FSN E-Commerce Ventures Limited

August 01, 2026

National Stock Exchange of India Limited | **BSE Limited**

Symbol: NYKAA | **Scrip Code: 543384**

Dear Sir / Madam,

Subject: Notice of the 14th Annual General Meeting

The 14th Annual General Meeting ("AGM") of FSN E-Commerce Ventures Limited ("Company") will be held on **Tuesday, August 25, 2026, at 10:30 a.m. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")** in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with the circulars issued in this regard from time to time, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs.

Accordingly, the Notice convening the 14th AGM of the Company is enclosed herewith. In accordance with the aforesaid provision, the Notice convening the 14th AGM is being sent to all the Members of the Company whose E-mail IDs are registered with the Company / Registrar and Transfer Agent ("RTA") / Depository Participant(s).

The same is also uploaded on the Company's website at www.nykaa.com/annual-report/lp and the website of National Securities Depository Limited at www.evoting.nsdl.com.

Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to those Members whose E-mail IDs are not registered with the Company / RTA / Depositories, providing the weblinks for accessing the Notice convening the 14th AGM.

This is for your information and records.

Thanking You.

Yours faithfully,
For FSN E-Commerce Ventures Limited

CHETAN RAJENDRA SHARMA
Digitally signed by CHETAN RAJENDRA SHARMA

Dr. Chetan Sharma
Company Secretary & Compliance Officer

Encl: as above

Registered Office: 104 Vasan Udyog Bhavan | Sun Mill Compound | S. B. Marg | Tulsi Pipe Road | Lower Parel (W) | Mumbai – 400013
Website: www.nykaa.com | Phone: +91 22 6838 9616 | Email – nykaacompanysecretary@nykaa.com
CIN: L52600MH2012PLC230136

NOTICE

FSN E-COMMERCE VENTURES LIMITED

CIN: L52600MH2012PLC230136

Registered Office: 104 Vasan Udyog Bhavan, Sun Mill Compound,

Tulsi Pipe Road, Lower Parel, Mumbai – 400013

e-mail: nykaacompanysecretary@nykaa.com; **Website:** www.nykaa.com; **Phone No.:** 022 6838 9616

NOTICE is hereby given that the **14th (Fourteenth) Annual General Meeting** of the Members of FSN E-Commerce Ventures Limited ("the Company") will be held on **Tuesday, August 25, 2026 at 10:30 A.M. (IST)** through Video Conferencing / Other Audio-Visual Means organised by the Company, to transact the following business:

ORDINARY BUSINESS:

(1) To consider and adopt:

(A) Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

(B) Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and the Report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

(2) To appoint a Director in place of Mr. Sanjay Nayar (DIN: 00002615) who retires by rotation and being eligible offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sanjay Nayar (DIN: 00002615), Non-Executive (Non-Independent) Director, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation."

(3) To appoint a Director in place of Mr. Milan Khakhar (DIN: 00394065) who retires by rotation and being eligible offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Milan Khakhar (DIN: 00394065), Non-Executive (Non-Independent) Director, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation."

(4) To consider and approve the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/ N500013), as Statutory Auditors of the Company, fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force), and based on recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013) be and are hereby appointed as Statutory Auditors of the Company, for a term of 5 (five) consecutive years to hold the office from conclusion of 14th Annual General Meeting till conclusion of the

19th Annual General Meeting of the Company to be held in the calendar year 2031 at such remuneration as may be approved by the Audit Committee / Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Audit Committee / Board of Directors of the Company, be and are hereby severally authorized to revise / alter / modify / amend the terms and conditions and / or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment."

