

Composition of Board of Directors

Ms. Anita Ramachandran & Ms. Alpana Parida were appointed as Directors of the Company on October 12, 2015 and September 28, 2015, respectively. On the applicability of the Companies Act, 2013, they were appointed as Independent Directors from July 15, 2021. Hence, their initial date of Appointment has been disclosed as July 15, 2021 and the tenure has been calculated from July 15, 2021.

Disclosure of notes on composition of Board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sl. No.	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013				Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of Appointment	Date of re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit Committee held in listed entities including this listed entity (Refer Regulation 20(1) of Listing Regulations)	No of post of Chairperson in Audit Committee held in listed entities including this listed entity (Refer Regulation 20(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PWS	Notes for not providing DIN
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification													
1	Ms	Poqun Sanjay Nayar	0000993	Executive Director/Chairperson related to Promoter/CEO/MD	No	-	-	-	Active	NA	-	24-04-2012	-	-	-	2	1	1	0	-	-
2	Ms	Adulata Sanjay Nayar	0191082	Executive Director	No	-	-	-	Active	NA	-	22-01-2018	-	-	-	1	0	1	0	-	-
3	Mr	Anchit Nayar	0825128	Executive Director	No	-	-	-	Active	NA	-	12-08-2019	-	-	-	1	0	2	0	-	-
4	Mr	Sanjay Omprakash Nayar	0000251	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	09-04-2021	-	-	-	1	0	0	0	-	-
5	Mr	Milan B Khaikar	0039400	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	28-09-2015	-	-	-	2	0	1	0	-	-
6	Ms	Anita Ramachandran	00118188	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	15-07-2021	15-07-2021	-	32.00	0	0	10	3	-	-
7	Ms	Alpana Parida	0478021	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	15-07-2021	15-07-2021	-	32.00	3	3	4	1	-	-
8	Mr	Milind Shripad Sarwate	00109854	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	15-07-2021	15-07-2021	-	32.00	0	0	10	4	-	-
9	Mr	Seshashayee Sridhara	09247644	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	20-07-2021	20-07-2021	-	32.00	1	1	2	1	-	-
10	Mr	Pradep Parameswaran	07205780	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	15-07-2021	15-07-2021	-	32.00	1	1	0	0	-	-

Mr. Seshashayee Sridhara is a Foreign Director and hence does not have a Permanent Account Number (PAN).

Corporate Governance

FSN E-Commerce Ventures Ltd

Scrip Code :543384

Quarter Ending : March 2024

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	-
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Audit Committee Details

Whether the Audit Committee has a Regular Chairperson				Yes			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	00109854	Milind Shripad Sarwate	Non-Executive - Independent Director	Chairperson	26-07-2021	-	-
2	00118188	Anita Ramachandran	Non-Executive - Independent Director	Member	04-06-2019	-	-
3	08351358	Anchit Nayar	Executive Director	Member	05-11-2020	-	-
4	09247644	Seshashayee Sridhara	Non-Executive - Independent Director	Member	30-07-2021	-	-

Nomination and remuneration committee

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

Stakeholders Relationship Committee

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

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson				Yes			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	07206780	Pradeep Parameswaran	Non-Executive - Independent Director	Chairperson	30-07-2021	-	Mr. Pradeep Parameswaran was appointed as Member of Risk Management Committee with effect from July 30, 2021 and has been appointed as the Chairperson of Risk Management Committee with effect from February 6, 2024.
2	00002615	Sanjay Omprakash Nayar	Non-Executive - Non Independent Director	Member	09-07-2021	-	Mr. Sanjay Omprakash Nayar ceased to be the Chairperson of Risk Management Committee with effect from February 6, 2024 and he continues to be a Member of Risk Management Committee effective from the same date.
3	99999999	Rajesh Uppalapati	Chief Technology Officer	Member	12-12-2022	-	Mr. Rajesh Uppalapati is the Chief Technology Officer and not a Director of the Company. He is a Non-Director member of the Risk Management Committee, hence DIN is not provided.

Corporate Social Responsibility Committee

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

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Annexure 1

III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	06-11-2023	-	-	Yes	10.00	9	4
2	06-02-2024	91	-	Yes	10.00	9	4
3	14-03-2024	36	-	Yes	10.00	10	5

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Annexure 1

IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	EnterDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
The Audit Committee meeting held on November 3, 2023 was adjourned and the adjourned meeting was held on November 6, 2023.										
The Audit Committee meeting held on February 5, 2024 was adjourned and the adjourned meeting was held on February 6, 2024.										
1	Audit Committee	03 Nov 2023	-	-	-	Yes	6	6	4	0
2	Audit Committee	05 Feb 2024	93	-	-	Yes	4	4	3	0
3	Audit Committee	20 Mar 2024	-	-	-	Yes	4	4	3	0
4	Nomination and remuneration committee	23 Oct 2023	-	-	-	Yes	4	4	3	0
5	Nomination and remuneration committee	05 Feb 2024	104	-	-	Yes	3	3	2	0
6	Nomination and remuneration committee	12 Mar 2024	-	-	-	Yes	3	3	2	0
7	Stakeholders Relationship Committee	07 Mar 2024	-	-	-	Yes	3	3	1	0

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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

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Annexure 1

Cyber Security Incidence

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Other details of cyber security incidence or breaches or loss of data event			-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter			0
Date of the event	-	Brief details of the event	-

