

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

L52600MH2012PLC230136

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2026

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	FSN E-COMMERCE VENTURES LIMITED	FSN E-COMMERCE VENTURES LIMITED
Registered office address	104 VASAN UDYOG BHAVAN, SUN MILL COMPOUND, TULSI PIPE ROAD, LOWER PAREL,NA,MUMBAI,Mumbai City,Maharashtra,India,400013	104 VASAN UDYOG BHAVAN, SUN MILL COMPOUND, TULSI PIPE ROAD, LOWER PAREL, MUMBAI, Mumbai City,Maharashtra,India,400013
Latitude details	18.99652	18.99652
Longitude details	72.82651	72.82651

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Nykaa RO Photo.pdf

(b) *Permanent Account Number (PAN) of the company

(c) *e-mail ID of the company

*****companysecretary@nykaa.com

(d) *Telephone number with STD code

02*****96

(e) Website	www.nykaa.com									
iv *Date of Incorporation (DD/MM/YYYY)	24/04/2012									
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Public company									
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares									
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	Indian Non-Government company									
vi *Whether company is having share capital (as on the financial year end date)	☒ Yes ☐ No									
vii (a) Whether shares listed on recognized Stock Exchange(s)	☒ Yes ☐ No									
(b) Details of stock exchanges where shares are listed										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code	1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)	2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
S. No.	Stock Exchange Name	Code								
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)								
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)								
viii Number of Registrar and Transfer Agent	1									
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 25%;">Name of the Registrar and Transfer Agent</th> <th style="width: 30%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 20%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">U67190MH1999PTC118368</td> <td style="text-align: center;">MUFG INTIME INDIA PRIVATE LIMITED</td> <td>C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083</td> <td style="text-align: center;">INR000004058</td> </tr> </tbody> </table>		CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058	
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U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058							
ix * (a) Whether Annual General Meeting (AGM) held	☒ Yes ☐ No									
(b) If yes, date of AGM (DD/MM/YYYY)	25/08/2026									
(c) Due date of AGM (DD/MM/YYYY)	30/09/2026									
(d) Whether any extension for AGM granted	☐ Yes ☒ No									

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	20	Manufacture of chemicals and chemical products	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

21

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U74999MH2017PLC291558		NYKAA E- RETAIL LIMITED	Subsidiary	100.00
2	U18102MH2019PLC320627		NYKAA FASHION LIMITED	Subsidiary	100.00
3	U74120MH2015PTC262096		FSN BRANDS MARKETING PRIVATE LIMITED	Subsidiary	100.00
4	U52100MH2019PLC334211		FSN INTERNATIONAL LIMITED	Subsidiary	100.00
5	U51909MH2021PLC364942		FSN DISTRIBUTION LIMITED	Subsidiary	100.00
6	U24290MH2018PTC311880		NYKAA-KK BEAUTY PRIVATE LIMITED	Subsidiary	51.00

7	U24110WB2020PLC236913		DOT & KEY WELLNESS LIMITED	Subsidiary	90.06
8	U85300MH2022NPL384226		NYKAA FOUNDATION	Subsidiary	100.00
9	U52590DL2022PTC394945		NUDGE WELLNESS PRIVATE LIMITED	Subsidiary	100.00
10	U24304HR2020PTC090073		EARTH RHYTHM PRIVATE LIMITED	Subsidiary	75.83
11	U47912MH2025PTC442587		NYKAA ESSENTIALS PRIVATE LIMITED	Subsidiary	100.00
12		000008521	NESSA INTERNATIONAL HOLDING LIMITED	Subsidiary	55.00
13		2054027	NYSAA BEAUTY L.L.C	Subsidiary	55.00
14		503618	NYSAA INTERNATIONAL FOR WHOLESALE AND RETAIL TRADE CO. SPC	Subsidiary	55.00
15		200407	NYSAA COSMETIC TRADING	Subsidiary	55.00
16		104074603321179	NYSAA TRADING LLC	Subsidiary	55.00
17		1593864	NYSAA COSMETICS SPC	Subsidiary	55.00
18		104147363	NYSAA DISTRIBUTION FZE	Subsidiary	55.00
19		223590	FSN GLOBAL FZE	Subsidiary	100.00
20		13020573	NYKAA INTERNATIONAL UK LIMITED	Subsidiary	100.00
21		1889961	NYSAA Beauty Baharain W.L.L.(Bahrain)	Subsidiary	55.00

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	3250000000.00	2863227356.00	2863227356.00	2863227356.00
Total amount of equity shares (in rupees)	3250000000.00	2863227356.00	2863227356.00	2863227356.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	3250000000	2863227356	2863227356	2863227356
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	3250000000	2863227356	2863227356	2863227356

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
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Total amount of unclassified shares	0
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(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	198	2859252285	2859252483.00	2859252483	2859252483	
Increase during the year	0.00	3974873.00	3974873.00	3974873.00	3974873.00	380823114.30
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	3974873	3974873.00	3974873	3974873	380823114.3
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify 						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 			0			
At the end of the year	198.00	2863227158.00	2863227356.00	2863227356.00	2863227356.00	
(ii) Preference shares						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify 			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 0	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE388Y01029