By order of the Board of Directors of
FSN E-Commerce Ventures Limited

Dr. Chetan Sharma
Company Secretary and Compliance Officer
Mem. No.: F8352

Mumbai, July 23, 2026

NOTES:

(1) The Ministry of Corporate Affairs **("MCA")** has, vide its General Circular dated September 22, 2025 read together with circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as **"MCA Circulars"**), permitted convening the Annual General Meeting (**"AGM" / "Meeting"**) through Video Conferencing ("**VC**") or Other Audio Visual Means (**"OAVM"**), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (**"Act"**) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

(2) The explanatory statement pursuant to the provisions Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, are annexed hereto

(3) PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

(4) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(5) Institutional/Corporate Members are entitled to appoint authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a certified true copy of the Board Resolution authorising its representatives to attend and vote at the AGM, to the Scrutiniser at csllp108@gmail.com with a copy marked to evoting@nsdl.com.

Alternatively, the Corporate/Institutional Members (i.e., other than individuals, HUFs, NRIs, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc., by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab.

(6) Members can join the AGM in VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com. Please note that, the facility for participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.

(7) Re-appointment of Directors and Appointment of Statutory Auditors:

The relevant details, pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors and Statutory Auditors seeking appointment / re-appointment at this AGM is also annexed. Requisite declarations have been received from the Directors and Statutory Auditors seeking appointment / re-appointment.

(8) Electronic dispatch of Integrated Annual Report and process for registration of e-mail ID for obtaining copy of Integrated Annual Report:

In compliance with the aforementioned MCA circulars and Listing Regulations, Notice convening the AGM along with the Integrated Annual Report for FY 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company and/or with Depository Participants (DPs) and/or with Registrar and Share Transfer Agent ("RTA"). A letter providing the web-link, including the exact path, where complete details of the Integrated Annual Report, is being sent to those Members who have not registered their e-mail addresses. Members may note that the Notice and the Integrated Annual Report for the FY26 will also be available on the website of the

Company at www.nykaa.com, websites of the Stock Exchanges on which the equity shares of the Company are listed i.e., National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), and on the website of RTA i.e., MUFG Intime India Private Limited at https://in.mpms.mufg.com/

(a) In case any Member is desirous of obtaining physical copy of the Annual Report for the FY26, he/she may send a request to the Company by writing at nykaacompanysecretary@nykaa.com or to the RTA at investor.helpdesk@in.mpms.mufg.com.

(b) Process for registration of e-mail ID for obtaining copy of Notice convening the AGM along with the Integrated Annual Report:

Any person who is a Member of the Company as on **cut-off date for dispatch of Notice convening the AGM along with the Integrated Annual Report i.e., Friday, July 24, 2026** and who has not yet registered his/her e-mail with the Depository Participants ("DPs") (if shares held in electronic form) / Company / RTA (if shares held in physical form) is requested to get the e-mail address registered in order to receive copy of the same by completing the process as mentioned under:

Members holding share(s) in physical mode: by registering e-mail address with MUFG Intime India Private Limited. Click the link in their web site https://in.mpms.mufg.com/ at the Investor Services tab, choose the E-mail Registration heading and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio No., PAN, mobile number and e-mail ID to MUFG Intime India Private Limited at investor.helpdesk@in.mpms.mufg.com. In case of any query, a member may send an e-mail to MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com.

Members holding share(s) in electronic mode: by registering / updating their e-mail ID in respect of demat holdings with the respective DPs by following the procedure prescribed by the DPs for receiving all communications from the Company electronically.

(9) Documents open for inspection:

(a) All the documents referred to in the accompanying Notice shall be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., August 25, 2026. Members seeking to inspect such documents can send an e-mail to nykaacompanysecretary@nykaa.com mentioning their DP ID and Client ID / Folio Number. These will be replied to by the Company suitably.

(b) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the Certificate from M/s. S.N. Ananthasubramanian & Co., Company Secretaries, Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to nykaacompanysecretary@nykaa.com.

