



# FSN E-Commerce Ventures Limited

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

November 02, 2022

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

**BSE Limited**  
Corporate Relationship Department,  
2<sup>nd</sup> 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 October 03, 2022**

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

Item No.	Description of Resolutions
<b>Ordinary Resolutions</b>	
1.	Reclassification of Authorized Share Capital and consequent alteration of Memorandum of Association of the Company
2.	Issue of Bonus Shares
<b>Special Resolutions</b>	
3.	'FSN E-Commerce Ventures Limited – Employee Stock Option Plan 2022'
4.	Grant of Employee Stock Options to the eligible employees of group companies, including subsidiary and associate company(ies) of the Company under 'FSN E-Commerce Ventures Limited – Employee Stock Option Plan 2022'
5.	'FSN E-Commerce Ventures Limited – Employee Stock Unit Plan 2022'
6.	Grant of Employee Stock Units to the eligible employees of group companies, including subsidiary and associate company(ies) of the Company under 'FSN E-Commerce Ventures Limited – Employee Stock Unit Plan 2022'

In this regard, we are enclosing herewith the following:

- (i) Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-A**.
- (ii) Report of the Scrutinizer dated August 11, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration), Rules 2014 as **Annexure-B**.

All the above-mentioned resolutions are passed with the requisite majority on November 02, 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  
(formerly 'FSN E-Commerce Ventures Private Limited')

**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 November 02, 2022)
Date of Postal Ballot Notice	October 03, 2022
Voting Start Date	October 04, 2022
Voting End Date	November 02, 2022
Total number of Members as on record date (i.e., September 30, 2022 – cut-off date for voting purpose):	321121
No. of Members present in the meeting either in person or through proxy	Not Applicable
Promoters & Promoter Group	(Resolution passed through Postal Ballot)
Public	
No. of Members attended the meeting through Video Conferencing	Not Applicable
Promoters & Promoter Group	(Resolution passed through Postal Ballot)
Public	



# FSN E-Commerce Ventures Limited

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

## Agenda-wise disclosure

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

FSN E-Commerce Ventures Limited								
Resolution Required : (Ordinary/Special)			(1) Ordinary Resolution - Reclassification of Authorized Share Capital and consequent alteration of Memorandum of Association 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	248565357	100.0000	248565357	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
	<b>Total</b>		<b>248565357</b>	<b>100.0000</b>	<b>248565357</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	45428262	38286136	84.2782	38286136	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
	<b>Total</b>		<b>38286136</b>	<b>84.2782</b>	<b>38286136</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	180558751	143716328	79.5953	143716207	121	99.9999	0.0001
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>143716328</b>	<b>79.5953</b>	<b>143716207</b>	<b>121</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>474552370</b>	<b>430567821</b>	<b>90.7314</b>	<b>430567700</b>	<b>121</b>	<b>100.0000</b>	<b>0.0000</b>

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 : (Ordinary/Special)			(2) Ordinary Resolution – Issue of Bonus Shares					
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	248565357	100.0000	248565357	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
	<b>Total</b>		<b>248565357</b>	<b>100.0000</b>	<b>248565357</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	45428262	38286136	84.2782	38243072	43064	99.8875	0.1125
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38286136</b>	<b>84.2782</b>	<b>38243072</b>	<b>43064</b>	<b>99.8875</b>	<b>0.1125</b>
Public Non Institutions	E-Voting	180558751	143716627	79.5955	143716570	57	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
	<b>Total</b>		<b>143716627</b>	<b>79.5955</b>	<b>143716570</b>	<b>57</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>474552370</b>	<b>430568120</b>	<b>90.7314</b>	<b>430524999</b>	<b>43121</b>	<b>99.9900</b>	<b>0.0100</b>

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 : (Ordinary/Special)			(3) Special Resolution - 'FSN E-Commerce Ventures Limited – Employee Stock Option Plan 2022'					
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	248565357	100.0000	248565357	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
	<b>Total</b>		<b>248565357</b>	<b>100.0000</b>	<b>248565357</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	45428262	38286136	84.2782	15137196	23148940	39.5370	60.4630
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38286136</b>	<b>84.2782</b>	<b>15137196</b>	<b>23148940</b>	<b>39.5370</b>	<b>60.4630</b>
Public Non Institutions	E-Voting	180558751	143716408	79.5954	130925191	12791217	91.0997	8.9003
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>143716408</b>	<b>79.5954</b>	<b>130925191</b>	<b>12791217</b>	<b>91.0997</b>	<b>8.9003</b>
<b>Total</b>		<b>474552370</b>	<b>430567901</b>	<b>90.7314</b>	<b>394627744</b>	<b>35940157</b>	<b>91.6528</b>	<b>8.3472</b>

Whether resolution is passed or not? (Yes/No): Yes

Note: The aforesaid resolution has been passed with the requisite majority.



