



FSN E-Commerce Ventures Limited

(formerly 'FSN E-Commerce Ventures Private Limited')

February 11, 2022

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051

BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai – 400 001

Symbol: NYKAA

Scrip Code: 543384

Dear Sirs,

Sub: Disclosure of Voting Result - Postal Ballot Notice dated January 10, 2022

The Company had sought approval of the members of the Company for the following matters:

S. No.	Description of Special Resolutions
1.	Approval of Article 114(a) and Article 134 of the Articles of Association of the Company
2.	Ratification of the Employee Stock Option Scheme – 2012 of the Company
3.	Ratification to extend benefits of Employee Stock Option Scheme - 2012 to the employees of the subsidiary companies of the Company
4.	Ratification of the FSN Employees Stock Options Scheme – 2017 of the Company
5.	Ratification to extend benefits of FSN Employees Stock Option Scheme 2017 to the employees of the subsidiary companies of the Company.

Details of voting result of the Postal Ballot, conducted through remote e-voting process, in respect of resolutions contained in the Postal Ballot Notice dated January 10, 2022, is enclosed in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with the Scrutinizer's Report on the e-voting.

All the above-mentioned resolutions are passed with the requisite majority on February 09, 2022 (the last date for e-voting).

You are requested to take the same on record and disseminate on your website.

Thanking you,

Yours faithfully,

For **FSN E-Commerce Ventures Limited**

Rajendra
Nilkanth
Punde

Digitally signed
by Rajendra
Nilkanth Punde
Date: 2022.02.11
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Rajendra Punde

Head – Legal, Company Secretary & Compliance Officer

Mem. No.: A9785

**Voting Results (Postal Ballot by way of remote e-voting)****[As per Regulation 44(3) of Listing Regulations]**

Date of the AGM/EGM	Not Applicable (Resolution passed through Postal Ballot on February 09, 2022)
Date of Postal Ballot Notice	10 th January, 2022
Voting Start Date	11 th January, 2022
Voting End Date	09 th February, 2022
Total number of Members as on record date (i.e., December 31, 2021 – cut-off date for voting purpose):	2,55,953
No. of Members present in the meeting either in person or through proxy	Not Applicable (Resolution passed through Postal Ballot)
Promoters & Promoter Group	
Public	
No. of Members attended the meeting through Video Conferencing	Not Applicable (Resolution passed through Postal Ballot)
Promoters & Promoter Group	
Public	

**Agenda-wise disclosure**

The Mode of voting for the resolution was remote e-voting.

FSN E-Commerce Ventures Limited								
Resolution Required: (Special)			1 - Approval of Article 114(a) and Article 134 of the Articles of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	248565357	248554830	99.9958	248554830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		248554830	99.9958	248554830	0	100.0000	0.0000
Public - Institutions	E-Voting	43286362	33391729	77.1415	6828056	26563673	20.4483	79.5517
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33391729	77.1415	6828056	26563673	20.4483	79.5517
Public - Non Institutions	E-Voting	181075497	165819766	91.5749	165819203	563	99.9997	0.0003
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		165819766	91.5749	165819203	563	99.9997	0.0003
Total		472927216	447766325	94.6798	421202089	26564236	94.0674	5.9326

Whether resolution is passed or not? (Yes/No): Yes*Note: The aforesaid resolution has been passed with the requisite majority.*



FSN E-Commerce Ventures Limited

(formerly 'FSN E-Commerce Ventures Private Limited')

The Mode of voting for the resolution was remote e-voting.

FSN E-Commerce Ventures Limited								
Resolution Required : (Special)			2 - Ratification of the Employee Stock Option Scheme – 2012 of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	248565357	248554830	99.9958	248554830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		248554830	99.9958	248554830	0	100.0000	0.0000
Public - Institutions	E-Voting	43286362	35572763	82.1801	21603500	13969263	60.7305	39.2695
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		35572763	82.1801	21603500	13969263	60.7305	39.2695
Public - Non Institutions	E-Voting	181075497	165819787	91.5749	154722335	11097452	93.3075	6.6925
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		165819787	91.5749	154722335	11097452	93.3075	6.6925
Total		472927216	449947380	95.1409	424880665	25066715	94.4290	5.5710

Whether resolution is passed or not? (Yes/No):	Yes
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Note: The aforesaid resolution has been passed with the requisite majority.



