Date: May 07, 2026

FSN International Limited
(Amounts in ₹ millions, except per share data and unless stated otherwise)

Consolidated Statement of Profit and Loss for the year ended March 31,2026

Particulars	Notes	For the period ended Mar 31, 2026	For the year ended March 31, 2025
Income			
Revenue from operations	27	506.74	239.57
Other income	28	11.74	9.27
Total Income		**518.48**	**248.84**
Expenses			
Purchase of traded goods	29	339.06	172.64
Changes in inventories of stock-in-trade	30	(56.43)	(60.42)
Employee benefits expense	31	230.66	195.53
Finance costs	32	40.70	6.54
Depreciation and amortisation expense	33	146.23	40.30
Other expenses	34	282.89	189.66
Total expenses		**983.11**	**544.25**
Loss before tax		**(464.63)**	**(295.41)**
Tax credit:			
Deferred tax	9	2.04	(5.00)
Total tax charge/(credit)		**2.04**	**(5.00)**
Loss after tax		**(466.67)**	**(290.41)**
Other Comprehensive Income			
Items that will be reclassified subsequently to profit or loss			
Foreign currency translation reserve		36.07	4.87
Items that will not be reclassified to profit or loss			
Remeasurement (loss) on defined benefit plans		(0.26)	(0.10)
Income tax effect on above		0.07	0.03
Other comprehensive income for the year		**35.88**	**4.80**
Total Comprehensive (loss) for the year		**(430.79)**	**(285.61)**
Loss attributable to:			
Equity holders of the parent		(285.09)	(174.50)
Non-controlling interest		(181.58)	(115.91)
		(466.67)	**(290.41)**
Other comprehensive income attributable to:			
Equity holders of the parent		14.63	1.69
Non-controlling interest		21.25	3.11
		35.88	**4.80**
Total comprehensive loss attributable to:			
Equity holders of the parent		(270.46)	(172.82)
Non-controlling interest		(160.33)	(112.79)
		(430.79)	**(285.61)**
Earnings per share of face value ₹ 10/- each			
Basic	35	**(10.35)**	**(4.21)**
Diluted	35	**(10.35)**	**(4.21)**

The accompanying notes are an integral part of the Consolidated Financial Statements

As per our report of even date
For V C Shah & Co
Chartered Accountants
ICAI Firm Registration No: 109818W

Viral J. Shah
Partner
Membership No: 110120

Place: Mumbai
Date: May 07, 2026

For and on behalf of Board of Directors of
FSN International Limited

P Ganesh
Director
DIN No. 07202923

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Place: Mumbai
Date: May 07, 2026

Aayush Bansal
Chief Financial Officer

Place: Mumbai
Date: May 07, 2026

FSN International Limited
(Amounts in ₹ millions, unless stated otherwise)

Consolidated Statement of Cash Flows for the period ended March 31, 2026

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash flows from operating activities		
Net loss before tax as per Statement of profit & loss	**(464.63)**	**(295.41)**
Adjustments to reconcile loss before tax to net cash flows:		
Depreciation of property, plant and equipment and right of use assets	129.39	36.49
Amortisation of intangible assets	16.84	3.81
Interest expense and other finance costs	40.70	6.54
Provision for Gratuity expense	1.19	-
Provision for Leave compensated expense	0.69	-
Expected credit loss	2.66	(9.60)
Interest income	(1.39)	(2.55)
Unrealised gain on foreign exchange fluctuations (net)	(8.81)	(5.33)
Operating loss before working capital changes	**(283.36)**	**(266.05)**
Working capital Adjustments:		
(Increase)/Decrease in trade receivables	(35.09)	(6.60)
(Increase)/Decrease in inventories	(56.43)	(60.42)
(Increase)/Decrease in other current assets	(18.09)	(77.90)
(Increase)/Decrease in other financial assets	(17.94)	(16.33)
Increase/(Decrease) in trade payables	176.59	47.87
Increase/(Decrease) in provisions	6.31	0.51
Increase/(Decrease) in current financial liabilities	28.01	59.60
Increase/(Decrease)in other current liabilities	(7.54)	15.53
Cash (used) in Operations	**(207.54)**	**(303.79)**
Payment of taxes (net of refunds)	(0.41)	(0.07)
Net cash flows (used) in operating activities (A)	**(207.95)**	**(303.86)**
Cash flows from investing activities		
Purchase of property, plant and equipment and other intangible assets	(294.77)	(143.78)
Interest Received	1.40	2.55
Net cash flows (used) in investing activities (B)	**(293.37)**	**(141.23)**
Cash flows from financing activities		
Proceeds from issue of equity shares	-	200.00
Acquisition by non-controlling interest in Subsidiary	320.71	130.93
Loan taken from Holding Company	533.70	26.60
Payment of interest charges	(27.20)	(4.74)
Principal payment of lease liabilities	(85.23)	(14.84)
Interest expenses on lease liabilities	(10.15)	(1.77)
Net cash flows from financing activities (C)	**731.83**	**336.18**
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**230.51**	**(108.91)**
Cash and cash equivalents at the beginning of the year	62.80	169.02
Net foreign exchange differences	36.07	2.69
Cash and cash equivalents at the year end (Refer note 12)	**329.38**	**62.80**

Note:
1. Non cash transactions relating to investing and financing activities (Refer note 23 and 36).
2. The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard Ind AS 7 Statement of Cash Flows.

The accompanying notes are an integral part of the Consolidated Financial Statements

As per our report of even date
For V C Shah & Co
Chartered Accountants
ICAI Firm Registration No: 109818W

Viral J. Shah
Partner
Membership No: 110120

Place: Mumbai
Date: May 07, 2026

For and on behalf of Board of Directors of
FSN International Limited

P Ganesh
Director
DIN No. 07202923

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ACS M.No. A61278

Place: Mumbai
Date: May 07, 2026

Aayush Bansal
Chief Financial Officer

Place: Mumbai
Date: May 07, 2026

FSN International Limited
(Amounts in ₹ millions, unless stated otherwise)

Consolidated Statement of Changes in Equity for the year ended March 31, 2026

A. Equity share capital (refer note 15):

Equity shares of Rs 10 each issued, subscribed and fully paid

	No. of shares	Amount
As at April 1, 2024	**2,50,78,000**	**250.78**
Issued during the year	2,00,00,000	200.00
As at March 31, 2025	**4,50,78,000**	**450.78**
Issued during the year	-	-
As at March 31, 2026	**4,50,78,000**	**450.78**

B. Other Equity (refer note 16):

Particulars	Equity attributable to equity holders of the parent				Non -controlling interest	Total Equity
	Capital contribution from Parent	Reserves & Surplus	Other Comprehensive Income (OCI)	Total		
		Retained Earnings				
As at April 1, 2024	**1.77**	**(205.75)**	**0.08**	**(203.90)**	**56.49**	**(147.41)**
Loss for the year	-	(174.50)	-	(174.50)	(115.91)	(290.41)
Other comprehensive income	-	-	1.69	1.69	3.11	4.80
Total comprehensive loss	**-**	**(174.50)**	**1.69**	**(172.81)**	**(112.80)**	**(285.61)**
Acquisition by non-controlling interest in Subsidiary	-	-	-	-	131.03	131.03
As at March 31, 2025	**1.77**	**(380.25)**	**1.77**	**(376.71)**	**74.72**	**(301.99)**
Loss for the year	-	(285.09)	-	(285.09)	(181.58)	(466.67)
Other comprehensive income	-	-	14.63	14.63	21.25	35.88
Total comprehensive loss	**-**	**(285.09)**	**14.63**	**(270.46)**	**(160.33)**	**(430.79)**
Acquisition by non-controlling interest in Subsidiary	-	-	-	-	320.98	320.98
As at March 31, 2026	**1.77**	**(665.34)**	**16.40**	**(647.17)**	**235.37**	**(411.80)**

As per our report of even date
For V C Shah & Co
Chartered Accountants
ICAI Firm Registration No: 109818W

Viral J. Shah
Partner
Membership No: 110120

Place: Mumbai
Date: May 07, 2026

For and on behalf of Board of Directors of
FSN International Limited

P Ganesh
Director
DIN No. 07202923

Sujeet Jain
Director
DIN No. 03440936

Mrunal Brahmabhatt
Company Secretary
ACS M.No. A61278

Place: Mumbai
Date: May 07, 2026

Aayush Bansal
Chief Financial Officer

Place: Mumbai
Date: May 07, 2026

Notes to Consolidated Financial Statements

1. Corporate Information

The consolidated financial statements comprise financial statements of FSN International Limited (the 'Company') (CIN:U52100MH2019PLC334211) and its subsidiaries (collectively, the Group) for the year ended March 31, 2026. The Company is a Public limited Company. The Company was originally incorporated on December 10, 2019 and domiciled in India. The Company is wholly owned subsidiary of FSN E-Commerce Ventures Limited (the 'Holding Company'), The registered office of the Company is located at 104, Vasan Udyog Bhavan, Sun Mill Compound, Tulsi Pipe Road, Lower Parel west, Mumbai 400013.