(10) Instructions for Members for remote e-voting and e-voting during the AGM:

(a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard - 2 on General Meetings, Regulation 44 of Listing Regulations (as amended) and the applicable MCA Circulars, the Company is pleased to provide a facility to the Members to cast their votes using an electronic voting system from any place before the Meeting (**"remote e-voting"**) and during the Meeting in respect of the resolutions proposed in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

(b) **The Members, whose names appear in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date i.e., Tuesday, August 18, 2026, are entitled to vote on the Resolutions set forth in this Notice.** Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e., **Tuesday, August 18,2026.** A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

(c) The remote e-voting period commences on **Friday, August 21, 2026 from 09:00 a.m. (IST) and concludes on Monday, August 24, 2026 at 05:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

(d) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the Notice is dispatched and holding shares as of the cut-off date i.e., **Tuesday, August 18, 2026** may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 022 48867000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e., **Tuesday, August 18, 2026** may follow steps mentioned below in Note 11 under "Login method for e-voting and joining virtual AGM for individual shareholders holding securities in demat mode".

(11) Procedure for remote e-voting and e-voting during the AGM:

The detailed process and manner for accessing and participating in the 14th AGM through VC/OAVM facility and voting through electronic means including remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

(A) Login method for e-voting for Individual Members holding securities in demat mode:

In terms of SEBI circular dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered e-mail ID/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-Voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be re-directed to **e-voting website of NSDL** for casting your vote during the remote e-voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 5. Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use the Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

(B) Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

How to login to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Login type	Helpdesk details
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:

   a) If you are already registered for e-voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      i. If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your e-mail ID is not registered, please follow steps mentioned below in process for those Members whose e-mail IDs are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of the Company for which you wish to cast your vote during the e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those Members whose e-mail IDs are not registered with the depositories for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this Notice:

1. Members whose shares are held in physical form are requested to provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to evoting@nsdl.com.

2. Members whose shares are held in demat mode are requested to provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@nsdl.com. If you are an individual Member holding securities in demat mode, you are requested to refer to the login method explained at Step 1 i.e. Login method for e-voting and joining virtual meeting for individual Members holding securities in demat mode.

3. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

General Guidelines for Members:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csllp108@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries for e-voting, you may refer the Frequently Asked Questions ('FAQs') for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call at Tel: 022 - 4886 7000 or send a request to Mr. Suketh Shetty, Manager, National Securities Depository Limited at evoting@nsdl.com.

(12) Procedure for joining the 14th AGM through VC/ OAVM:

(a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for 'Access to NSDL e-voting system'. After successful login, you can see link of "VC/OAVM" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush.

(b) Members are encouraged to join the Meeting through laptops for better experience

(c) Further, Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the Meeting.

(d) Please note that Members connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

(e) Members who need assistance before or during the AGM, you may refer the Frequently Asked Questions ("FAQs") for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or can:

- Send a request at evoting@nsdl.com or use toll free no.: 022 48867000; or
- Contact Mr. Amit Vishal, Vice President, NSDL at the designated e-mail ID: evoting@nsdl.com; or
- Contact Ms. Pallavi Mhatre, Deputy Vice President, NSDL at the designated e-mail ID: evoting@nsdl.com.

(13) Procedure to raise questions/seek clarifications with respect to Annual Report at the ensuing 14th AGM:

(a) Members are encouraged to express their views/ send their queries in advance mentioning their name, DP ID and Client ID/Folio No., e-mail ID, mobile no. at nykaacompanysecretary@nykaa.com. Questions/queries received by the Company till 05:00 p.m. (IST) on **Thursday, August 20, 2026** shall only be considered and responded during the AGM.

(b) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending an e-mail to nykaacompanysecretary@nykaa.com any time **before 05:00 P.M. (IST) on Thursday, August 20, 2026** mentioning their name, DP ID Client ID / folio number, registered e-mail address and mobile number. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the Meeting.

(c) The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions, as appropriate for smooth conduct of the AGM. All Members attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.

(14) The transcript of the AGM will be hosted on the website of the Company post the AGM.

(15) Declaration of voting results:

(a) The Board of Directors have appointed Mr. Sachin Sharma (Membership No. 46900/CP. No. 20423) or failing him Mr. Vishwanath (Membership No.: A14521 /CP. No.: 25099), Designated Partners of M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Company Secretaries, Mumbai as the Scrutinizer to scrutinize the remote e-voting and e-voting at AGM process in a fair and transparent manner.