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Annexure I

VI. Affirmations

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

Annexure I

Sr	Subject	Compliance status
1.	Name of signatory	Neelabja Chakrabarty
2.	Designation	Company Secretary and Compliance Officer

Annexure II
Website Affirmations

Sr. No.	Item	Compliance status	Details of non-compliance	Web address
1	Details of business	Yes	-	https://www.nykaa.com/who_are_we
2	Terms and conditions of appointment of independent directors	Yes	-	https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Terms-and-Conditions-of-Appointment-of-Independent-Directors.pdf
3	Composition of various committees of board of directors	Yes	-	https://www.nykaa.com/committees-of-the-Board
4	Code of conduct of board of directors and senior management personnel	Yes	-	https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Code-of-Conduct-for-Board-and-Senior-Management.pdf
5	Details of establishment of vigil mechanism or whistle blower policy	Yes	-	https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Whistle-Blower-Vigil-Mechanism-Policy_2023.pdf
6	Criteria of making payments to non-executive directors	Yes	-	https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Remuneration-Policy-for-Directors-KMP-and-other-employees.pdf
7	Policy on dealing with related party transactions	Yes	-	https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Related-Party-Transaction-Policy.pdf
8	Policy for determining material subsidiaries	Yes	-	https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Policy-for-determining-Material-Subsidiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	-	https://www.nykaa.com/details-of-familiarization-programmes/lp
10	Email address for grievance redressal and other relevant details	Yes	-	https://www.nykaa.com/investor-relations
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	https://www.nykaa.com/investor-relations
12	Financial results	Yes	-	https://www.nykaa.com/investor-relations
13	Shareholding pattern	Yes	-	https://www.nykaa.com/shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA	-	-
15	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	-	https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Dividend-Distribution-Policy.pdf
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	-	https://www.nykaa.com/investor-analyst-meets-2024/lp
16	New name and the old name of the listed entity	Yes	-	https://www.nykaa.com/investor-relations
17	Advertisements as per regulation 47 (1)	Yes	-	https://www.nykaa.com/statutory-newspaper-notice-or-advertisements
18	Credit rating or revision in credit rating obtained	NA	-	-
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	-	https://www.nykaa.com/investor-relations
20	Secretarial Compliance Report	Yes	-	-
21	Materiality Policy as per Regulation 30 (4)	Yes	-	-
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	-	-
23	Disclosures under regulation 30(8)	Yes	-	-
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	-	-
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	-	-
26	Annual return as provided under section 92 of the Companies Act, 2013	NA	-	-
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	NA	-	-
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	NA	-	-
	Disclosure of notes on website in terms of Listing Regulations explanatory	-	-	-

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Annexure 2

II. Annual Affirmation

Sr	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Quorum of Board meeting	17(2A)	Yes	-
5	Review of compliance reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of conduct	17(5)	Yes	-
8	Fees or compensation	17(6)	Yes	-
9	Minimum information	17(7)	Yes	-
10	Compliance certificate	17(8)	Yes	-
11	Risk assessment and management	17(9)	Yes	-
12	Performance evaluation of independent directors	17(10)	Yes	-
13	Recommendation of Board	17(11)	NA	-
14	Maximum number of Directorships	17A	Yes	-
15	Composition of audit committee	18(1)	Yes	-
16	Meeting of audit committee	18(2)	Yes	-
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	-

18	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
21	Role of Nomination and Remuneration Committee	19(4)	Yes	-
22	Composition of stakeholder relationship committee	20(1), 20(2) & 20(2A)	Yes	-
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
24	Role of Stakeholders Relationship Committee	20(4)	Yes	-
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
26	Meeting of Risk Management Committee	21(3A)	Yes	-
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	-
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	-
29	Vigil mechanism	22	Yes	-
30	Policy for related party transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	-
31	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
32	Approval for material related party transactions	23(4)	NA	-
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
34	Composition of board of directors of unlisted material subsidiary	24(1)	Yes	-
35	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
36	Alternate Director to Independent Director	25(1)	NA	-
37	Maximum tenure	25(2)	Yes	-
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	-
39	Meeting of independent directors	25(3) & (4)	Yes	-
40	Familiarization of independent directors	25(7)	Yes	-
41	Declaration from Independent Director	25(8) & (9)	Yes	-
42	Directors and Officers insurance	25(10)	Yes	-
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	-
44	Memberships in committees	26(1)	Yes	-
45	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
46	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
47	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	-
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	-
Any other information to be provided				-

Annexure II

Name of signatory	Neelabja Chakrabarty
Designation	Company Secretary and Compliance Officer

Corporate Governance

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Annexure II

III. Affirmation

Sr.	Particulars	Compliance status (Yes/No/NA)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	Yes
Any other information to be provided		-

Annexure II

1.	Name of signatory	Neelabja Chakrabarty
2.	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
no record found				

Any other information to be provided

1	Name of signatory	Neelabja Chakrabarty
2	Designation	Company Secretary and Compliance Officer

Annexure IV
Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure	Applicable
Reason for Non Applicability	Applicable

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

(D) Additional Information

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	
Name	P Ganesh
Designation	CFO
Place	Mumbai
Date	19 Apr 2024

Signatory Details:

Name of signatory	Neelabja Chakrabarty
Designation of person	Company Secretary and Compliance Officer
Place	--
Date	--