The Group is engaged in the business of selling beauty, wellness, fitness, personal care, health care, skin care, hair care and other related products on/through e-commerce, m-commerce, internet, stores, stalls etc.

The consolidated financial statements for the year ended March 31, 2026 were approved by the Board of Directors and approved for issue on May 07, 2026.

2. Material accounting policies

2A. Basis of preparation

i) Statement of compliance:
The Consolidated Financial Statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015, as amended] and other relevant provisions of the Act.

ii) Historical cost convention:

The Consolidated Financial Statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) is measured at fair value
- defined benefit plans – plan assets measured at fair value
- equity settled ESOP at grant date fair value

iii) New and amended standards adopted by the Group

The Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amended certain accounting standards with effect from the date of notification. These amendments did not have a material impact on the amounts recognised in prior periods and are not expected to have a significant impact on the current or future reporting periods.

iv) New and amended standards issued but not effective

There are no standards that are notified and not yet effective as on the date.

2B. Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at March 31, 2026. Control is achieved when the Group is exposed, or has rights to, variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.
Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements

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Notes to Consolidated Financial Statements

- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.
- Any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period/year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on March 31, 2026. When the end of the reporting period of the Company is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the Company to enable the Company to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

a) Like items of assets, liabilities, equity, income, expenses and cash flows of the Company are combined with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

b) Offset (eliminate) the carrying amount of the Company's investment in each subsidiary and the Company's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 "Income Taxes" applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of Other Comprehensive Income (OCI) are attributed to the equity holders of the Company of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Recognise that distribution of shares of subsidiary to Group in Group's capacity as owners

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- Reclassifies the Company's share of components previously recognised in OCI to profit or loss or transferred directly to retained earnings, if required by other Ind ASs as would be required if the Group had directly disposed of the related assets or liabilities

2C. Summary of Material accounting policies:

a) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. Acquisition-related costs are recognised as incurred and included in other expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 "Financial Instruments", is measured at fair value with the changes in fair value recognised in the Statement of Profit and Loss in accordance with Ind AS 109. Other contingent consideration that is not within the scope of Ind AS 109 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.
Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

b) Current versus non-current classification

The Group segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Financial Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.

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The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified period up to twelve months as its operating cycle.

c) Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of Property, plant and equipment is included in asset's carrying amount or recognised as a separate asset, as appropriate only when it is probable that future economic benefits associated with the item will flow to the Group and cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss for the period during which they are incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Cost incurred on Property, plant and equipment not ready for their intended use is disclosed as Capital Work-in-Progress and is stated at cost, net of accumulated impairment loss, if any. Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date are classified as capital advances under other non-current assets.
An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Depreciation on Property, plant and equipment:
Depreciation is provided using the Straight Line Method based on useful life of the assets prescribed in Schedule II to the Act,2013.

Estimated useful life of the assets are as follows:

Property Plant & Equipment	Useful life (in years)
Furniture & Fixtures	10
Computers and Hardware	3
Office Equipment	5

The assets' residual values, useful life and methods of depreciation are reviewed at each reporting period and adjusted prospectively for any change in estimate, if appropriate. Changes in expected useful life are treated as change in accounting estimate.

d) Intangible assets
Intangible assets acquired separately are measured on initial recognition at cost. The useful life of intangible assets are assessed as either finite or indefinite.

Following, initial recognition, intangible assets with finite life are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the Statement of Profit and Loss in the period/year in which the expenditure is incurred.

Intangible assets with finite life are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as

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changes in accounting estimates. The amortisation expense on intangible assets with finite life is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss.

Amortisation of intangible assets:
Intangible assets are amortized on straight line basis as per the following useful life:

Intangible asset	Useful life (in years)
Computer Software	3
Trademark	5-15
Web Portal Development	3

Research and development costs:

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

e) Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date. If there is any indication of impairment based on internal / external factors, an impairment loss is recognised, i.e. wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net fair value and value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or Cash Generating Unit (CGU) exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

The Group bases its impairment calculation on most recent budgets and forecast calculations, which are prepared for the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognised in the Statement of Profit and Loss.
For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication

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exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

f) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

- Finished goods: Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.

- Stock in Trade: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion necessary to make the sale.

An inventory provision is recognised for cases where the net realisable value is estimated to be lower than the inventory carrying value. The net realisable value is estimated taking into account various factors, including obsolescence of material due to design change, process change etc., unserviceable items i.e. items which cannot be used due to deterioration in quality or due to shelf life or damaged in storage and ageing of material i.e. slow moving/non-moving prevailing sales prices of inventory.

g) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement:
All financial assets and liabilities are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

Financial Assets

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price as disclosed in section 2B(i) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial

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assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model

Financial Liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.
All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.
Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement:

i. Financial assets

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value though profit or loss

Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:
a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified, or impaired.

The Group's financial assets at amortised cost includes trade and other receivables and loans to employees.

Financial assets at fair value through other comprehensive income (FVTOCI) (debt instruments)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

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Financial Assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the Statement of Profit and Loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment. The Group elected to classify irrevocably its non-listed equity investments under this category.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the Statement of Profit or Loss.

ii. Financial liabilities

Financial liabilities at fair value through Profit or Loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

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Derecognition

Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in Statement of Profit and Loss if such gain or loss would have otherwise been recognised in Statement of Profit and Loss on disposal of that financial asset.

Financial Liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit or Loss.

Impairment of financial assets:

In accordance with Ind AS 109, the Group applies simplified expected credit loss (ECL) model for measurement and recognition of impairment loss for trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind-AS 115 and do not contain significant financing components.

The Group applies general approach for recognition of expected credit losses on all other financial assets.

The Group assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Trade receivables are written off when there is no reasonable expectation of recovery

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.





Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in profit or loss.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss on the reclassification date.

h) **Revenue recognition:**

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of discounts offered by the Group as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.
The Group identifies the performance obligations in its contracts with customers and recognises revenue as and when the performance obligations are satisfied. The specific recognition criteria described below must also be met before revenue is recognised.

Sale of products:

Revenue is recognised upon transfer of control of promised products to customer in an amount that reflects the consideration which the Group expects to receive in exchange for products. Revenue from the sale of products is recognised when products are delivered to customer. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers.

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Contacts where the Group's obligation is to arrange for the provision of goods and services by another party, the Group recognizes revenue in the amount of the commission to which it expects to be entitled in exchange for arranging for the provision of goods and services.
Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

Rendering of services:

Income from services are recognised as and when the services are rendered.

Market place income :

The Group's B2B marketplace service generates revenue primarily from transaction fee paid by vendors in marketplace. Revenue related to transaction fees and any related fulfilment fees earned from these arrangements are recognised when the services are rendered, which generally happens at the time underlying sales has been concluded.

Marketing Support Revenue

- The Group recognizes marketing income i.e. visibility services provided by the Group to various brands at retail outlets of the Group. Revenue from advertisement services is recognised when advertisement is displayed.

- Advertising revenue is derived from displaying web and application based banner ads and sale of online advertisements. Revenue from banner advertisement is recognised pro rata over the period of display of advertisement as per contract.

- Revenue from sale of online advertisements is recognised based on output method and the Group applies the practical expedient to recognize advertising revenue in the amount to which the Group has a right to invoice upon rendering of services.

ii. Contract balances:

- **Contract assets**
  A contract asset is the right to consideration in exchange for products or services transferred to the customer. If the Group performs by transferring products or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

- **Trade receivables**
  A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section - Financial instruments – initial recognition and subsequent measurement.

- **Contract liabilities**
  A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

i) Interest income:

Interest income is accrued on time basis, by reference to the principle outstanding and using the effective interest rate method. Interest income is included under the head "other income" in the Statement of Profit and Loss.