(b) The Scrutinizer will submit the results to Executive Chairperson, Managing Director and CEO of the Company or any person authorized by her after completion of the scrutiny and the results will be announced not later than 2 working days of the conclusion of the AGM. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM.

(c) The voting results along with the Scrutiniser's Report will be displayed at the Registered Office of the Company, submitted to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and also be uploaded on the Company's website: www.nykaa.com and on the website of NSDL: https://www.evoting.nsdl.com/.

Others:

(16) SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the Members can initiate dispute resolution through the ODR Portal https://smartodr.in/login and the same can also be accessed through the Company's website at https://www.nykaa.com/

(17) SEBI vide its notification dated January 24, 2022 amended Regulation 40 of the Listing Regulations and mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.

(18) Members may please also note that SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 mandated the listed companies to issue securities in dematerialised form only while processing service requests viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

With effect from April 02, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation ("LOC") by the Company/RTA while processing service request#. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List.

#Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

(19) In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the Members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be.

(20) In view of the above, Members are requested to register and intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

a. For shares held in electronic form: to their respective DPs.

b. For shares held in physical form: to the Company / RTA through the following prescribed Forms:

Form	Description
ISR – 1	Request For Registering PAN, KYC Details or Changes / Updation thereof
ISR – 2	Confirmation of Signature of securities holder by the Banker
ISR – 3	Declaration Form for Opting-out of Nomination
ISR – 4	Request for issue of Duplicate Certificate
ISR – 5	Request for Transmission of Securities by Nominee or Legal Heir
SH – 13	Registration of Nomination
SH – 14	Cancellation or Variation of Nomination

The said forms are available on the Company's website at Norms for Processing Investor's Service Requests.

(21) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

(22) SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA. Further, it is also mandatory to link PAN details with Aadhar number. Members who are yet to link the PAN details with Aadhar number are requested to complete the same.

By order of the Board of Directors of
FSN E-Commerce Ventures Limited

Dr. Chetan Sharma
Company Secretary and Compliance Officer
Mem. No.: F8352

Mumbai, July 23, 2026

EXPLANATORY STATEMENT AND ADDITIONAL INFORMATION AS REQUIRED UNDER REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

Item No. 4

The Members of the Company, at their 9th (Ninth) Annual General Meeting ("AGM") of the Company held on September 29, 2021 had re-appointed M/s. S.R. Batliboi & Associates LLP ("SRB"), Chartered Accountants (ICAI Firm Registration No.: 101049W/E300004) as the Statutory Auditors of the Company for a period of five consecutive years i.e., from conclusion of 9th (Ninth) AGM until the conclusion of 14th (Fourteenth) AGM to be held in the calendar year 2026. Accordingly, SRB shall complete their second term as the Statutory Auditors of the Company at the ensuing AGM of the Company.

Based on recommendations of the Audit Committee, the Board of Directors at its Meeting held on July 23, 2026 has recommended the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of the 14th (Fourteenth) AGM of the Company till the conclusion of the 19th (Nineteenth) AGM subject to approval of the Members. The Company has received a written consent and a certificate from M/s. Walker Chandiok & Co. LLP confirming that they satisfy the criteria provided under Section 141 of the Act and that their appointment, if approved, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. Further, M/s. Walker Chandiok & Co. LLP have provided a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

M/s. Walker Chandiok & Co. LLP (Firm Registration no. 001076N/N500013) is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI), Public Company Accounting Oversight Board (PCAOB) and empanelled with Comptroller and Auditor General of India (CAG). The firm was established in the year 1935 and its registered office is situated at New Delhi with nineteen other offices across major cities in India. It has ninety-seven partners. It has a valid peer review certificate and is one of India's leading audit firms providing audit and assurance services to several large companies including some of the top one hundred listed entities in India.

