



June 12, 2024

National Stock Exchange of India Limited

BSE Limited

Symbol: NYKAA

Scrip Code: 543384

Dear Sir,

Subject: Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of Postal Ballot ('Notice') dated **May 22, 2024** for seeking approval of members of the Company for the following matters:

Sr. No.	Particulars	Type of resolution(s)
1	Re-appointment of Mr. Pradeep Parameswaran (DIN: 07206780) as a Non-Executive Independent Director for a second consecutive term of three years effective July 15, 2024.	Special
2	Re-appointment of Mr. Seshashayee Sridhara (DIN: 09247644) as a Non-Executive Independent Director for a second consecutive term of three years effective July 26, 2024.	Special
3	Appointment of Mr. Santosh Desai (DIN: 01237902) as a Non-Executive Independent Director for a term three years effective July 15, 2024.	Special

In terms of various circulars issued by Ministry of Corporate Affairs, the Notice is being sent by electronic mode to those members whose email addresses are registered with the Company/ Depositories and whose names appeared in the Register of Members/ list of beneficial owners maintained by the Company/ Depositories as on **Friday, June 7, 2024**, i.e. the **Cut-Off Date**. Physical copies of the Notice, Postal Ballot forms etc., is not being sent to members for this Postal Ballot.

The assent or dissent on the above resolutions can be communicated by the members through e-voting process ('e-voting'), within the following period:

Start of e-voting	09:00 a.m. IST on Thursday, June 13, 2024
End of e-voting	05:00 p.m. IST on Friday, July 12, 2024
Result of e-voting by Postal Ballot	On or before Monday, July 15, 2024

The Notice is also being uploaded on the Company's website, i.e. www.nykaa.com in the investors section, on the website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the e-voting agency i.e. National Security Depository Limited at www.evoting.nsdl.com.

We request you to take the above information on records.

Thanking You,

Yours faithfully,

For FSN E-Commerce Ventures Limited

Neelabja Chakrabarty

Company Secretary & Compliance Officer

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India)

E-VOTING COMMENCES ON:	E-VOTING CONCLUDES ON:
Thursday, June 13, 2024 at 9:00 A.M. (IST)	Friday, July 12, 2024 at 5:00 P.M. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013, as amended (hereinafter referred to as the “**Act**”) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard-2 on General Meetings (“**the SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”), and the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 9/2023 dated September 25, 2023 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “**SEBI Listing Regulations**”) and other applicable laws, rules and regulations, for seeking approval of Members of FSN E-Commerce Ventures Limited (“**the Company**”) to the resolutions as set out hereunder as Special Resolutions, only through E-Voting i.e., voting by electronic means (“**E-Voting**”):

- 1) Re-appointment of Mr. Pradeep Parameswaran (DIN: 07206780) as a Non-Executive, Independent director for a second consecutive term of three years from July 15, 2024 up to July 14, 2027;
- 2) Re-appointment of Mr. Seshashayee Sridhara (DIN: 09247644) as a Non-Executive, Independent director for a second consecutive term of three years from July 26, 2024 up to July 25, 2027;
- 3) Appointment of Mr. Santosh Desai (DIN: 01237902) as a Non-Executive, Independent Director for three years from July 15, 2024 up to July 14, 2027.

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail address is registered with the Company/ Depository Participant(s) as on **Friday, June 7, 2024** (“**Cut-off date**”). Members are requested to read the instructions given in the Notes under the section “Voting through Electronic Means” of the Notice.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided E-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency to provide E-Voting facility. The instructions for E-Voting forms part of this Postal Ballot Notice.

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Act read with the Rules, pertaining to the resolutions setting out the material facts and the reasons/ rationale thereof, is appended and forms part of the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors (“**Board**”) of the Company, vide resolution dated May 22, 2024, has appointed Mr. Sachin Sharma (Membership No. 46900/CP. No. 20423), Designated Partner, M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Company Secretaries, or failing him Mr. Dinesh Trivedi (Membership No. 23841/CP. No. 22407), Designated Partner, M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Company Secretaries, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

After completion of scrutiny of the votes, the Scrutinizer will submit their Report to the Chairperson of the Company, or any person authorized by the Chairperson. The results of the voting conducted through Postal Ballot (through the E-Voting process) along with the Scrutinizer’s Report will be announced by the Chairperson or such person as authorized, on or before Monday, July 15, 2024.