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Notes to Consolidated Financial Statements

j) **Provisions**

A provision is recognized when the Group has a present legal or constructive obligation as a result of past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.
Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

k) **Foreign currency transactions**

Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

Foreign currency transactions and balances

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange differences

Exchange differences arising on settlement or translation of other monetary items or on reporting monetary items at rates different from those at which they were initially recorded during the period/year, or reported in previous financial statements, are recognized as income or as expenses in the Statement of Profit and Loss in the period/year in which they arise.

Translation of financial statements of foreign entities

Translation of financial statements of foreign entities. On consolidation, the assets and liabilities of foreign operations are translated into (Indian Rupees) at the exchange rate prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the Group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in Consolidated Statement of OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to Consolidated Statement of Profit and Loss.

Net investments in foreign operation

Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in profit or loss.

l) **Employee benefits**

All short term employee benefits such as salaries, incentives, medical benefits which are expected to be settled wholly within 12 months after the end of the period in which the employee renders the related services which

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entitles him to avail such benefits are recognized on an undiscounted basis and charged to the Statement of Profit and Loss.

Post-employment benefits

i. ***Defined Contribution Plans:***
Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the period/year when the contribution to the funds is due. There are no other obligations other than the contribution payable to the fund. The Group recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

m) Borrowing cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred. Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowing to the extent they are regarded as adjustment to the interest cost.

n) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability – or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.
The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The management assessed that cash and cash equivalents, trade receivables, advances, trade payables, bank overdraft and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The management selects appropriate valuation techniques using discounted cash flow model when the fair value of the financial assets and liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. External valuers are involved for valuation of significant assets and liabilities. The management selects external valuer on various criteria such as market knowledge, reputation, independence and whether professional standards are maintained by valuer. The management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

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For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

o) **Income taxes**

Tax expense comprises current and deferred tax.

Current income tax

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Group operates.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences except :

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences and the carry forward of any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized except :

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Current tax and deferred tax are measured using the tax rates and tax laws enacted or substantively enacted, at the reporting date. Current income tax and deferred tax relating to items recognized outside profit and loss is recognized outside profit and loss (either in OCI or in equity). The Group periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.





p) **Cash and cash equivalents**

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, and other short term highly liquid investments which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

q) **Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability butdiscloses its existence in the financial statements. The Company does not recognise a contingent liability but discloses its existence and other disclosures in the notes to the financial statements unless the possibility of any outflow in settlement is remote.

r) **Earnings per share**

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, except where the result would be anti-dilutive.

s) **Segment reporting**

The Group is engaged in the business of selling beauty, wellness, fitness, personal care, health care, skin care, hair care and other related products on/through e-commerce, m-commerce, internet, stores, stalls, etc. in India and also outside India. The Group's business activity falls within a single primary business segment, i.e. Others. Accordingly, disclosures as required under IND AS 108, Operating Segments, have not been separately presented in the financial statements since the information is available directly from the Statement of Profit and Loss.

2D. Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities, at the end of the reporting period. Such judgments, estimates and associated assumptions are evaluated based on historical experience and various other factors, including estimation of the effects of uncertain future events, which are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The following are the critical judgements and estimations that have been made by the management in the process of applying the Company's accounting policies and that have the most significant effect on the amount recognised

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in the financial statements and/or key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

I. **Estimates and assumptions:**

a. **Fair Value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

b. **Income taxes**

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

c. **Deferred Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilised. In assessing the probability The Group considers whether the entity has sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity, which will result in taxable amounts against which the unused tax losses or unused tax credits can be utilised before they expire. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. The Group has recognised deferred tax assets on the unused tax losses and other deductible temporary differences since the management is of the view that it is probable the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets.

d. **Business combination:**

In accounting for business combinations, judgment is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets acquired (including useful life estimates), liabilities assumed, and contingent consideration assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the results of operations.

e. **Provisions**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

f. **Impairment of financial assets:**

The impairment provisions for financial assets depending on their classification are based on assumptions about risk of default, expected cash loss rates, discounting rates applied to these forecasted future cash flows, recent transactions and independent valuer's report. The Group uses judgement in making these assumptions and

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selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

g. Measurement of fair value of non-marketable equity investments:

These instruments are initially recorded at cost and subsequently measured at fair value. Fair value of investments is determined using the income approaches. The income approach includes the use of discounted cash flow model, which requires significant estimates regarding the investees' revenue, costs, and discount rates based on the risk profile of comparable companies. Estimates of revenue and costs are developed using available historical and forecast data.

h. Provision for expected credit losses of trade receivables and contract assets:

The Group uses a simplified approach to determine impairment loss allowance on the portfolio of trade receivables. This is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may not be representative of customer's actual default in the future.

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Notes to the consolidated financial statements as at and for the year ended March 31, 2026
(Amounts in ₹ millions, unless stated otherwise)

Note 3
Property, plant and equipment

Particulars	Furniture & Fixtures	Computer	Office Equipment	Total
Gross carrying amount				
As at April 1, 2024	**44.92**	**2.53**	**0.61**	**48.06**
Additions	96.07	0.26	2.48	98.81
Disposals/transfers	-	-	-	-
Foreign exchange gain (net)	0.75	0.06	0.30	1.11
As at March 31, 2025	**141.74**	**2.85**	**3.39**	**147.98**
Additions	222.89	7.71	7.07	237.67
Disposals/transfers	-	-	-	-
Foreign exchange gain (net)	14.95	0.12	(0.01)	15.06
As at March 31, 2026	**379.58**	**10.68**	**10.45**	**400.71**
Accumulated depreciation				
As at April 1, 2024	**2.25**	**0.28**	**0.02**	**2.55**
Depreciation charge for the year	15.17	0.62	0.63	16.42
Disposals/adjustments	-	-	-	-
As at March 31, 2025	**17.42**	**0.90**	**0.65**	**18.97**
Depreciation charge for the year	52.10	1.67	1.48	55.25
Disposals/adjustments	-	-	-	-
As at March 31, 2026	**69.52**	**2.57**	**2.13**	**74.22**
Net Carrying Amount				
As at March 31, 2026	**310.06**	**8.11**	**8.32**	**326.49**
As at March 31, 2025	**124.32**	**1.95**	**2.74**	**129.01**

Note 4
Capital work-in-progress

Particulars	Amount
As at April 01, 2024	-
Addition	22.34
Capitalisation	-
As at March 31, 2025	**22.34**
Addition	0.74
Capitalisation	(9.63)
Foreign exchange gain (net)	2.45
As at March 31, 2026	**15.90**

Capital work-in-progress ageing schedule

Particulars	Amount lying in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2026	0.74	15.16	-	-	**15.90**
As at March 31, 2025	22.34	-	-	-	**22.34**

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Note 5

Intangible assets

Particulars	Computer Softwares	Web Portal Development	Trademark	Total
Gross carrying amount				
As at April 1, 2024	**18.61**	**-**	**-**	**18.61**
Additions	-	-	8.84	8.84
Disposals/transfers	(7.19)	-	-	(7.19)
Foreign exchange gain (net)	0.45	-	-	0.45
As at March 31, 2025	**11.87**	**-**	**8.84**	**20.71**
Additions	4.65	66.39	-	71.04
Disposals/transfers	-	-	-	-
Foreign exchange gain (net)	(0.86)	-	1.49	0.63
As at March 31, 2026	**15.66**	**66.39**	**10.33**	**92.38**
Accumulated depreciation				
As at April 1, 2024	**0.08**	**-**	**-**	**0.08**
Amortisation charge for the year	2.00	-	1.81	3.81
Disposals/adjustments	-	-	-	-
As at March 31, 2025	**2.08**	**-**	**1.81**	**3.89**
Amortisation charge for the year	3.38	11.56	1.90	16.84
Disposals/adjustments	0.14	1.23	0.84	2.21
As at March 31, 2026	**5.60**	**12.79**	**4.55**	**22.94**
Net Carrying Amount				
As at March 31, 2026	**10.06**	**53.60**	**5.78**	**69.44**
As at March 31, 2025	**9.79**	**-**	**7.03**	**16.82**

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Note 6

Right of Use Assets

Particulars	Right of Use Assets
Gross carrying amount	
As at April 1, 2024	**25.27**
Additions	39.81
Disposals	-
Foreign exchange gain (net)	0.62
As at March 31, 2025	**65.70**
Additions	277.39
Disposals	(28.54)
Foreign exchange gain (net)	-
As at March 31, 2026	**314.55**
Accumulated depreciation	
As at April 1, 2024	**4.04**
Depreciation charge for the year	20.07
Disposals	-
As at March 31, 2025	**24.11**
Depreciation charge for the year	74.14
Disposals	(28.54)
As at March 31, 2026	**77.16**
Net Carrying Amount	
As at March 31, 2026	**237.39**
As at March 31, 2025	**41.59**

Note 7

Intangible assets under development ('IAUD')

Particulars	Amount
As at April 1, 2024	-
Addition	20.98
Capitalisation	-
As at March 31, 2025	**20.98**
Addition	-
Capitalisation	(20.98)
As at March 31, 2026	-

Particulars	Amount of the IAUD for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2026	-	-	-	-	-
As at March 31, 2025	20.98	-	-	-	20.98

1) There are no overdue or cost overrun projects compared to its original plan and no periods which are temporarily suspended, on the above-mentioned reporting dates.