FSN E-Commerce Ventures Limited

(formerly 'FSN E-Commerce Ventures Private Limited')

The Mode of voting for the resolution was remote e-voting.

FSN E-Commerce Ventures Limited								
Resolution Required : (Special)		3 - Ratification to extend benefits of Employee Stock Option Scheme - 2012 to the employees of the subsidiary companies of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
Promoter and Promoter Group	E-Voting	248565357	248554830	99.9958	248554830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		248554830	99.9958	248554830	0	100.0000	0.0000
Public - Institutions	E-Voting	43286362	35572763	82.1801	21603500	13969263	60.7305	39.2695
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		35572763	82.1801	21603500	13969263	60.7305	39.2695
Public - Non Institutions	E-Voting	181075497	165819797	91.5750	154722338	11097459	93.3075	6.6925
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		165819797	91.5750	154722338	11097459	93.3075	6.6925
Total		472927216	449947390	95.1409	424880668	25066722	94.4290	5.5710

Whether resolution is passed or not? (Yes/No):	Yes
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Note: The aforesaid resolution has been passed with the requisite majority



FSN E-Commerce Ventures Limited

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The Mode of voting for the resolution was remote e-voting.

FSN E-Commerce Ventures Limited								
Resolution Required : (Special)		4 - Ratification of the FSN Employees Stock Option Scheme – 2017 of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}* 100	[4]	[5]	[6]={[4]/[2]}* 100	[7]={[5]/[2]}* 100
Promoter and Promoter Group	E-Voting	248565357	248554830	99.9958	248554830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		248554830	99.9958	248554830	0	100.0000	0.0000
Public - Institutions	E-Voting	43286362	35572763	82.1801	21603500	13969263	60.7305	39.2695
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		35572763	82.1801	21603500	13969263	60.7305	39.2695
Public - Non Institutions	E-Voting	181075497	165819792	91.5749	154722361	11097431	93.3075	6.6925
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		165819792	91.5749	154722361	11097431	93.3075	6.6925
Total		472927216	449947385	95.1409	424880691	25066694	94.4290	5.5710

Whether resolution is passed or not? (Yes/No):	Yes
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Note: The aforesaid resolution has been passed with the requisite majority



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The Mode of voting for the resolution was remote e-voting.

FSN E-Commerce Ventures Limited								
Resolution Required : (Special)		5 - Ratification to extend benefits of FSN Employees Stock Option Scheme 2017 to the employees of the subsidiary companies of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}* 100	[4]	[5]	[6]={[4]/[2]}* 100	[7]={[5]/[2]}* 100
Promoter and Promoter Group	E-Voting	248565357	248554830	99.9958	248554830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		248554830	99.9958	248554830	0	100.0000	0.0000
Public - Institutions	E-Voting	43286362	35572763	82.1801	21603500	13969263	60.7305	39.2695
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		35572763	82.1801	21603500	13969263	60.7305	39.2695
Public - Non Institutions	E-Voting	181075497	165819797	91.5750	154722335	11097462	93.3075	6.6925
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		165819797	91.5750	154722335	11097462	93.3075	6.6925
Total		472927216	449947390	95.1409	424880665	25066725	94.4290	5.5710

Whether resolution is passed or not? (Yes/No):	Yes
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Note: The aforesaid resolution has been passed with the requisite majority

For FSN E-Commerce Ventures Limited

Rajendra
Nilkanth
Punde

Digitally signed
by Rajendra
Nilkanth Punde
Date: 2022.02.11
12:05:12 +05'30'

Rajendra Punde
Head – Legal, Company Secretary & Compliance Officer
Mem. No.: A9785



S. ANANTHA & VED LLP
(Registered with Limited Liability)

Company Secretaries LLP IN : AAH - 8229
C - 316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai - 400 080
www.sanantha.com; info@sanantha.com
Tel: (+91 22) 2591 3041

Report of Scrutinizer
[Pursuant to Section 110 of the Companies Act, 2013 and the Companies
(Management and Administration) Rules, 2014]