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(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 : (Ordinary/Special)			(4) Special Resolution - Grant of Employee Stock Options to the eligible employees of group companies, including subsidiary and associate company(ies) of the Company under 'FSN E-Commerce Ventures Limited – Employee Stock Option Plan 2022'					
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	248565357	100.0000	248565357	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
	<b>Total</b>		<b>248565357</b>	<b>100.0000</b>	<b>248565357</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	45428262	38286136	84.2782	15034625	23251511	39.2691	60.7309
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38286136</b>	<b>84.2782</b>	<b>15034625</b>	<b>23251511</b>	<b>39.2691</b>	<b>60.7309</b>
Public Non Institutions	E-Voting	180558751	143716375	79.5954	130925146	12791229	91.0997	8.9003
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>143716375</b>	<b>79.5954</b>	<b>130925146</b>	<b>12791229</b>	<b>91.0997</b>	<b>8.9003</b>
<b>Total</b>		<b>474552370</b>	<b>430567868</b>	<b>90.7314</b>	<b>394525128</b>	<b>36042740</b>	<b>91.6290</b>	<b>8.3710</b>

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

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

FSN E-Commerce Ventures Limited								
Resolution Required : (Ordinary/Special)			(5) Special Resolution - 'FSN E-Commerce Ventures Limited – Employee Stock Unit Plan 2022'					
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	248565357	100.0000	248565357	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
	<b>Total</b>		<b>248565357</b>	<b>100.0000</b>	<b>248565357</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	45428262	38286136	84.2782	11751978	26534158	30.6951	69.3049
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38286136</b>	<b>84.2782</b>	<b>11751978</b>	<b>26534158</b>	<b>30.6951</b>	<b>69.3049</b>
Public Non Institutions	E-Voting	180558751	143716467	79.5954	143715873	594	99.9996	0.0004
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>143716467</b>	<b>79.5954</b>	<b>143715873</b>	<b>594</b>	<b>99.9996</b>	<b>0.0004</b>
<b>Total</b>		<b>474552370</b>	<b>430567960</b>	<b>90.7314</b>	<b>404033208</b>	<b>26534752</b>	<b>93.8373</b>	<b>6.1627</b>

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 : (Ordinary/Special)			(6) Special Resolution - Grant of Employee Stock Units to the eligible employees of group companies, including subsidiary and associate company(ies) of the Company under 'FSN E-Commerce Ventures Limited – Employee Stock Unit Plan 2022'					
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	248565357	100.0000	248565357	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
	<b>Total</b>		<b>248565357</b>	<b>100.0000</b>	<b>248565357</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	45428262	38286136	84.2782	11959253	26326883	31.2365	68.7635
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>38286136</b>	<b>84.2782</b>	<b>11959253</b>	<b>26326883</b>	<b>31.2365</b>	<b>68.7635</b>
Public Non Institutions	E-Voting	180558751	143716371	79.5954	143715656	715	99.9995	0.0005
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>143716371</b>	<b>79.5954</b>	<b>143715656</b>	<b>715</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Total</b>		<b>474552370</b>	<b>430567864</b>	<b>90.7314</b>	<b>404240266</b>	<b>26327598</b>	<b>93.8854</b>	<b>6.1146</b>

Whether resolution is passed or not? (Yes/No): Yes

Note: The aforesaid resolution has been passed with the requisite majority.



# **SHARMA AND TRIVEDI LLP**

**(Registered with Limited Liability)**

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (W), Mumbai – 400 080  
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

## **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 Madam,

**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, M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), 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. 03/2022, 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020 dated May 05, 2022, December 08, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 08, 2020 respectively, issued by the Ministry of Corporate Affairs, Government of India (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") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations., in connection with the passing of the resolutions as mentioned in the Notice of Postal Ballot dated Monday, October 03, 2022.

On account of threat posed by this pandemic and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in only electronic form 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.

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 October 04, 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](http://www.nykaa.com) and <https://instavote.linkintime.co.in>. The Company had generated Event Number: 220575 on the RTA for casting votes through e-voting mode.