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Note 8

Other financial assets (Non Current)

Particulars	As at March 31, 2026	As at March 31, 2025
Security deposits(Unsecured,considered good)	33.48	13.18
Total	**33.48**	**13.18**

Note 9

Income tax

a) The major components of income tax expense / (benefit) are:

(i) Income Tax expense/ (benefit) recognised in Statement of Profit or Loss:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Deferred tax:		
In respect of current year	4.75	(5.00)
In respect of Deferred tax of earlier years	(2.71)	-
Income tax benefit reported in the Statement of Profit and Loss	**2.04**	**(5.00)**

(ii) Expense/ Benefit recognised in other comprehensive income

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Deferred tax		
Remeasurement gain of defined benefit plans	0.07	0.03
Income tax benefit reported in the other comprehensive income	**0.07**	**0.03**

Reconciliation of tax benefit and the accounting loss multiplied by India's domestic tax rate for March 31, 2026 and March 31, 2025:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Loss before tax	(464.63)	(295.41)
Applicable tax rate	25.17%	25.17%
Tax using the Company's domestic tax rate	(116.95)	(74.35)
Tax effect of:		
Deferred tax asset not created on losses from foreign subsidiary	116.81	69.25
Others (mainly includes permanent differences)	2.18	0.11
Total tax benefit	2.04	(5.00)
Tax benefit recognized in the Statement of Profit and Loss	**2.04**	**(5.00)**
Effective tax rate	**-0.44%**	**1.69%**

Deferred tax:

i. Deferred tax assets and liabilities are attributable to the following:

Particulars	As at March 31, 2026	As at March 31, 2025
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis		
Tax Losses	15.74	19.20
Provision for Inventory	0.01	0.01
Provision for Expected Credit Loss	3.14	2.48
Others		
Expenses allowed on payment basis	1.18	0.12
Timing difference between book depreciation and depreciation as per the Income-tax Act, 1961	(0.21)	0.02
Deferred tax assets (A)	**19.86**	**21.83**
Impact of difference between tax depreciation / amortisation and depreciation / amortisation as per books	-	-
Deferred tax liabilities (B)	**-**	**-**
Deferred tax assets (net) (C=A-B)*	**19.86**	**21.83**

* Refer note 47

ii. Reconciliation of deferred tax assets (net):

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	21.83	16.81
Tax benefit during the period recognised in Statement of Profit and Loss	(2.04)	5.00
Tax benefit during the period recognised in OCI	0.07	0.03
Deferred Tax credit for unrecognised business loss of earlier years		
Closing balance	**19.86**	**21.83**

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Note 10

Inventories (valued at lower of cost or net realisable value)

Particulars	As at March 31, 2026	As at March 31, 2025
Stock-in-trade	196.98	140.55
Total	**196.98**	**140.55**

The inventory includes good-in-transit as follows:
Stock-in-trade - As at March 31, 2026 ₹ Nil (March 31, 2025 ₹ 6.41 Mn)

During the year ended March 31, 2026, ₹ 4.21 Mn (March 31, 2025: ₹ Nil) is recognised as provision taking into account various factors, including obsolescence of material, unserviceable items and ageing of material.

Note 11

Trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables - Unsecured, Considered Good	69.92	37.49
Trade receivables - credit impaired	12.49	9.84
Less: Allowances for expected credit loss (Refer note 43)	(12.49)	(9.84)
Total	**69.92**	**37.49**

(For details of trade receivables with related party, refer Note 38 - Related Party Transactions)

Gross Trade receivables aging schedule

March 31, 2026

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - Unsecured, considered good	28.04	3.72	26.37	11.79	-	-	69.92
Undisputed Trade Receivables - credit impared	-	-	0.05	12.44	-	-	12.49
Total	**28.04**	**3.72**	**26.42**	**24.23**	**-**	**-**	**82.41**

March 31, 2025

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - Unsecured, considered good	0.03	23.31	14.15	-	-	-	37.49
Undisputed Trade Receivables - credit impared	-	-	9.84	-	-	-	9.84
Total	**0.03**	**23.31**	**23.99**	**-**	**-**	**-**	**47.33**

Note 12

Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Cash in hand	1.43	0.81
Deposits with original maturity of less than three months		
- With Banks	-	16.00
Balances with banks in current accounts	327.95	45.99
Total	**329.38**	**62.80**

Note 13

Other financial assets (Current)

Particulars	As at March 31, 2026	As at March 31, 2025
Receivable from payment gateway / cash collection vendors	0.85	3.21
Interest accrued on deposit but not due	-	0.01
Total	**0.85**	**3.22**

Movement in Interest accrued on deposits but not due:

Particulars	As at Mar 31, 2026	As at March 31, 2025
Opening balance	0.01	-
Interest earned during the year	-	2.56
Payment received	(0.01)	(2.55)
Closing balance	**-**	**0.01**

Note 14

Other current assets

Particulars	As at March 31, 2026	As at March 31, 2025
Advance to suppliers (Unsecured, considered good)	26.08	42.54
Advance given to employees (Unsecured, considered good)	-	0.23
Prepaid Expenses	23.03	4.15
Balance with statutory / government authorities	82.99	67.09
Total	**132.10**	**114.01**

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Note 15
Equity Share Capital
i) Authorised Share Capital

Particulars	Equity Shares	
	Numbers	Amount
i) Authorised Share Capital		
As at April 1, 2024	**3,00,00,000**	**300.00**
Increase during the year	2,00,00,000	200.00
As at March 31, 2025	**5,00,00,000**	**500.00**
Increase during the year	-	-
As at March 31, 2026	**5,00,00,000**	**500.00**

Terms/ rights attached to equity shares
The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

ii) Issued, subscribed and fully paid up equity capital of INR 10 each issued

Particulars	Equity shares	
	Numbers	Amount
As at April 1, 2024	**2,50,78,000**	**250.78**
Issued during the year	2,00,00,000	200.00
As at March 31, 2025	**4,50,78,000**	**450.78**
Issued during the year	-	-
As at March 31, 2026	**4,50,78,000**	**450.78**

iii) Shares held by holding company (along with nominee shareholders)

Out of equity shares issued by the company, shares held by its holding company is as below:

Particulars	As at March 31, 2026	As at March 31, 2025
FSN E-Commerce Ventures Limited (Holding Company) 4,50,78,000 (March 31, 2025: 4,50,78,000) equity shares of Rs 10/- each	450.78	450.78

iv) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2026		As at March 31, 2025	
	No. of shares	% holding	No. of shares	% holding
FSN E-Commerce Ventures Limited (Holding Company)	4,50,78,000	100.00%	4,50,78,000	100.00%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

v) There are no bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately

vi) Details of promoter shareholding alongwith nominee shareholders

As at March 31, 2026

Promoter Name	Description	No. of shares at the beginning of the year	% of total Shares	No. of shares at the end of the year	% of total shares	% change during the year
FSN E-Commerce Ventures Limited (Holding Company)	Equity shares of ₹ 10 each fully paid	4,50,78,000	100.00%	4,50,78,000	100.00%	0.00%
		4,50,78,000	**100.00%**	**4,50,78,000**	**100.00%**	**0.00%**

As at March 31, 2025

Promoter Name	Description	No. of shares at the beginning of the year	% of total Shares	No. of shares at the end of the year	% of total shares	% change during the year
FSN E-Commerce Ventures Limited (Holding Company)	Equity shares of ₹ 10 each fully paid	2,50,78,000	100.00%	4,50,78,000	100.00%	0.00%
		2,50,78,000	**100.00%**	**4,50,78,000**	**100.00%**	**0.00%**

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Note 16
Other equity

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Retained earnings		
Opening balance	(380.25)	(205.75)
Add: (Loss) during the year	(285.09)	(174.50)
Closing balance (A)	**(665.34)**	**(380.25)**
(ii) Other comprehensive income		
Opening balance	1.77	0.08
Add: Other comprehensive income for the year	14.63	1.69
Closing balance (B)	**16.40**	**1.77**
(iii) Capital Contribution from Holding Company		
Opening balance	1.77	1.77
Add : Additions during the year	-	-
Closing balance (C)	**1.77**	**1.77**
Total (A+B+C)	**(647.17)**	**(376.71)**

Nature and purpose of reserves

(i) Retained earnings: Retained Earnings are the profits / (losses) that the Company has earned till date, less any dividends or other distributions paid to shareholders.