To
The Chairperson
FSN E-COMMERCE VENTURES LIMITED
(CIN: L52600MH2012PLC230136)
104, Vasan Udyog Bhavan, Sun Mill Compound,
Tulsi Pipe Road, Lower Parel, Mumbai - 400 013

Dear Mam,

Sub: Result of the Postal Ballot conducted to obtain the approval of Shareholders of FSN E-Commerce Ventures Limited (the 'Company')

I, Sachin Sharma (Membership No.46900/CP. No.20423), Designated Partner of M/s S. Anantha & Ved LLP (LLPIN:AAH-8229), Practicing Company Secretaries, Mumbai, was appointed as the Scrutinizer by the Company for conducting the Postal Ballot by way of remote e-voting process, carried out as per Section 108 and 110 of Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014 read with the General Circular No.14/ 2020 dated April 8, 2020 and the General Circular No.17/ 2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 (the "MCA Circulars") and in line with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), in connection with the passing of the resolution as mentioned in the Notice of Postal Ballot dated January 10, 2022.

In view of the situation arising due to COVID-19 pandemic and lockdown, MCA has issued Circulars giving certain relaxations in the provisions of the Act and the Rules for facilitating passing of ordinary and special resolutions by the Companies, realizing the challenges faced by the Companies in providing physical Postal Ballot voting facility to shareholders. The result along with Scrutinizer's report will simultaneously be posted on the Company's website- www.nykaa.com and website of Link Intime - <https://instavote.linkintime.co.in.>, besides communicating the same to the National Stock Exchange of India Limited and BSE Limited. The voting results along with the Scrutinizer's Report will also be displayed at the Registered Office of the Company.

On account of threat posed by this pandemic and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in electronic form only to those shareholders whose email id was registered with the Depositories and Link Intime India Private Limited ('the RTA') and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only.

All the required instructions in relation to e-voting by the shareholders were duly mentioned in the Notice sent to the shareholders of the Company through e-mail, wherever e-mail ids were available.

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As per applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (LODR) Regulations, 2015 and as provided in the MCA circulars mentioned above, an advertisement was published by the Company in The Free Press Journal (English) and Navshakti (Vernacular -Marathi) newspapers, on January 11, 2022, informing about dispatch of the Postal Ballot Notice by e-mail.

The Company and the RTA had uploaded the Notice together with the explanatory statement on their respective website - www.nykaa.com and <https://instavote.linkintime.co.in>. The Company had generated Event Number: 220005 on the RTA for casting votes through e-voting mode.

The Shareholders holding the shares as on the “cut-off” date i.e., Friday, December 31, 2021, were entitled to vote on the proposed resolutions through e-voting.

The remote e-voting period of thirty (30) days commenced on Tuesday, January 11, 2022 at 9.00 A.M. (IST) and ended on Wednesday, February 09, 2022 at 5.00 P.M. (IST) for the shareholders exercising their vote through remote e-voting. The remote e-voting module was disabled by the RTA for voting thereafter. All votes cast by e-voting received upto Wednesday, February 09, 2022 at 5.00 P.M. (IST) being last date fixed by the Company for exercise of vote by e-voting, were considered for my scrutiny.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI (LODR) Regulations, 2015, relating to the items being placed for approval of the shareholders through Postal Ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on votes cast through e-voting as also the reports generated from the e-voting system provided by Link Intime India Private Limited ("RTA").

The Report of the Postal Ballot was duly compiled and accordingly the results of Postal Ballot through remote e-voting for the following resolutions are as under:

1.Approval of Article 114(a) and Article 134 of the Articles of Association of the Company:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, and rules made thereunder, including the Companies (Incorporation) Rules, 2014, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities Contracts (Regulation) Act, 1956, as amended and the Securities Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and other applicable laws, rules and regulations, guidelines (including any statutory modification(s) thereof for the time being in force) and subject to the necessary approvals required, of the Registrar of Companies ("ROC"), and

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further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the ROC, and the Articles of Association of the Company, the consent and approval of the Shareholders of the Company be and is hereby accorded to the Article 114(a) and Article 134 under Part B of existing set of the Articles of Association of the Company, as reproduced below:

Article 114(a):