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (W), Mumbai – 400 080  
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

: 2 :

The Shareholders holding the shares as on the “cut-off” date i.e., Friday, September 30, 2022, were entitled to vote on the proposed resolutions through e-voting.

The remote e-voting period of thirty (30) days commenced on Tuesday, October 04, 2022 at 09:00 A.M. (IST) and ended on Wednesday, November 02, 2022 at 05:00 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, November 02, 2022 at 05:00 P.M. (IST) being last date fixed by the Company for exercise of vote by e-voting, were considered for my scrutiny.

The votes cast under the e-voting were unblocked on last day of remote e-voting i.e. November 02, 2022, in the presence of two witnesses who are not the employees of the Company. The e-voting results / list of shareholders who voted for and against were downloaded from the e-voting website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>. and the same are being handed over to the Chairperson / Company Secretary.

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 result along with Scrutinizer's report will simultaneously be posted on the Company's website- [www.nykaa.com](http://www.nykaa.com) and website of RTA - <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.

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) Reclassification of Authorized Share Capital and Consequent Alteration of Memorandum of Association of the Company:

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

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% to Total valid Votes
A	Votes in favour of the Resolution	593	43,05,67,700	100.00
B	Votes against the Resolution	12	121	0.00
C	<b>Total Valid Votes (A + B)</b>	<b>605</b>	<b>43,05,67,821</b>	<b>100.00</b>

*Notes: i) Two (2) Folios holding in aggregate 91,621 Equity Shares of face value of Re.1/- each of the Company, voted 12,557 Equity Shares in favour, and did not exercise the option to vote for 79,064 Equity Shares in the above resolution.*

*ii) Eight (8) Folios holding in aggregate 2,35,694 Equity Shares of Face Value of Re.1/- each of the Company, abstained from voting in the above resolution.*

*iii) Five (5) Folios holding in aggregate 98 Equity Shares of Face Value of Re.1/- each of the Company, not voted in the above resolution.*

*iv) One (1) Folio holding 12 Equity Shares of face value of Re.1/- each of the Company, voted partially in favour and partially against the above resolution.*

... 3

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (W), Mumbai – 400 080  
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: 3 :

## (2) Issue of Bonus Shares:

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

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% to Total valid Votes
A	Votes in favour of the Resolution	608	43,05,24,999	99.99
B	Votes against the Resolution	6	43,121	0.01
C	<b>Total Valid Votes (A + B)</b>	<b>614</b>	<b>43,05,68,120</b>	<b>100.00</b>

Notes: i) Three (3) Folios holding in aggregate 91,634 Equity Shares of face value of Re.1/- each of the Company, voted 12,558 Equity Shares in favour, and did not exercise the option to vote for 79,076 Equity Shares in the above resolution.

ii) Three (3) Folios holding in aggregate 2,35,481 Equity Shares of Face Value of Re.1/- each of the Company, abstained from voting in the above resolution.

## (3) Approve 'FSN E-Commerce Ventures Limited – Employee Stock Option Plan 2022':

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	435	39,46,27,744	91.65
B	Votes against the Resolution	173	3,59,40,157	8.35
C	<b>Total Valid Votes (A + B)</b>	<b>608</b>	<b>43,05,67,901</b>	<b>100.00</b>

Notes: i) One (1) Folio holding 3,789 Equity Shares of face value of Re.1/- each of the Company, voted 1 Equity Share in favour, and did not exercise the option to vote for 3,788 Equity Shares in the above resolution.

ii) One (1) Folio holding 87,832 Equity Shares of face value of Re.1/- each of the Company, voted 12,556 Equity Shares in against, and did not exercise the option to vote for 75,276 Equity Shares in the above resolution.

iii) Seven (7) Folios holding in aggregate 2,35,689 Equity Shares of Face Value of Re.1/- each of the Company, abstained from voting in the above resolution.

iv) Three (3) Folios holding in aggregate 23 Equity Shares of Face Value of Re.1/- each of the Company, not voted in the above resolution.

v) One (1) Folio holding 40 Equity Shares of face value of Re.1/- each of the Company, voted partially in favour and partially against the above resolution.