(ii) Other Comprehensive Income: This represents the cumulative gains and losses arising on remeasurement of defined employee benefit plan & Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in foreign currency translation reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off

(iii) Capital Contribution from Holding Company:
Loan from Holding Company: Fair valuation of loans taken from parent on initial recognition.

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Note 17
Borrowings (Non Current)

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured at amortised cost		
Loan from holding Company	640.60	-
Total	**640.60**	**-**

A) Terms of loan from holding company

1)The above loan carry an interest rate referenced to the government security rate close to the tenor of the loan and mutually agreed spread.
2)The above loan is for a period of 3 years and interest rate being charged is 8-9% p.a.

B) Refer Note 43 for maturity profile of borrowings.

Note 18
Lease liabilities (non-current)

Particulars	As at March 31, 2026	As at March 31, 2025
Payable for lease liabilities (refer note 36)	152.13	13.83
Total	**152.13**	**13.83**

Note 19
Long-term provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for gratuity (refer note 37(A))	5.53	0.21
Total	**5.53**	**0.21**

Note 20
Borrowings (current)

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured		
Loan from holding Company	-	106.90
Total	**-**	**106.90**

Note 21
Lease liabilities (current)

Particulars	As at March 31, 2026	As at March 31, 2025
Payable for lease liabilities (refer note 36)	86.53	32.67
Total	**86.53**	**32.67**

Note 22
Trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of trade payables other than micro enterprises and small enterprises	353.12	185.35
Total	**353.12**	**185.35**

Notes :
1. Refer note 38 for payables to related parties
2. Trade payables are generally non interest bearing.

Trade payables aging schedule

March 31, 2026

Particulars	Current but not due	Outstanding for following periods from due date of transaction				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	1.93	245.30	105.89	-		353.12
Total	**1.93**	**245.30**	**105.89**	**-**	**-**	**353.12**

March 31, 2025

Particulars	Current but not due	Outstanding for following periods from due date of transaction				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	0.53	184.82	-	-	-	185.35
Total	**0.53**	**184.82**	**-**	**-**	**-**	**185.35**

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Note 23
Other financial liabilities (Current)

Particulars	As at March 31, 2026	As at March 31, 2025
Measured at amortised cost		
Employee related liabilities	16.02	19.66
Accrued expenses	105.89	57.23
Payable to market-place vendors	24.23	41.24
Interest accrued but not due on borrowings	3.87	0.52
Total	**150.01**	**118.65**

Refer note 38 for payables to related parties

Movement in Interest accrued but not due and finance charge:

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	0.52	0.49
Interest and Finance charge accrued during the year (excluding amortisation impact)	30.55	4.77
Payment of interest and Finance charge during the year	(27.20)	(4.74)
Closing balance	**3.87**	**0.52**

Note 24
Short-term provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for Gratuity (refer note 37(A))	0.89	0.00*
Provision for Compensated absences	2.28	0.30
Total	**3.17**	**0.30**

Company.

Note 25
Contract liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred revenue (Provision for Reward points)	3.20	1.43
Total	**3.20**	**1.43**

Movement in provision for reward points:

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	1.43	-
Provision made during the year	1.77	1.43
Provision utilised during the year	-	-
Closing balance	**3.20**	**1.43**

Note 26
Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory dues	5.72	15.85
Advance from customers	0.82	-
Total	**6.54**	**15.85**

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Note 27
Revenue from operations

Particulars	For the period ended March 31, 2026	For the year ended March 31, 2025
A. Sale of products	481.11	189.00
B. Sale of services		
Income from marketplace services	1.21	17.41
Marketing support revenue	18.55	3.56
C. Other Operating Revenue		
Logistics service income (shipping and delivery charges)	5.87	29.60
Total	**506.74**	**239.57**

Particulars	For the period ended March 31, 2026	For the year ended March 31, 2025
Within India	18.55	3.56
Outside India	488.19	236.01
Total	**506.74**	**239.57**

(A) Disaggregation of revenue from contracts with customers

The Group derives its major revenue from sale of products through offline channels and commission on sale of products on selected platform and retail stores.

(B) Reconciliation between the contract price and revenue from contracts with customers

Particulars	For the period ended March 31, 2026	For the year ended March 31, 2025
Contract price	509.94	241.00
Revenue recognised in the period from:		
Revenue recognised in the current year from contract liability:		
Advance from customer	-	-
Reward Point	-	-
Revenue deferred in the current year towards unsatisfied performance obligation:		
Advance from customer	-	-
Reward point	(3.20)	(1.43)
Revenue from operations	**506.74**	**239.57**

(C) Contract Balances

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Receivables (refer note 11)	69.92	37.49
Contract Liabilities (refer note 25)	3.20	1.43

Note 28
Other income

Particulars	For the period ended March 31, 2026	For the year ended March 31, 2025
(a) Interest Income		
Interest Income on IT Refund	-	0.00*
Interest Income on Fixed deposits	1.39	2.55
(b) Other non-operating income		
Miscellaneous income	1.54	1.24
Foreign exchange gain (net)	8.81	5.48
Total	**11.74**	**9.27**

*Numbers are below one million under the rounding off convention adopted by the Company.

Note 29
Purchase of traded goods

Particulars	For the period ended March 31, 2026	For the year ended March 31, 2025
Purchases of traded goods	339.06	172.64
Total	**339.06**	**172.64**

Note 30
Changes in inventories of stock-in-trade

Particulars	For the period ended March 31, 2026	For the year ended March 31, 2025
Stock- in-trade		
Opening balance	140.55	80.13
Closing balance	196.98	140.55
Total	**(56.43)**	**(60.42)**

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Notes to the consolidated financial statements for the year ended March 31, 2026
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Note 31
Employee benefits expense

Particulars	For the period ended March 31, 2026	For the year ended March 31, 2025
Salaries, Wages and Bonus	218.30	192.10
Contribution to provident fund	2.41	0.63
Gratuity expenses	3.98	0.05
Compensated expenses	0.69	0.17
Staff welfare expenses	5.28	2.58
Total	**230.66**	**195.53**

Note 32
Finance costs

Particulars	For the period ended March 31, 2026	For the year ended March 31, 2025
Interest expenses on lease liabilities (refer note 38)	10.15	1.77
Interest expenses on inter company loan	30.55	4.77
Total	**40.70**	**6.54**

Note 33
Depreciation and amortisation expense

Particulars	For the period ended March 31, 2026	For the year ended March 31, 2025
Depreciation of property, plant and equipment (refer note 3)	55.25	16.42
Depreciation of Right-of-use assets (refer note 6)	74.14	20.07
Amortisation of Intangible assets (refer note 5)	16.84	3.81
Total	**146.23**	**40.30**

Note 34
Other expenses

Particulars	For the period ended March 31, 2026	For the year ended March 31, 2025
Marketing & Advertisement Expense	125.66	77.56
Legal and Professional Fees	30.12	21.41
Web & Technology Expenses	22.14	3.69
Payment Gateway Charges	0.16	4.46
Membership & Subscription Expenses	1.18	5.79
Freight outward	15.82	39.04
Travelling & Conveyance Expenses	4.59	2.04
Printing & Stationery	0.31	0.28
Communication Expenses	1.85	2.23
Commission on sales	3.22	3.24
Rates & Taxes	6.47	4.03
Warehouse Operation Management Expense	0.20	-
Insurance Expenses	4.51	3.07
Rent and Maintenance Expenses	19.15	20.04
Recruitment Expenses	0.66	1.70
Repairs & Maintenance - Others	0.32	-
Outsourced warehouse manpower cost	6.76	2.67
Security Expenses	2.13	0.49
Director Sitting Fees	2.35	0.03
Electricity Charges	9.25	1.82
Bank charges	6.92	2.40
Auditor's remuneration :		
- Audit fees	7.48	0.76
- Other Matters	-	0.38
- Out of pocket expenses	0.06	0.06
Allowance for Expected Credit Loss	2.66	(9.60)
Miscellaneous Expenses	8.92	2.07
Total	**282.89**	**189.66**