SPECIAL BUSINESS:**1. RE-APPOINTMENT OF MR. PRADEEP PARAMESWARAN (DIN: 07206780) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR FOR A SECOND CONSECUTIVE TERM OF THREE YEARS**

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mr. Pradeep Parameswaran (DIN 07206780), who was appointed as an Independent Director on July 15, 2021 for a term of 3 (three) years and will complete his tenure on July 14, 2024 and has submitted a declaration confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second consecutive term of three years from July 15, 2024 up to July 14, 2027, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder and SEBI Listing Regulations, Mr. Pradeep Parameswaran shall be entitled to receive the remuneration as permitted to be received in the capacity of Non-Executive, Independent Director, under the Act and SEBI Listing

Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

2. RE-APPOINTMENT OF MR. SESHASHAYEE SRIDHARA (DIN: 09247644) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR FOR A SECOND CONSECUTIVE TERM OF THREE YEARS

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mr. Seshashayee Sridhara (DIN 09247644), who was appointed as an Independent Director on July 26, 2021 for a term of 3 (three) years and will complete his first term on July 25, 2024 and has submitted a declaration confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second consecutive term of three years from July 26, 2024 up to July 25, 2027, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder and SEBI Listing Regulations, Mr. Seshashayee Sridhara shall be entitled to receive the remuneration as permitted to be received in the capacity of Non-Executive, Independent Director, under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

3. APPOINTMENT OF MR. SANTOSH DESAI (DIN: 01237902) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR FOR THREE YEARS

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Santosh Desai (DIN: 01237902), who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive, Independent Director, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years commencing from July 15, 2024 upto July 14, 2027.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder and SEBI Listing Regulations, Mr. Santosh Desai shall be entitled to receive the remuneration as permitted to be received in the capacity of Non-Executive, Independent Director, under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By the Order of the Board of Directors
For FSN E-Commerce Ventures Limited**

Date : May 22, 2024

Place : Mumbai

**Neelabja Chakrabarty
Company Secretary & Compliance Officer
Mem. No.: A16075**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT') FORMING PART OF THE NOTICE**Item No. 1**

Mr. Pradeep Parameswaran was appointed as an Independent Director of the Company for a period of 3 (Three) consecutive years commencing from July 15, 2021 upto July 14, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination and Remuneration Committee ("NRC"), taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Pradeep Parameswaran's qualifications and his rich experience meets the skills and capabilities required for the role of Independent Director of the Company and has recommended his reappointment.

The Board of Directors of the Company ("Board"), at its meeting held on May 22, 2024 has, subject to the approval of Members, based on the recommendation of NRC, consented to re-appoint Mr. Pradeep Parameswaran (DIN: 07206780) as an Independent Director for a second term for a period of 3 (three) years from the expiry of his present term, i.e. with effect from July 15, 2024, on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Board, not liable to retire by rotation.

Brief profile and other details of Mr. Pradeep Parameswaran as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are enclosed as Annexure - 1.

The Company has received a declaration from Mr. Pradeep Parameswaran confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has also received a notice from a Member under Section 160(1) of the Act indicating the intention to propose Mr. Parameswaran as an Independent Director of the Company.

The Board commends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

Except Mr. Pradeep Parameswaran, being the appointee, none of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, are concerned or interested, financially or otherwise, except as shareholders, in the resolution set out at Item No. 1 of the accompanying Notice.