With effect from the date of receipt of final listing and trading approvals from the stock exchanges on which the equity shares of the Company are proposed to be listed, following an initial public offering of the equity shares of the Company and, subject to the approval of the Shareholders through a special resolution passed in the first general meeting held after receipt of such listing and trading approvals, (i) as long as Ms. Falguni Nayar, Mr. Sanjay Nayar, the Falguni Nayar Family Trust and the Sanjay Nayar Family Trust and their respective promoter group continue to hold at least in excess of 25% of the paid-up equity share capital of the Company, Ms. Falguni Nayar, Mr. Sanjay Nayar, the Falguni Nayar Family Trust and the Sanjay Nayar Family Trust shall, collectively, have the right to nominate up to 50% of the number of Directors to the Board subject, to compliance with applicable law; and (ii) as long as any of Ms. Falguni Nayar, Mr. Sanjay Nayar, the Falguni Nayar Family Trust and the Sanjay Nayar Family Trust continue to be classified as promoters of the Company, such promoters shall, collectively, have the right to nominate up to 1/3rd of the number of Directors to the Board (rounded up to the higher integer), subject to compliance with applicable law.

Article 134:

With effect from the date of receipt of final listing and trading approvals from the stock exchanges on which the equity shares of the Company are proposed to be listed, following an initial public offering of the equity shares of the Company, and subject to the approval of the Shareholders through a special resolution passed in the first general meeting held after receipt of such listing and trading approvals, as long as any of Ms. Falguni Nayar, Mr. Sanjay Nayar, the Falguni Nayar Family Trust and the Sanjay Nayar Family Trust continue to be classified as promoters of the Company, such promoters shall, collectively, have the right to nominate the Chairperson of the Board.

RESOLVED FURTHER THAT, any Director of the Company, Mr. Arvind Agarwal, Chief Financial Officer and Mr. Rajendra Punde, Company Secretary, be and are hereby jointly or severally authorised to issue certified true copies of these resolutions to various authorities and to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai, and do all such acts, deeds, matters and things as may be required to be done to give effect to the afore-said resolution."

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: 4 :

Total number of e-Votes considered in connection with the passing of the above-mentioned Special Resolution:

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% to Total valid Votes
A	Votes in favour of the Resolution	303	42,12,02,089	94.07
B	Votes against the Resolution	211	2,65,64,236	5.93
C	Total Valid Votes (A + B)	514	44,77,66,325	100.00

Notes: i) Two (2) Folios holding in aggregate 17 Equity Shares of face value of Re.1/- each of the Company, voted partially in favour and partially against the above resolution.

ii) One (1) Folio holding 16,692 Equity Shares of face value of Re.1/- each of the Company, voted 1 Equity Share in favor, and did not exercise the option to vote for 16,691 Equity Shares in the above resolution.

iii) One (1) Folio holding 6,55,194 Equity Shares of face value of Re.1/- each of the Company, voted 6,04,870 Equity Shares against, and did not exercise the option to vote for 50,324 Equity Shares in the above resolution.

iv) 12 (Twelve) Folios holding in aggregate 21,81,077 Equity Shares of Face Value of Re.1/- each of the Company, abstained from voting in the above resolution.

v) Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No. 1, as contained in the Notice of Postal Ballot dated January 10, 2022 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

2.Ratification of the Employee Stock Option Scheme - 2012 of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof ("Act"), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEBSE) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR") Regulations"), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the **Employee Stock Option Scheme - 2012** ("ESOS 2012") as originally approved by the shareholders/members of the Company on 31st May 2012 and as amended on November 26, 2019, April 21, 2020, July 16, 2021 and September 30, 2021, prior to the initial public offer of the Shares of the Company, be and is hereby ratified within the meaning of SEBI (SBEBSE) Regulations and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination & Remuneration Committee of the Company ("NRC"), which also acts as the Compensation Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) to create, offer, issue, reissue, grant, transfer and allot at any time to or for the benefits of the employee(s) /directors of the Company (as may be permitted under applicable laws) in terms of the ESOS 2012, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the ESOS 2012.