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Note 35
Basic & diluted earnings per share

Particulars	For the period ended March 31, 2026	For the year ended March 31, 2025
Nominal value of per equity share	10/-	10/-
Loss after tax (A)	(466.67)	(290.41)
Loss attributable to equity shareholders of the parent (A)	(285.09)	(174.50)
Total number of shares outstanding during the year	4,50,78,000	4,50,78,000
Weighted average number of equity shares outstanding during the year (B)	4,50,78,000	4,14,51,626
Basic earnings per share (A/B)	**(10.35)**	**(4.21)**
Weighted average number of diluted equity shares (C)	4,50,78,000	4,14,51,626
Diluted earnings per share (A/C)	**(10.35)**	**(4.21)**

Note 36
Leases
The Group as lessee
The Group has lease contracts for premises obtained for stores and warehouses. Leases of premises generally have lease terms of 1.5 to 3 years.
The Group's obligations under its leases are secured by the lessor's title to the leased assets.
The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

Set out below are the carrying amounts of lease liabilities (included under lease liabilities) and the movements during the year:

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	**46.50**	**21.53**
Addition	248.85	39.81
Accretion of interest	10.15	1.77
Payments	(66.84)	(16.61)
Closing balance	**238.66**	**46.50**
Current	86.53	32.67
Non-current	152.13	13.83
Total	**238.66**	**46.50**

The effective interest rate for lease liabilities as at March 31, 2026 ranges between 6% to 10.23% (March 31, 2025 :6%)
The maturity analysis of lease liability is disclosed in note 43
The following are the amounts recognized in Statement of Profit and Loss:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation expenses of right of use assets	74.14	20.07
Interest expenses on lease liabilities	10.15	1.77
Variable and short term lease payments*	19.15	20.04
Total amount recognised in Statement of Profit and Loss	**103.44**	**41.88**

* Includes maintainence charges

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Note 37(A)
Defined benefit plan and other long term employee benefit plan:

I) **Defined contribution plan**
During the year, the Group has made contribution/provision to provident fund stated under defined contribution plan amounting to ₹ 2.41 Mn (March 31, 2025 : ₹ 0.63 Mn) and the same has been recognised as an expense in the Statement of Profit and Loss.

II) **Defined benefit plan**
The Group operates a defined benefit gratuity plan for its employees. The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving.

The Group has provided for gratuity based on actuarial valuation done as per projected unit credit method.

A. The following tables set out the funded status of the gratuity plan and the amounts recognised in the Group's financial statements as at March 31, 2026 and March 31, 2025:

Particulars	As at March 31, 2026	As at March 31, 2025
Amount to be recognised in balance sheet		
Present value of defined benefit obligation	6.42	0.21
Less: Fair value of plan assets	-	-
Funded status – deficit / (surplus)	6.42	0.21
Net liability recognised in balance sheet	**6.42**	**0.21**
Current	0.89	0.00*
Non-current	5.53	0.21

*Numbers are below one million under the rounding off convention adopted by the company.

i) Changes in the present value of defined benefit obligation

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Reconciliation of defined benefit obligation		
Opening defined benefit obligation	0.21	-
Current service cost	3.32	0.05
Past service cost	0.58	-
Interest cost	0.08	-
Actuarial loss in obligation for year ended due to changes in financial assumptions	0.01	0.01
Actuarial loss in obligation for year ended due to changes in demographic assumptions	(0.18)	0.08
Actuarial loss in obligation for year ended due to changes in experience adjustments	0.43	0.01
Liability assumed	1.97	0.05
Closing defined benefit obligations	**6.42**	**0.21**

ii) Amount for the year ended March 31, 2026 and March 31, 2025 recognised in the Statement of Profit and Loss under employee benefit expenses and other comprehensive income

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current service cost	3.32	0.05
Past service cost	0.58	-
Interest expenses	0.08	-
Amount recognised in Statement of Profit and Loss	**3.98**	**0.05**
Actuarial loss in obligation for year ended due to changes in financial assumptions	0.01	0.01
Actuarial loss in obligation due to changes in demographic assumptions	(0.18)	0.08
Actuarial loss in obligation for year ended due to changes in experience adjustments	0.43	0.01
Amount recognised in Other Comprehensive Income (OCI)	**0.26**	**0.10**

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B The principal assumptions used in determining gratuity obligations for the Group's plans are shown below:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Mortality table	IALM (2012-14)	IALM (2012-14)
Discount rate	6.55%	6.65%
Future salary increases	7.00%	7.00%
Withdrawal rates	26.57% for managers and above 38.67% for frontline staff	22% for managers and above 30% for frontline staff
IALM - Indian Assured Lives Mortality (Ultimate)	IALM (2012-14)	IALM (2012-14)

The discount rate is based on the prevailing market yields of Government of India Bonds as at the Balance Sheet date for the estimated terms of the obligations.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

C The following payments are expected contributions to the defined benefit plan in future years:

Particulars	As at March 31, 2026	As at March 31, 2025
Within the next 12 months (next annual reporting period)	0.89	0.00*
Between 2 and 5 years	5.21	0.12
Between 6 and 9 years	0.98	0.13
10 & Above following years	0.47	0.09
Total expected payments	**7.55**	**0.34**

*Numbers are below one million under the rounding off convention adopted by the group.
The average duration of defined benefit plan obligation at the end of the reporting period is 3.71 years (March 31,2025: 6.63 years).

D Sensitivity analysis
The sensitivity analysis of significant actuarial assumption as of end of reporting period is shown below:

Particulars	Pre-tax impact (decrease) / increase in liability	
	As at March 31, 2026	As at March 31, 2025
Discount rate (-/+ 1%)		
Decrease by 100 basis points	0.14	0.01
Increase by 100 basis points	(0.13)	(0.01)
Future salary increase (-/+ 1%)		
Decrease by 100 basis points	(0.12)	(0.01)
Increase by 100 basis points	0.13	0.01

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period and assuming there are no other changes in the market conditions. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

These plans typically expose the Group to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

(A) Interest risk - A decrease in the discount rate will increase the plan liability.

(B) Longevity risk – The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

(C) Salary risk – The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

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Note 37(B)
Share based payments

Under the Employees Stock Option Scheme – 2017 ("2017 Scheme), the stock options as part of the Holding company were granted to certain employees of the Company. In most cases, the exercise price of the share options is equal to the market price of the underlying shares on the date of grant. Vesting period of options are 3 to 4 years and options are vested equally over the vesting period. Vested options are exercisable as per the terms of the option plan, provided the employee is in employment of the Company on the date of the vesting of the stock options and should not be serving his notice period. The fair value of the share options is estimated at the grant date using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the share options were granted.

The Company has recognised an expense of ₹ Nil (March 31, 2025: ₹ Nil) arising from equity settled share based payment transactions for employee services received during the year.

As at the end of the given period, details and movements of the outstanding options are as follows:

Options granted under ESOS 2017

	As at March 31, 2026	As at March 31, 2025
Options outstanding at the beginning of the year	-	-
Transferred in during the year	31,800	-
Options granted during the year	-	-
Options forfeited during the year	(20,450)	-
Options expired/lapsed during the year	-	-
Options exercised during the year	(10,000)	-
Options outstanding at the end of the year	**1,350**	-
For options outstanding at the end of the year:		
Exercise price	₹ 226.33	-
Weighted average remaining contractual life (in years)	2.16	-

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The volatility is based on annualised standard deviation of the continuously compounded rates of return based on the peer companies and competitive stocks over a period of expected life. The Holding company has determined the market price on grant date based on the closing price of stock on NSE Index, as on the grant date.