Item Nos. 2

Mr. Seshashayee Sridhara (DIN: 09247644) was appointed as an Independent Director of the Company for a period of 3 (Three) consecutive years commencing from July 26, 2021 upto July, 25, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination and Remuneration Committee ("NRC") taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and

based on the performance evaluation, concluded and recommended to the Board that Mr. Seshashayee Sridhara's qualifications and his rich experience meets the skills and capabilities required for the role of Independent Director of the Company.

The Board of Directors of the Company ("Board"), at its meeting held on May 22, 2024 has, subject to the approval of Members, based on the recommendation of NRC, consented to re-appoint Mr Seshashayee Sridhara (DIN: 09247644) as an Independent Director for a second term for a period of 3 (three) years from the expiry of his present term, i.e. with effect from July 26, 2024, on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Board, not liable to retire by rotation.

Brief profile and other details of Mr. Seshashayee Sridhara as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are enclosed as Annexure - 1.

The Company has received a declaration from Mr. Seshashayee Sridhara confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has also received a notice from a Member under Section 160(1) of the Act indicating the intention to propose Mr. Sridhara as an Independent Director of the Company.

The Board commends the Special Resolution set out in Item No. 2 of the accompanying Notice for approval of the Members.

Except Mr. Seshashayee Sridhara, being the appointee, none of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, are concerned or interested, financially or otherwise, except as shareholders, in the resolution set out at Item No. 2 of the accompanying Notice.

Item Nos. 3:

The Nomination and Remuneration Committee ("NRC") taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company had recommended the appointment of Mr. Santosh Desai (DIN: 01237902) as a Non-Executive, Independent Director to the Board, considering his qualifications and his rich experience.

The Board of Directors of the Company ("Board"), at its meeting held on May 22, 2024 has, subject to the approval of Members, based on the recommendation of NRC, consented to appoint Mr. Santosh Desai as a Non-Executive, Independent Director for a term of 3 (three) years commencing with effect from July 15, 2024, on the terms and conditions as recommended by the NRC, not liable to retire by rotation.

In terms of Section 160(1) of the Act, the Company has received a Notice from a member in writing proposing his candidature for the office of Director. The Company has also received from Mr. Santosh Desai (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act; (iii) a declaration to

the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations; and (iv) a confirmation that he would be able to devote time required to discharge his roles, duties and responsibilities as a Non-Executive, Independent Director of the Company.

Brief profile and other details of Mr. Santosh Desai as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are enclosed as Annexure - 1.

Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Santosh Desai has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as Non-Executive, Independent Director of the Company. Mr. Desai has also confirmed that he is not debarred from holding the office of a director by virtue of any Order passed by SEBI or any such authority. Mr. Desai has confirmed that he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Santosh Desai is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as a Non-Executive, Independent Director of the Company and is independent of the Management.

The Board commends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, are concerned or interested, financially or otherwise, except as shareholders, in the resolution set out at Item No. 3 of the accompanying Notice.

ANNEXURE-1 to the Notice of Postal Ballot DATED May 22, 2024

Details of Directors seeking appointment/modification of remuneration pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

Name of the Director	Pradeep Parameswaran	Seshashayee Sridhara	Santosh Desai
DIN	07206780	09247644	01237902
Designation	Independent Director	Independent Director	Independent Director
Date of Birth (Age in years)	01/07/1974 (50 years)	01/02/1966 (58 years)	24/01/1963 (61 years)
Qualifications	Bachelor's degree in engineering (instrumentation engineering) and a Master's degree in management studies from the University of Mumbai. Also holds master of business administration from Vanderbilt University	Bachelor's degree in mechanical engineering from the Nagpur University	IIM-Ahmedabad graduate
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Pradeep Parameswaran has been associated with Uber India Technology Private Limited as senior director, RGM Rides – APAC. He was associated with DEN Networks Limited as the chief executive officer, McKinsey & Company, Inc and Hindustan Unilever Limited.	Mr. Seshashayee Sridhara has several years of experience in product, engineering, data and artificial intelligence, operations, cybersecurity and compliance sector. He also serves as a member of the management board for Allegro.pl. Previously, he was associated with various organisations including TUI Travel Plc, and D-Market Elektronik Hizmetler ve Ticaret AS Kustepe Mah. Mecidiyekoy Yolu Cad (Dogan Online).	Mr. Santosh Desai is a Founder & Director of Think9 Consumer Technologies Private Limited. He was the CEO of Future Brands Ltd. He has also served as the President of McCann-Erickson, one of India's premier advertising agencies. Having spent 21 years in advertising, he is a veteran in the domain and has been involved in strategically building many key brands for numerous local and multinational organizations. He has served on the boards of ING Vysya Bank and OXFAM India and is currently on the boards of Think9 Consumer Technologies Pvt Ltd, D. B. Corp. Limited and Breakthrough. He is also a member of the Governing Councils of Mudra Institute of Communication, Ahmedabad & Praxis Business School, Kolkata. He has been writing a weekly column in the Times of India for over 19 years and is the author of the bestselling 'Mother Pious Lady-Making Sense of Everyday India', a