The proposed remuneration payable to M/s. Walker Chandiok & Co. LLP for audit services for the FY 2026-27 is ₹0.80 Crores excluding administrative and out-of-pocket expenses and applicable taxes. The remuneration payable to the Statutory Auditors for the subsequent years of their term shall be determined by the Board, based on the recommendation of the Audit Committee, and as mutually agreed with the Statutory Auditors.

There is no material change in the remuneration proposed to be paid to M/s. Walker Chandiok & Co. LLP, vis-à-vis the remuneration paid to SRB, the retiring Statutory Auditors.

Basis of recommendation:

The Audit Committee, pursuant to its evaluation process for selection of the Statutory Auditors, considered, inter alia, the professional competence of M/s. Walker Chandiok & Co. LLP, its experience in auditing large-listed companies, industry expertise, independence, quality control standards, peer review status, regulatory track record, audit methodology, availability of adequate resources and the proposed audit fees. Based on the aforesaid evaluation, the Audit Committee was satisfied that M/s. Walker Chandiok & Co. LLP possesses the requisite expertise, experience and capability to conduct the statutory audit of the Company and accordingly recommended its appointment as the Statutory Auditors of the Company for a term of five consecutive years. The Board, after considering the recommendation of the Audit Committee and the completion of the tenure of the existing Statutory Auditors in accordance with the applicable provisions of the Companies Act, 2013, concurred with the recommendation and recommends the appointment of M/s. Walker Chandiok & Co. LLP for approval of the Members.

Further, the Company may additionally avail audit services for group companies and permissible non-audit services (including certifications under various laws and regulations) from M/s. Walker Chandiok & Co. LLP or any entity under the same network, towards which they will be paid such fees/remuneration as approved by the Board, based on the recommendation of the Audit Committee, and as mutually agreed with the Statutory Auditors / network entity.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set forth in Item No. 4 for the approval of Members as an **Ordinary Resolution.**

By order of the Board of Directors of
FSN E-Commerce Ventures Limited

Dr. Chetan Sharma
Company Secretary and Compliance Officer
Mem. No.: F8352

Mumbai, July 23, 2026

ANNEXURE TO AGM NOTICE

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE MEETING

[Pursuant to Regulation 36 of the Listing Regulations and Secretarial Standards – 2 on General Meetings]

Name of the Director	Mr. Sanjay Nayar	Mr. Milan Khakhar
Director Identification Number	00002615	00394065
Designation	Non-Executive (Non-Independent) Director	Non-Executive (Non-Independent) Director
Date of Birth (Age in years)	October 13, 1960 (65 years)	January 18, 1961 (65 years)
Qualifications	• Bachelor's degree in science in mechanical engineering from the University of Delhi. • Post-graduate diploma in management from the Indian Institute of Management, Ahmedabad.	• Bachelor's degrees in commerce and law from the University of Bombay. • Awarded with a merit certificate under the National Scholarship Scheme by the Government of Maharashtra in 1983.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Sanjay Nayar is a senior finance professional in the Indian private investing landscape and has over three decades of experience in the Global financial markets. Presently, he is the Founder and Chairman of Sorin Investment Fund, an early-stage technology fund founded in December 2022. He is currently also serving as President of ASSOCHAM. Mr. Sanjay Nayar has over 41 years of experience in the banking and private equity. He was associated with Citibank N.A. for over 25 years, where he also served as Chief Executive Officer of the Bank of India over six years. He was Chief Executive Officer of KKR India Advisors Private Limited from 2009 to 2020 and has also been on the boards of various KKR portfolio companies and served as Chairman of Avendus Capital. Marquee affiliations: Recently appointed as a nonofficial member for the Board of Trade, Government of India, representing the private sector; (A key advisory body to the commerce and industry ministry). Member of the Board of US-India Strategic Partnership Forum (USISPF), Governing Board of Indian School of Business (ISB), member of Advisory Board of Habitat for Humanity, Chairman of Grameen Impact Investments India (GIII); and Founder – Board Member of Centre for Social and Economic Progress (CSEP).	Mr. Milan Khakhar has over 40 years of experience in natural stones and building materials industry sector. He is a Commerce and Law Graduate from the University of Mumbai and has rich business experience. Currently he is the Chairman and Managing Director of Solid Stone Company Limited, a BSE listed entity
Terms and Conditions of Re-appointment	Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation.	Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation.
Remuneration last drawn (FY2025-26)	As disclosed in the Corporate Governance Report.	As disclosed in the Corporate Governance Report.
Remuneration proposed	He is entitled for sitting fee and reimbursement of expenses for attending the Meetings and commission from the Company. Currently, he has waived the sitting fees, commission and other expenses.	He is entitled for sitting fee and reimbursement of expenses for attending the Meetings and commission from the Company. Currently, he has waived the commission and other expenses.
Date of first appointment on the Board	April 09, 2021	September 28, 2015