: 5 :

RESOLVED FURTHER THAT the Board or any Committee thereof as per powers delegated to it be and is hereby authorised to facilitate the allotment of the equity shares from **Employee Stock Option Scheme - 2012** upon exercise of options from time to time in accordance with the ESOS 2012 and the shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised, without prejudice to the generality of the above, but subject to the terms, as approved by the members to implement, formulate, evolve, decide upon and bring into effect the ESOS 2012 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOS 2012 (within the contours of the ESOS 2012), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the ESOS 2012 in such a manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organisation etc. requisite adjustments (which may include adjustments to the number of options in ESOS 2012) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2012.

RESOLVED FURTHER THAT any Director of the Company, Mr. Arvind Agarwal, Chief Financial Officer and Mr. Rajendra Punde, Company Secretary, be and are hereby severally authorized on behalf of the Company to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as they may in their absolute discretion deem fit or necessary or desirable for such purpose, and make all necessary filings including but not limited to making applications to any regulatory/ governmental authority/ third parties, as may be required, and to the Stock Exchanges to seek their in-principle and final approval for the listing and trading of equity shares allotted pursuant to ESOS 2012, in accordance with the provisions of SEBI (SBEBSE) Regulations/SEBI (LODR) Regulations, applicable provisions under the Act and the rules framed thereunder and other applicable laws, and to do all such acts, deeds, matters and things as may be required to be done to give effect to the afore-said resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

Total number of e-Votes considered in connection with the passing of the above-mentioned Special Resolution:

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% to Total valid Votes
A	Votes in favour of the Resolution	372	42,48,80,665	94.43
B	Votes against the Resolution	153	2,50,66,715	5.57
C	Total Valid Votes (A + B)	525	44,99,47,380	100.00

Notes: i) Three (3) Folios holding in aggregate 33 Equity Shares of face value of Re.1/- each of the Company, voted partially in favour and partially against the above resolution.

ii) Two (2) Folios holding in aggregate 6,71,886 Equity Shares of face value of Re.1/- each of the Company, voted 6,04,871 Equity Shares in favor, and did not exercise the option to vote for 67,015 Equity Shares in the above resolution.

iii) Two (2) Folios holding in aggregate 22 Equity Shares of Face Value of Re.1/- each of the Company, abstained from voting in the above resolution.

iv) Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No. 2, as contained in the Notice of Postal Ballot dated January 10, 2022 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.



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3. Ratification to extend benefits of Employee Stock Option Scheme - 2012 to the employees of the subsidiary companies of the Company:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof ("Act"), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEBSE) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory guidelines/circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), and in ratification of the earlier resolutions passed by the shareholders of the Company on 31st May, 2012 and as amended on November 26, 2019, April 21, 2020, July 16, 2021 and September 30, 2021, prior to the initial public offer of the Shares of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination & Remuneration Committee of the Company ("NRC"), which also acts as the Compensation Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) to create, offer, issue, reissue, grant, transfer and allot at any time to or for the benefits of the Employees (as defined in Employee Stock Option Scheme - 2012 ("ESOS 2012") of the existing or future subsidiary company(ies) of the Company in terms of the ESOS 2012, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the ESOS 2012.

RESOLVED FURTHER THAT the Board or any Committee thereof as per powers delegated to it be and is hereby authorised to facilitate the allotment of the equity shares from ESOS 2012 upon exercise of options from time to time in accordance with the ESOS 2012 and the shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised, without prejudice to the generality of the above, but subject to the terms, as approved by the members to implement, formulate, evolve, decide upon and bring into effect the ESOS 2012 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOS 2012 (within the contours of the ESOS 2012), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the ESOS 2012 in such manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organisation etc. requisite adjustments (which may include adjustments to the number of options in ESOS 2012) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2012.