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

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: 4 :

- (4) Grant of Employee Stock Options to the Eligible Employees of Group Companies, including Subsidiary and Associate Company(ies) of the Company under ‘FSN E-Commerce Ventures Limited – Employee Stock Option Plan 2022’

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	427	39,45,25,128	91.63
B	Votes against the Resolution	180	3,60,42,740	8.37
C	<b>Total Valid Votes (A + B)</b>	<b>607</b>	<b>43,05,67,868</b>	<b>100.00</b>

Notes: i) Two (2) Folios holding in aggregate 91,621 Equity Shares of face value of Re.1/- each of the Company, voted 12,557 Equity Shares in against, and did not exercise the option to vote for 79,064 Equity Shares in the above resolution.

ii) Seven (7) Folios holding in aggregate 2,35,684 Equity Shares of Face Value of Re.1/- each of the Company, abstained from voting in the above resolution.

iii) Four (4) Folios holding in aggregate 61 Equity Shares of Face Value of Re.1/- each of the Company, not voted in the above resolution.

iv) One (1) Folio holding 40 Equity Shares of face value of Re.1/- each of the Company, voted partially in favour and partially against the above resolution.

- (5) Approve ‘FSN E-Commerce Ventures Limited – Employee Stock Unit Plan 2022’

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	423	40,40,33,208	93.84
B	Votes against the Resolution	185	2,65,34,752	6.16
C	<b>Total Valid Votes (A + B)</b>	<b>608</b>	<b>43,05,67,960</b>	<b>100.00</b>

Notes: i) Two (2) Folio holding in aggregate 3,798 Equity Shares of face value of Re.1/- each of the Company, voted 6 Equity Shares in favour, and did not exercise the option to vote for 3,792 Equity Shares in the above resolution.

ii) One (1) Folio holding 87,832 Equity Shares of face value of Re.1/- each of the Company, voted 12,556 Equity Shares in against, and did not exercise the option to vote for 75,276 Equity Shares in the above resolution.

iii) Six (6) Folios holding in aggregate 2,35,614 Equity Shares of Face Value of Re.1/- each of the Company, abstained from voting in the above resolution.

iv) Four (4) Folios holding in aggregate 35 Equity Shares of Face Value of Re.1/- each of the Company, not voted in the above resolution.

v) One (1) Folio holding 40 Equity Shares of face value of Re.1/- each of the Company, voted partially in favour and partially against the above resolution.

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: 5 :

- (6) Grant of Employee Stock Units to the Eligible Employees of Group Companies, including Subsidiary and Associate Company(ies) of the Company Under 'FSN E-Commerce Ventures Limited – Employee Stock Unit Plan 2022':

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	418	40,42,40,266	93.89
B	Votes against the Resolution	189	2,63,27,598	6.11
C	<b>Total Valid Votes (A + B)</b>	<b>607</b>	<b>43,05,67,864</b>	<b>100.00</b>

Notes: i) Three (3) Folios holding in aggregate 91,634 Equity Shares of face value of Re.1/- each of the Company, voted 12,558 Equity Shares in against, and did not exercise the option to vote for 79,076 Equity Shares in the above resolution.

ii) Seven (7) Folios holding in aggregate 2,35,684 Equity Shares of Face Value of Re.1/- each of the Company, abstained from voting in the above resolution.

iii) Four (4) Folios holding in aggregate 53 Equity Shares of Face Value of Re.1/- each of the Company, not voted in the above resolution.

iv) One (1) Folio holding 40 Equity Shares of face value of Re.1/- each of the Company, voted partially in favour and partially against the above resolution.

For Sharma and Trivedi LLP  
Company Secretaries




Sachin Hukumchand Sharma  
Designated Partner  
DIN: 08441791  
CP No.: 20423  
UDIN: A046900D001455771


Date : November 02, 2022  
Place : Jodhpur

Witnesses:

Signature:



Signature:



1. Name: Mrs. Veena Sharma  
Wife of: Mr. Sachin Hukumchand Sharma  
Address: 86, Parihar Nagar, Bhadwasia Road  
Jodhpur, Rajasthan – 342 001  
Occupation: Service

2. Name: Mrs. Tara Sharma  
Wife of: Mr. Hukumchand Sharma  
Address: Plot No.136, Baldev Nagar, Mata Ka  
Than, Jodhpur, Rajasthan – 342 001  
Occupation: Housewife

# **SHARMA AND TRIVEDI LLP**

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: 6 :

**Countersigned by**

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**Rajendra Punde**  
**Head - Legal, Company Secretary & Compliance Officer**  
**Mem. No.: A9785**  
**Date : November 02, 2022**  
**Place : Mumbai**