Name of the Director	Pradeep Parameswaran	Seshashayee Sridhara	Santosh Desai
			book that examines how the everyday life of middle class India has evolved.
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 1 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Pradeep Parameswaran is proposed to be re-appointed, not liable to retire by rotation.	As per the resolution at item no. 2 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Seshashayee Sridhara is proposed to be re-appointed, not liable to retire by rotation.	As per the resolution at item no. 3 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Santosh Desai is proposed to be appointed, not liable to retire by rotation.
Remuneration last drawn (FY2023-24)	INR 10,00,000* as commission for FY 2023-24	INR 10,00,000 as commission for FY 2023-24	Not Applicable
Remuneration proposed	NA	NA	NA
Date of first appointment on the Board	15-07-2021	26-07-2021	15-07-2024
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	31,584	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	NA	NA	NA
Number of meetings of the Board attended during the financial year 2023-24	4	5	NA
Directorships of other Boards as on March 31, 2024 (excluding FSN E-Commerce Ventures Limited)	Nykaa E-Retail Limited	FSN Brand Marketing Private Limited FSN International Limited	D.B. Corp Limited Bidada Foods Private Limited Think9 Consumer Technologies Private Limited Papadmalji Agro Foods Private Limited
Membership/ Chairmanship of Committees of other Boards as on March 31, 2024 (excluding FSN E-Commerce Ventures Limited)	<u>Nykaa E-Retail Limited</u> Corporate Social Responsibility – Member	NIL	<u>D.B. Corp Limited</u> Audit Committee – Member Nomination and Remuneration Committee – Member Stakeholders Relationship Committee – Member Risk Management Committee – Member Compensation Committee – Chairperson

Name of the Director	Pradeep Parameswaran	Seshashayee Sridhara	Santosh Desai
Entities from which the Director has resigned in the past three years	NA	NA	Future Brands Limited Oxfam India
The skills and capabilities required for the role and the manner in which the proposed person meets such requirement.	Mr. Pradeep Parameswaran is Global Head of Business Development of Uber, as such he has skills and capabilities to contribute significantly towards strategic guidance to the E-Commerce business and also in the areas of risk management.	Mr. Seshashayee Sridhara has several years of experience in product, engineering, data and artificial intelligence, operations, cybersecurity and compliance sector, as such has skills and capabilities to contribute significantly to the fields of information technology, data protection, information security and cyber security risks.	Mr. Santosh Desai has experience in understanding the interwoven relationship between culture and brands that has helped build several iconic brands, as such he has skills and capabilities to significantly contribute towards strategic guidance for marketing and brand building, analyzing consumer trends, etc.

Note: * Mr. Pradeep Parameswaran is an Independent Director in the Board of Nykaa E-Retail Limited, being material unlisted subsidiary company of FSN E-Commerce Ventures Limited. In view of this, his commission of Rs 10 Lakhs for FY 2023-24 is allocated between FSN E-Commerce Ventures Limited and Nykaa E-Retail Limited.