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RESOLVED FURTHER THAT any Director of the Company, Mr. Arvind Agarwal - Chief Financial Officer and Mr. Rajendra Punde - Company Secretary, be and are hereby severally authorized on behalf of the Company to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as they may in their absolute discretion deem fit or necessary or desirable for such purpose, and make all necessary filings including but not limited to making applications to any regulatory/ governmental authority/ third parties, as may be required, and to the Stock Exchanges to seek their in-principle and final approval for the listing and trading of equity shares allotted pursuant to ESOS 2012, in accordance with the provisions of SEBI (SBEBSE) Regulations/SEBI (LODR) Regulations, applicable provisions under the Act and the rules framed thereunder and other applicable laws, and to do all such acts, deeds, matters and things as may be required to be done to give effect to the afore-said resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

Total number of e-Votes considered in connection with the passing of the above-mentioned Special Resolution:

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% to Total valid Votes
A	Votes in favour of the Resolution	372	42,48,80,668	94.43
B	Votes against the Resolution	153	2,50,66,722	5.57
C	Total Valid Votes (A + B)	525	44,99,47,390	100.00

Notes: i) Two (2) Folios holding in aggregate 21 Equity Shares of face value of Re.1/- each of the Company, voted partially in favour and partially against the above resolution.

ii) Two (2) Folios holding in aggregate 6,71,886 Equity Shares of face value of Re.1/- each of the Company, voted 6,04,871 Equity Shares in favor, and did not exercise the option to vote for 67,015 Equity Shares in the above resolution.

iii) One (1) Folio holding 12 Equity Shares of Face Value of Re.1/- each of the Company, abstained from voting in the above resolution.

iv) Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No. 3, as contained in the Notice of Postal Ballot dated January 10, 2022 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

4. Ratification of the FSN Employees Stock Option Scheme - 2017 of the Company:

"RESOLVED THAT pursuant to the provisions of Section 62(l)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment there of ("Act"), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEBSE) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory guidelines/ circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the **FSN Employees Stock Option Scheme - 2017** ("ESOS 2017") as originally approved by the shareholders/members of the Company on 10th October 2017 and as amended on November 26, 2019, April 21, 2020, July 16, 2021 and September 30, 2021, prior to the initial public offer of the Shares of the



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Company, be and is hereby ratified within the meaning of SEBI (SBEBSE) Regulations and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination & Remuneration Committee of the Company ("NRC"), which also acts as the Compensation Committee constituted by the Board to exercise its powers, including the powers. conferred by this resolution) to create, offer, issue, reissue, grant, transfer and allot at any time to or for the benefits of the employee(s) /directors of the Company (as may be permitted under applicable laws) in terms of the ESOS 2017, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the ESOS 2017.

RESOLVED FURTHER THAT the Board or any Committee thereof as per powers delegated to it be and is hereby authorised to facilitate the allotment of the equity shares from ESOS 2017 upon exercise of options from time to time in accordance with the ESOS 2017 and the shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised, without prejudice to the generality of the above, but subject to the terms, as approved by the members to implement, formulate, evolve, decide upon and bring into effect the ESOS 2017 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOS 2017 (within the contours of the ESOS 2017), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the ESOS 2017 in such manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organisation etc. requisite adjustments (which may include adjustments to the number of options in ESOS 2017) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2017.

RESOLVED FURTHER THAT any Director of the Company, Mr. Arvind Agarwal - Chief Financial Officer and Mr. Rajendra Punde - Company Secretary, be and are hereby severally authorized on behalf of the Company to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as they may in their absolute discretion deem fit or necessary or desirable for such purpose, and make all necessary filings including but not limited to making applications to any regulatory/ governmental authority/ third parties, as may be required, and to the Stock Exchanges to seek their in-principle and final approval for the listing and trading of equity shares allotted pursuant to ESOS 2017, in accordance with the provisions of SEBI (SBEBSE) Regulations/SEBI (LODR) Regulations, applicable provisions under the Act and the rules framed thereunder and other applicable laws, and to do all such acts, deeds, matters and things as may be required to be done to give effect to the afore-said resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."