Name of the Director	Mr. Sanjay Nayar	Mr. Milan Khakhar
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026	60,20,84,620 equity shares held through Sanjay Nayar Family Trust	Nil
Relationship with other Directors / Key Managerial Personnel	Husband of Ms. Falguni Nayar and Father of Ms. Adwaita Nayar & Mr. Anchit Nayar	N.A.
Number of meetings of the Board attended during the FY26	5 out of 6	6 out of 6
Directorships of other Boards as on March 31, 2026	• FSN International Limited • Heritage View Developers Private Limited • Sealink View Probuild Private Limited • Sea View Probuild Private Limited • Epimoney Private Limited • Grameen Impact Investments India Private Limited • CSEP Research Foundation • Indian School of Business • Pratham Education Foundation • Pratham Institute for Literacy Education and Vocational Training • Sanjay & Falguni Nayar Foundation • Nykaa Foundation • Nykaa International UK Limited • Nessa International Holdings Limited • Nysaa Beauty LLC • Nysaa Distribution FZE • Nysaa Beauty Bahrain WLL • The Associated Chambers of Commerce and Industry of India • Invest India (appointed w.e.f. 22.08.2025) • Arjav Capital Solutions Private Limited (w.e.f. 21.03.2026)	• Solid Stone Company Limited • Global Instile Solid Industries Limited • Nykaa Fashion Limited
Membership / Chairmanship of Committees of other Companies (other than FSNE) as on March 31, 2026	**Epimoney Private Limited:** • Asset-Liability Management Committee - Member • Risk & Credit Management Committee - Member	**Solid Stone Company Limited: -** • Stakeholder Relationship Committee- Member
Entities from which the Director has resigned in the past three years	• Avendus Capital Private Limited • Radiant Life Care Private Limited • Seynse Technologies Private Limited • Incred Holdings Limited • Incred Financial Services Limited • FSN Distribution Limited (ceased to be Director w.e.f. 14.07.2025)	1. Universal Tiles & Stone Company Limited (Struck Off -25.04.2025) 2. Solid Realty Company Private Limited (Struck Off -25.04.2025)
As the full-time employments of the Directors will be counted in the Number of Board Membership for giving voting decision, Disclosure regarding such full-time employments of Directors, if Board is of the opinion that the Director will be able to devote sufficient time along with the reason for such opinion.	N. A.	N. A
Whether atleast 75% Board Meetings have been attended in past 3 years by the Director	Yes	Yes

Name of the Director	Mr. Sanjay Nayar	Mr. Milan Khakhar
In case the Director is a past employee, whether the said Director was appointed on the Board after the Completion of 5 years cooling off period	N.A.	N.A.
Companies which displayed poor governance practices and oversight, on which the said Director was a Board Member or that he failed in discharging fiduciary responsibilities in other Companies	Nil	Nil
Whether they are Promoter Director of any Company whose performance has been continuously deteriorating	Nil	Nil
Number of Promoter family members on the Board of the Company	4 (including Mr. Sanjay Nayar)	N.A.
Reputational Risk, if any, associated with the said Director or any transactions associated in a manner prejudicial to minority shareholders	Nil	Nil
Director's political linkages, if any	Nil	Nil

Notes