The weighted average share price at the date of exercise of options exercised during the the year was ₹ 249.7 (March, 2025 ₹ Nil)

Expenses arising from share-based payment transactions
The total expenses arising from share-based payment transactions recognised were as follows:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Stock based compensation expense determined under fair value method recognised in statement of profit or loss	Nil	Nil

Note: During the year, certain employees holding stock options under the 2017 Scheme were transferred from a fellow subsidiary to the Company. All options held by these employees had either vested or been forfeited prior to their transfer. The outstanding options as at the balance sheet date represent vested but unexercised options. Accordingly, no share-based payment expense or liability has been recognised by the Company during the year in respect of these options.

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38 Note 38
Related party transactions

Nature of relationship	Name of entity
Holding company*	FSN E-Commerce Ventures Limited
Fellow subsidiary*	Nykaa E Retail Limited FSN Brands Marketing Private Limited Nykaa-KK Beauty Private Limited Nykaa Fashion Limited (formerly known as Nykaa Fashion Private Limited) Nykaa Foundation# Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Subsidiary*	FSN Global FZE Nykaa International UK Limited Nessa International Holdings Limited
Step down subsidiary	Nyssa Beauty LLC* Nysaa International for Wholesale and Retails Trade Co. SPC (Kuwait) (w.e.f. June 5, 2024) Nysaa Cosmetics Trading (Qatar) (w.e.f. June 26, 2024) Nysaa Trading LLC (Saudi) (w.e.f. September 20, 2024) Nysaa Distribution FZE (UAE) (w.e.f. October 22, 2024) * Nysaa Cosmetics SPC (Oman) (w.e.f. January 23, 2025) Nysaa Beauty Bahrain W.L.L Company (w.e.f August 28, 2024)

*Where there are transactions during the current or previous year.

Directors and Key Management Personnel (KMP)

Mr Sanjay Nayar	Director
Mr Seshashayee Sridhara	Director
Mr Aayush Bansal#	Chief Financial Officer (w.e.f. August 8,
Mr Tanuj Dhingra#	Chief Financial Officer (w.e.f. November
Mr Arun Sharma#	Company Secretary (till August 6, 2025)
Ms Mrunal Brahmabhatt#	Company Secretary (w.e.f. January 30,
Mr Sujeet Jain#	Director
Mr P Ganesh#	Director
Mr Amit Vora#	Manager (w.e.f. August 8, 2025)

Where there are no transactions during the current or previous year

Particulars	Nature of transactions	Transactions during the year ended March 31, 2026	Outstanding balances as on March 31, 2026	Transactions during the year ended March 31, 2025	Outstanding balances as on March 31, 2025
FSN E-Commerce Ventures Limited	Interest Expenses	30.55	(12.61)	4.21	(0.52)
	Purchases	0.54	(0.33)	13.00	(0.58)
	Reimbursement of Expenses	1.30	(1.03)	26.91	-
	Discount income	-	-	(1.12)	-
	Marketing Income	(1.26)	-	(2.21)	-
	Equity Share Capital	-	(450.78)	(200.00)	(450.78)
	Equity Contribution	-	(1.77)	-	(1.77)
	Notional interest Expenses- Loan	-	-	0.63	-
	Loan taken (net)	(533.70)	(640.60)	(27.23)	(106.90)
Nykaa E Retail Limited	Listing fees	0.21	-	1.52	-
	Reimbursement /(Recovery) of Expenses	8.26	(2.04)	9.51	(3.52)
	Rent Expenses	-	-	0.19	-
FSN Brands Marketing Private Limited	Purchases	1.29	(0.25)	2.37	(0.57)
	Discount income	-		-	-
	Reimbursement of Expenses	0.01	-	0.01	-
	Marketing Income	-	-	-	-
Nykaa KK Beauty Private Limited	Purchases	82.57	-	5.83	
	Discount income	(8.04)	-	(0.68)	-
	Marketing Income	(17.89)	6.31	(1.35)	0.08
Nykaa Fashion Limited	Reimbursement of Expenses	1.32	0.50	0.57	(0.63)
Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private	Purchases	0.12	-	2.25	0.05
Nykaa Foundation	Investment*	-	0.00*	-	0.00*
Key Management Personnel (KMP)#					
Mr Sanjay Nayar	Remuneration	10.30	-	9.21	-
Mr Seshashayee Sridhara	Sitting Fees	0.15	-	0.03	-

* Numbers are below one million under the rounding off convention adopted by the Company.
Figures in brackets indicates payables and income

Terms and conditions of transactions with related parties
The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

The Company do not have any other transaction with key managerial person than that is disclosed above.

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Note 39
Fair value measurement hierarchy

The carrying values of the financial assets and liabilities measured at amortised cost are reasonable approximation of their fair values.

Particulars	Carrying value as of	
	March 31, 2026	March 31, 2025
Financial Assets:		
Amortised cost		
Trade receivables	69.92	37.49
Cash and cash equivalents	329.38	62.80
Other financial assets	34.33	16.40
Total	**433.63**	**116.69**
Financial Liabilities:		
Amortised cost		
Borrowings	640.60	106.90
Trade payables	353.12	185.35
Other financial liabilities	150.01	118.65
Total	**1,143.73**	**410.90**

Note 40
Commitments and contingent liabilities

A) Commitments
The Group does not have any contract remaining to be executed on capital account and not provided for (net of advances).

B) Contingent liabilities
The Group does not have any contingent liabilities.

Note 41
Segment information

The Group is engaged in the business of selling beauty, wellness, fitness, personal care, health care, skin care, hair care and other related products on/through e-commerce, store & offline channels, etc. in India and also outside India. The Group's business activity falls within a single primary business segment, i.e. Others. Accordingly, disclosures as required under IND AS 108, Operating Segments, have not been separately presented in the financial statements since the information is available directly from the Statement of Profit and Loss.
The Group has identified Board of Directors as Chief Operating Decision Maker ('CODM') who reviews and allocates resources.

The information based on geographical areas in relation to revenue and non-current assets are as follows:

(a) Revenue from operations

Revenue from geographical market

Geography	For the year ended March 31, 2026	For the year ended March 31, 2025
Within India	18.55	3.56
Outside India	488.19	236.01
	506.74	**239.57**

(b) Non-current operating assets
Non-current operating assets of ₹ 594.51 Mn (March 25- ₹ 126.86 Mn) are located outside India. All other non-current operating assets are located in India.

(c) The company has revenue from transactions with one external customer amounting to 10 percent or more of the total revenue.

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Note 42
Capital Management

The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders.

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Group.

The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Group considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may issue new shares.

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2026

The net gearing ratio at the end of the reporting period was as follows :

Particulars	As at March 31, 2026	As at March 31, 2025
Gross debt	640.60	106.90
Less: Cash and cash equivalents	(329.38)	(62.80)
Net debt (A)	**311.22**	**44.10**
Equity	38.98	148.79
Total Equity (B)	**38.98**	**148.79**
Net gearing ratio (A)/(B)	**7.98**	**0.30**

Note 43
Financial risk management objectives and policies:

The Group's principal financial liabilities comprise borrowings from Its holding company, trade payables and other payables. The main purpose of these financial liabilities is to finance and support the Group's operations. The Group's principal financial assets comprise cash and bank balance, trade and other receivables that are derived directly from its operations

The Group is exposed to various financial risks such as market risk, credit risk and liquidity risk. The Group's senior management team oversees the management of these risks. The Board of Directors review and agree policies for managing each of these risks, which are summarised below:

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk mainly comprises currency risk, product price risk and interest risk.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2026.

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a) Interest rate risk

The Group is exposed to interest rate risk primarily due to borrowings having floating interest rates. The Group uses available working capital limits for availing short-term working capital demand loans with interest rates negotiated from time to time so that the Group has an effective mix of fixed and variable rate borrowings. The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase / decrease in basis points	Effect on profit before tax
March 31, 2026	+50	(3.20)
	-50	3.20
March 31, 2025	+50	(0.53)
	-50	0.53

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities denominated in foreign currency and thus the risk of changes in foreign exchange rates relates primarily to trade payables and advances paid to vendors. The Group's foreign currency risks are identified, measured and managed at periodic intervals in accordance with the Group's policies. When a derivative is entered into for the purpose of hedging any foreign currency exposure, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure.