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

3565036378

ii * Net worth of the Company

20354866047

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	1204002	0.04	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others	1490188140	52.05	0	0.00
	Trust				
	Total	1491392142.00	52.09	0.00	0

Total number of shareholders (promoters)

9

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	159691696	5.58	0	0.00
	(ii) Non-resident Indian (NRI)	101507005	3.55	0	0.00
	(iii) Foreign national (other than NRI)	1527	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	150762841	5.27	0	0.00
4	Banks	934171	0.03	0	0.00
5	Financial institutions	703832	0.02	0	0.00
6	Foreign institutional investors	355146319	12.40	0	0.00
7	Mutual funds	561235471	19.60	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	29411324	1.03	0	0.00

10	Others				
	AIF Trusts CM	12441028	0.43	0	0.00
	Total	1371835214.00	47.91	0.00	0

Total number of shareholders (other than promoters)

395668

Total number of shareholders (Promoters + Public/Other than promoters)

395677.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	140593
2	Individual - Male	248854
3	Individual - Transgender	0
4	Other than individuals	6230
	Total	395677.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

580

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
HSBC INDEX TRACKER INVESTMENTS FUNDS FTSE ALL-WORLD INDEX FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	24/07/2026	India	80996	0.0028
PREMIER INVESTMENT FUND LIMITED	Kotak Mahindra Bank Ltd A wing, 5th floor, Intellion Square Infinity IT Park Gen AK Vaidya Marg, Malad E, Mumbai	24/07/2026	India	62725	0.0022
EASTSPRING INVESTMENTS INDIA FUND	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI	24/07/2026	India	1724922	0.0602

FIDUCIAN INDIA FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	24/07/2026	India	94850	0.0033
STATE STREET IRELAND UNIT TRUST STATE STREET IUT EMERGING MARKET EQUITY INDEX FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	24/07/2026	India	18070	0.0006
MACKENZIE EMERGING MARKETS EQUITY INDEX ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	24/07/2026	India	10091	0.0004
UNIVERSAL - INVESTMENT - GESELLSCHAFT MBH ON BEHALF OF FOVERUKA PENSION UNIVERSAL	JP Morgan Chase Bank N.A, India Sub Custody 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	24/07/2026	India	25003	0.0009
JNL EMERGING MARKETS INDEX FUND	JP Morgan Chase Bank N.A, India Sub Custody 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	24/07/2026	India	107705	0.0038
WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	24/07/2026	India	27910	0.001
EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	24/07/2026	India	212455	0.0074
DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	24/07/2026	India	51235	0.0018
DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	24/07/2026	India	15268	0.0005

VANGUARD FUNDS PLC / VANGUARD ESG GLOBAL ALL CAP UCITS ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	24/07/2026	India	18003	0.0006
EMERGING MARKETS CORE EQUITY LOWER CARBON ESG SCREENED FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	24/07/2026	India	113189	0.004
CAPITAL GROUP EMERGING MARKETS EQUITY FUND (LUX)	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	24/07/2026	India	192002	0.0067
PENSION FUND ASSOCIATION FOR LOCAL GOVERNMENT OFFICIALS 18420-7086	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI	24/07/2026	India	69943	0.0024
MERCER UCITS COMMON CONTRACTUAL FUND - NFU MUTUAL GLOBAL REGIONAL CORE FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	24/07/2026	India	38188	0.0013
NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND-NON LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	24/07/2026	India	31880	0.0011
NORTHERN TRUST COMMON EMERGING MARKETS INDEX FUND - NON- LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	24/07/2026	India	140594	0.0049
UBS (LUX) FUND SOLUTIONS - UBS CORE MSCI EM UCITS ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	24/07/2026	India	843030	0.0294

BNYM MELLON DB NSL EMERGING MARKETS STOCK INDEX FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	24/07/2026	India	290248	0.0101
UNIVERSAL- INVESTMENT- GESELLSCHAFT MBH ON ACCOUNT OF DT EQUITY	JP Morgan Chase Bank N.A, India Sub Custody 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	24/07/2026	India	55864	0.002
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE OF THE PROMOTION AND MUTUAL AID CORPORATION FOR PRIVATE SCHOOLS OF JAPAN MTBJ400021579	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	24/07/2026	India	13384	0.0005
PICTET - EMERGING MARKETS INDEX	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI	24/07/2026	India	120259	0.0042
CUSTODY BANK OF JAPAN, LTD. AS TRUSTEE FOR EMERGING EQUITY PASSIVE MOTHER FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	24/07/2026	India	18860	0.0007

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	478677	395668
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	3	1	3	1	0	0
B Non-Promoter	0	6	0	7	0.04	0.01
i Non-Independent	0	1	0	1	0.04	0
ii Independent	0	5	0	6	0	0.01
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	3	7	3	8	0.04	0.01