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Total number of e-Votes considered in connection with the passing of the above-mentioned Special Resolution:

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	374	42,48,80,691	94.43
B	Votes against the Resolution	149	2,50,66,694	5.57
C	Total Valid Votes (A + B)	523	44,99,47,385	100.00

Notes: i) One (1) Folio holding 16 Equity Shares of face value of Re.1/- each of the Company, voted partially in favour and partially against the above resolution.

ii) Two (2) Folios holding in aggregate 6,71,886 Equity Shares of face value of Re.1/- each of the Company, voted 6,04,871 Equity Shares in favor, and did not exercise the option to vote for 67,015 Equity Shares in the above resolution.

iii) Two (2) Folios holding in aggregate 17 Equity Shares of Face Value of Re.1/- each of the Company, abstained from voting in the above resolution.

iv) Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No. 4, as contained in the Notice of Postal Ballot dated January 10, 2022 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

5. Ratification to extend benefits of FSN Employees Stock Option Scheme 2017 to the employees of the subsidiary companies of the Company:

"RESOLVED THAT pursuant to the provisions of Section 62(l)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof ("Act"), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEBSE) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), and in ratification of the earlier resolutions passed by the shareholders of the Company on 10th October 2017 and as amended on November 26, 2019, April 21, 2020, July 16, 2021 and 30th September, 2021, prior to the initial public offer of the Shares of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination & Remuneration Committee of the Company ("NRC"), which also acts as the Compensation Committee constituted by the Board to exercise its powers, including the powers. conferred by this resolution) to create, offer, issue, reissue, grant, transfer and allot at any time to or for the benefits of the Employees (as defined in FSN Employees Stock Option Scheme - 2017 ("ESOS 2017") of the existing or future subsidiary company(ies) of the Company in terms of the ESOS 2017, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the ESOS 2017.

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RESOLVED FURTHER THAT the Board or any Committee thereof as per powers delegated to it be and is hereby authorised to facilitate the allotment of the equity shares from ESOS 2017 upon exercise of options from time to time in accordance with the ESOS 2017 and the shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised, without prejudice to the generality of the above, but subject to the terms, as approved by the members to implement, formulate, evolve, decide upon and bring into effect the ESOS 2017 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOS 2017 (within the contours of the ESOS 2017), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the ESOS 2017 in such manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organisation etc. requisite adjustments (which may include adjustments to the number of options in ESOS 2017) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2017.

RESOLVED FURTHER THAT any Director of the Company, Mr. Arvind Agarwal - Chief Financial Officer and Mr. Rajendra Punde - Company Secretary, be and are hereby severally authorized on behalf of the Company to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as they may in their absolute discretion deem fit or necessary or desirable for such purpose, and make all necessary filings including but not limited to making applications to any regulatory/ governmental authority/ third parties, as may be required, and to the Stock Exchanges to seek their in-principle and final approval for the listing and trading of equity shares allotted pursuant to ESOS 2017, in accordance with the provisions of SEBI (SBEBSE) Regulations/SEBI (LODR) Regulations, applicable provisions under the Act and the rules framed thereunder and other applicable laws, and to do all such acts, deeds, matters and things as may be required to be done to give effect to the afore-said resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

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Total number of e-Votes considered in connection with the passing of the above-mentioned Special Resolution:

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	373	42,48,80,665	94.43
B	Votes against the Resolution	153	2,50,66,725	5.57
C	Total Valid Votes (A + B)	526	44,99,47,390	100.00

Notes: i) Three (3) Folios holding in aggregate 33 Equity Shares of face value of Re.1/- each of the Company, voted partially in favour and partially against the above resolution.

ii) Two (2) Folios holding in aggregate 6,71,886 Equity Shares of face value of Re.1/- each of the Company, voted 6,04,871 Equity Shares in favor, and did not exercise the option to vote for 67,015 Equity Shares in the above resolution.

iii) One (1) Folio holding 12 Equity Shares of Face Value of Re.1/- each of the Company, abstained from voting in the above resolution.

iv) Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No. 5, as contained in the Notice of Postal Ballot dated January 10, 2022 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

**For S. ANANTHA &VED LLP
Company Secretaries**

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HUKUMCHAND
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SACHIN HUKUMCHAND
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Date: 2022.02.10 21:42:23
+05'30'



**Sachin Hukumchand Sharma
Designated Partner
CP No.: 20423
UDIN: A046900C002518336**

**Date : February 10, 2022
Place : Mumbai**

Countersigned by

Rajendra
Nilkanth
Punde

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Rajendra Nilkanth
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Date: 2022.02.11
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**Rajendra Punde
Head - Legal, Company Secretary & Compliance Officer
Mem. No.: A9785**

**Date :
Place :**