Particulars of unhedged foreign currency exposure as at the reporting date (in respective currency):

Particulars	Currency	As at March 31, 2026		As at March 31, 2025	
		Foreign Currency	₹	Foreign Currency	₹
Receivables:					
Trade Receivables	USD	0.36	30.15	0.37	30.40
	AED	0.15	18.39	0.03	0.58
	GBP	0.03	0.58	-	-
Payables:					
Trade payables	USD	0.02	0.19	-	-
	GBP	0.02	0.24	-	-

c) Product price risk

In a potentially inflationary economy, the Group expects periodical price increases across its product lines. Product price increases which are not in line with the levels of customers' discretionary spends, may affect the business/ sales volumes. In such a scenario, the risk is managed by offering judicious product discounts to customers to sustain volumes. The Group negotiates with its vendors for purchase price rebates such that the rebates substantially absorb the product discounts offered to the customers. This helps the Group to protect itself from significant product margin losses. This mechanism also works in case of a downturn in the retail sector, although overall volumes would get affected.

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Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables).

a) Trade receivables

The Group has adopted a policy of dealing with only credit worthy counterparties in case of institutional customers and the credit risk exposure for institutional customers is managed by the Group by credit worthiness checks. The Group's experience of delinquencies and customer disputes have been minimal. Also the Group have a simplified approach to determine impairment loss allowance on the portfolio of trade receivables. This is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. Accordingly, the credit risk is cover by the Group. (Refer accounting policy 2(B) for expected credit loss on trade receivable).
Trade receivables are non- interest bearing and are generally on payment terms of 0-90 days.

Movement in allowances for expected credit loss:

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	9.84	19.44
Provision made during the year	2.66	(9.60)
Closing balance	**12.49**	**9.84**

b) Other financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

Liquidity risk

Liquidity risk is a risk that the Group may not be able to meet its financial obligations on a timely basis through its cash and cash equivalents, and funds available by way of committed credit facilities from banks. The group manages the liquidity risk by monitoring rolling cash flow forecasts and maturity profiles of financial assets and liabilities. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents and additional undrawn financing facilities.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

Particulars	Carrying value	Less than 1 year	1 to 5 years	> 5 years	Total
As at March 31, 2026					
Borrowings	640.60	-	640.60	-	640.60
Trade payables	353.12	247.23	105.89	-	353.12
Other financial liabilities	150.01	150.01	-	-	150.01
Lease liabilities	238.66	95.94	163.24	-	259.18
	1,382.39	**493.18**	**909.73**	**-**	**1,402.91**
As at March 31, 2025					
Borrowings	106.90	106.90	-	-	106.90
Trade payables	185.35	185.35	-	-	185.35
Other financial liabilities	118.65	118.65	-	-	118.65
Lease liabilities	46.50	37.18	14.15	-	51.33
Total	**457.40**	**448.08**	**14.15**	**-**	**462.23**

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Note 44
Other Statutory Information

a) The Group does not have any transactions with companies struck off.

b) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

c) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

d) The Group did not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

e) No funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

f) No funds have been received by the Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

g) The Group is not declared wilful defaulter by any Bank, financial institution or other lender.

h) There are no proceedings initiated or pending against the Group under Benami Property held under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.

Note 45
Audit Trail

1.During the year, the Company has migrated from its existing ERP system ("legacy accounting software") to a new ERP system ("new accounting software") with effect from January 1, 2026.
a. In respect of the legacy accounting software, the audit trail facility was enabled for relevant transactions recorded in the software, except that the audit trail feature was not enabled at the database level and for master data fields.
b. In respect of the new accounting software implemented from January 1, 2026:
i. The audit trail facility was enabled at the application layer for relevant transactions recorded in the software; however, certain users have access to make direct changes that were not logged.
ii. For the database layer, the Company has obtained the Service Organisation Controls ("SOC") report covering the period up to December 31, 2025, along with a bridge letter for the balance period during the year. However, this SOC report, issued by the ERP service provider to all its users, does not explicitly mention if the audit trail controls were enabled or not at the database layer.

2.Also, the Company used third-party operated software for Processing payroll : Management obtained the report of Service Organisation Controls (SOC) auditors engaged by such third party for the year which mention that the audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with. Additionally, the Company has preserved the audit trail records in accordance with the statutory requirements for record retention, to the extent such audit trails were available in the respective systems.

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FSN International Limited
Notes to the consolidated financial statements as at and for the year ended March 31, 2026
(Amounts in ₹ millions, unless stated otherwise)

Note 46
Statement of net assets and profit or loss attributable to owners and non-controlling Interest

Name of the entity	Principal place of operation / country of incorporation	% of shareholding as at March 31, 2026	March 31, 2026							
			Net Assets ('N A'), i.e. total assets minus total liabilities		Share in profit of loss ('P&L')		Share in other comprehensive income ('OCI')		Share in total comprehensive income ('TCI')	
			Amount	As a % of consolidated N A	Amount	As a % of consolidated P&L	Amount	As a % of consolidated OCI	Amount	As a % of consolidated TCI
Parent										
FSN International Limited	India	100%	382.95	982.42%	(2.62)	0.56%	(0.19)	(0.54%)	(2.82)	0.65%
Subsidiaries										
FSN Global FZE	UAE	100%	(35.10)	(90.04%)	(1.90)	0.41%	(3.58)	(9.99%)	(5.49)	1.27%
Nykaa International UK Limited	UK	100%	(57.09)	(146.45%)	(16.66)	3.57%	(7.06)	(19.67%)	(23.72)	5.51%
Nessa International Holdings Limited	UAE	55%	293.88	753.92%	(221.93)	47.56%	25.97	72.38%	(195.96)	45.49%
Minority Interest in subsidiaries			235.37	603.82%	(181.58)	38.91%	21.25	59.22%	(160.33)	37.22%
Adjustments on consolidation			(781.04)	(2003.69%)	(41.97)	8.99%	(0.50)	(1.40%)	(42.47)	9.86%
TOTAL			**38.98**	**100%**	**(466.67)**	**100%**	**35.88**	**100%**	**(430.79)**	**100%**

Name of the entity	Principal place of operation / country of incorporation	% of shareholding as at March 31, 2025	March 31, 2025							
			Net Assets ('N A'), i.e. total assets minus total liabilities		Share in profit of loss ('P&L')		Share in other comprehensive income ('OCI')		Share in total comprehensive income ('TCI')	
			Amount	As a % of consolidated N A	Amount	As a % of consolidated P&L	Amount	As a % of consolidated OCI	Amount	As a % of consolidated TCI
Parent										
FSN International Limited	India	100%	385.79	259.29%	(15.38)	5.30%	0.07	1.46%	(15.31)	5.36%
Subsidiaries										
FSN Global FZE	UAE	100%	(32.87)	(22.09%)	(4.18)	1.44%	(0.72)	(15.04%)	(4.90)	1.71%
Nykaa International UK Limited	UK	100%	(56.45)	(37.94%)	(13.60)	4.68%	(2.71)	(56.53%)	(16.32)	5.71%
Nessa International Holdings Limited	UAE	55%	165.36	111.14%	(257.57)	88.69%	6.92	144.08%	(250.65)	87.76%
Minority Interest in subsidiaries			74.72	50.22%	(115.91)	39.91%	3.11	64.84%	(112.79)	39.49%
Adjustments on consolidation			(387.77)	(260.62%)	116.22	(40.02%)	(1.86)	(38.81%)	114.36	(40.04%)
TOTAL			**148.79**	**100%**	**(290.41)**	**100%**	**4.80**	**100%**	**(285.61)**	**100%**

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FSN INTERNATIONAL LIMITED

Note 47

During the year ended March 31, 2026, the Group reassessed recognition of deferred tax assets on carry forward losses. The Group recognised net deferred tax assets in respect of carry forward losses of ₹ 19.86 Mn as at March 31, 2026 (March 31, 2025: ₹ 21.83 Mn). In assessing the realisability of its deferred tax assets, the management of these entities has considered business projection for foreseeable future period and believes that such projections are reliable and represent convincing evidence which provides reasonable certainty that sufficient taxable profit will be available against which the carry forward losses and unabsorbed depreciation can be utilised.

As per our report of even date
For V C Shah & Co
Chartered Accountants
ICAI Firm Registration No: 109818W

Viral J. Shah
Partner
Membership No: 110120

Place: Mumbai
Date: May 07, 2026

For and on behalf of Board of Directors of
FSN International Limited

P Ganesh
Director
DIN No. 07202923

Sujeet Jain
Director
DIN No. 03440936

Mrunal Brahmabhatt
Company Secretary
ACS M.No. A61278

Place: Mumbai
Date: May 07, 2026

Aayush Bansal
Chief Financial Office

Place: Mumbai
Date: May 07, 2026