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

13

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
FALGUNI SANJAY NAYAR	00003633	Managing Director	0	
SANJAY OMPRAKASH NAYAR	00002615	Director	0	
ANCHIT NAYAR	08351358	Director	960480	
ADWAITA SANJAY NAYAR	07931382	Director	180360	
ANITA RAMACHANDRAN	00118188	Director	438384	
MILIND SHRIPAD SARWATE	00109854	Director	63156	

PRADEEP PARAMESWARAN	07206780	Director	31584	
SESHASHAYEE SAMPATHIYENGAR SRIDHARA	09247644	Director	0	
MILAN BHAGWANDAS KHAKHAR	00394065	Director	0	
SANTOSH DESAI	01237902	Director	0	
DIPAK GUPTA	00004771	Director	450124	
PADMANABHAN GANESH		CFO	20000	
CHETAN SHARMA		Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
DIPAK GUPTA	00004771	Additional Director	01/10/2025	Appointment
DIPAK GUPTA	00004771	Director	26/12/2025	Change in designation
NEELABJA CHAKRABARTY		Company Secretary	30/09/2025	Cessation
CHETAN SHARMA		Company Secretary	26/11/2025	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/08/2025	476691	110	52.19

B BOARD MEETINGS

*Number of meetings held

6

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2025	10	9	90
2	12/08/2025	10	8	80
3	07/11/2025	11	10	90.91
4	26/11/2025	11	8	72.73
5	05/02/2026	11	9	81.82
6	12/03/2026	11	7	63.64

C COMMITTEE MEETINGS

Number of meetings held

15

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/05/2025	4	3	75
2	Audit Committee	12/08/2025	3	3	100
3	Audit Committee	07/11/2025	3	3	100
4	Audit Committee	05/02/2026	3	3	100
5	Audit Committee	24/03/2026	3	3	100
6	Nomination and Remuneration Committee	17/04/2025	3	3	100
7	Nomination and Remuneration Committee	06/05/2025	3	3	100
8	Nomination and Remuneration Committee	06/11/2025	3	3	100

9	Stakeholders Relationship Committee	08/05/2025	3	3	100
10	Stakeholders Relationship Committee	23/01/2026	3	3	100
11	Risk Management Committee	07/05/2025	3	3	100
12	Risk Management Committee	31/10/2025	3	3	100
13	CSR & ESG Committee	05/05/2025	3	3	100
14	CSR & ESG Committee	30/07/2025	3	3	100
15	CSR & ESG Committee	06/11/2025	3	2	66.67

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 31/07/2026 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	FALGUNI SANJAY NAYAR	6	6	100	0	0	0	Yes
2	SANJAY OMPRAKASH NAYAR	6	5	83	5	4	80	Yes
3	ANCHIT NAYAR	6	6	100	2	2	100	Yes
4	MILIND SHRIPAD SARWATE	6	6	100	5	5	100	Yes
5	PRADEEP PARAMESWARAN	6	5	83	11	11	100	Yes
6	ADWAITA SANJAY NAYAR	6	6	100	5	5	100	Yes
7	ANITA RAMACHANDRAN	6	1	16	5	5	100	No
8	DIPAK GUPTA	6	5	83	2	2	100	Yes
9	SESHASHAYEE SAMPATHIYENGAR SRIDHARA	4	4	100	3	3	100	Not applicable
10	MILAN BHAGWANDAS KHAKHAR	6	1	16	3	2	66	Yes
11	SANTOSH DESAI	6	6	100	3	3	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Falguni Sanjay Nayar	Managing Director	7802000.4	0	0	818028	8620028.40
2	Anchit Nayar	Whole-time director	1333860	25380417.96	0	7362252	34076529.96
3	Adwaita Sanjay Nayar	Whole-time director	25343340	6345104.49	0	1058042.55	32746487.04
	Total		34479200.40	31725522.45	0.00	9238322.55	75443045.40

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Padmanabhan Ganesh	CFO	43584254	0	5321600	2278382	51184236.00
2	Neelabja Chakrabarty	Company Secretary	8953909	0	375210	666348	9995467.00
3	Chetan Sharma	Company Secretary	3534440	0	0	0	3534440.00
	Total		56072603.00	0.00	5696810.00	2944730.00	64714143.00

C *Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Anita Ramachandran	Director	0	3550000	0	850000	4400000.00
2	Milind Sarwate	Director	0	4175000	0	825000	5000000.00
3	Pradeep Parameswaran	Director	0	300000	0	200000	500000.00
4	Seshashayee Sridhara	Director	0	1100000	0	200000	1300000.00
5	Santosh Desai	Director	0	300000	0	550000	850000.00

6	Milan Bhagwandas Khakhar	Director	0	0	0	575000	575000.00
	Total		0.00	9425000.00	0.00	3200000.00	12625000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

395677

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

FSN E-Commerce Ventures
Limited as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key

Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Date (DD/MM/YYYY)

Place

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

*(b) Name of the Designated Person

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated* to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

***To be digitally signed by**

☒ Company Secretary

☐ Company secretary in practice

***Whether associate or fellow:**

☐ Associate

☒ Fellow

Membership number

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company