GENERAL NOTES:

- (1) The Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
- (2) The Postal Ballot Notice is being sent only by e-mail to those members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company ('Link Intime') and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on the **Cut-off Date** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and, the Circulars issued by Ministry of Corporate Affairs, Government of India ('MCA') and Securities and Exchange Board of India ('SEBI') in this regard from time to time. In accordance with the extant MCA and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.
- (3) The communication of the assent or dissent of the Members would take place through the process of e-Voting only. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the **Cut-Off Date**.

- (4) All documents referred to in this Postal Ballot Notice will be open/available for inspection through electronic mode by the Members of the Company during working hours on all working days upto and including the last day for e-Voting i.e., **from Thursday, June 13, 2024 to Friday, July 12, 2024**. Any member seeking to inspect the documents can send an e-mail to nykaacompanysecretary@nykaa.com with subject line "Inspection of Documents."
- (5) The Notice of Postal Ballot is also placed on the website of the Company i.e. www.nykaa.com and the website of NSDL : www.evoting.nsdl.com and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).
- (6) **Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and e-Voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with Link Intime (in case of Members holding shares in physical form)**

Those persons who are Members of the Company as on the **Cut-off Date** and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

(i) For Temporary Registration for Demat shareholders:

The Members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime by clicking the link in their web site www.linkintime.co.in at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to Link Intime at rnt.helpdesk@linkintime.co.in.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

(ii) For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective DP by following the procedure prescribed by the DP.

(iii) Registration of e-mail address for shareholders holding physical shares:

The Members of the Company holding equity shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime, by clicking the link: www.linkintime.co.in in their web site www.linkintime.co.in at the Investor Services tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and email id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to Link Intime at rnt.helpdesk@linkintime.co.in.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

E-VOTING INSTRUCTIONS:

Cut-off Date	Friday, June 7, 2024
E-Voting Start Date and Time	Thursday, June 13, 2024 (09:00 a.m. IST)
E-Voting End Date and Time	Friday, July 12, 2024 (05:00 p.m. IST)





During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date may cast their vote by e-Voting. The e-Voting module shall be disabled by Link Intime for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The instructions and other information relating to e-Voting are as under:

I. Login method for e-voting for individual Shareholders holding securities in demat mode

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on ‘e-voting facility provided by Listed Companies’, e-voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants (‘DPs’) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile no. and e-mail id in their demat accounts in order to access e-voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you have already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile phone. 2. Once the home page of e-services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. 4. Click on ‘Access to e-voting’ appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against the Company name or ESP – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the e-voting period. <p>If you have not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select ‘Register Online for IDeAS’ Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Please follow the steps given in point A (1-5) above. <p>B. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a personal computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section.

	<ol style="list-style-type: none"> 3. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to the NSDL website wherein you can see the e-voting page. Click on options available against the Company name or ESP – NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.
	<p>C. Shareholder/Member can also download the NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for a seamless voting experience.</p> <p>NSDL Speede App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited (‘CDSL’)</p>	<p>A. CDSL Easi/Easiest facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Users can login through their existing User ID and Password. An option will be made available to reach the 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 use the existing 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 e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the ESP for casting your vote during the e-voting period. Additionally, the links have been provided to access the system of all ESP’s, so that the user can visit the ESP’s websites directly. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. 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. 2. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from an e-voting link available on www.cdslindia.com home page. The system will

	<p>authenticate the user by sending OTP on registered mobile and e-mail id as recorded in the demat account.</p> <p>B. E-voting website of CDSL</p> <p>After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and also will be able to directly access the system of all ESP's.</p>
<p>Individual Shareholders (holding securities in demat mode) logging through their DPs</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. 2. Once logged-in, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL/CDSL site after successful authentication, wherein you can see the e-voting feature. 3. Click on options available against the Company name or ESP – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the 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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Securities held with NSDL	Please contact the NSDL helpdesk by sending a request to evoting@nsdl.com or call at contact no. 022- 48867000.
Securities held with CDSL	Please contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

II. Login method for e-voting for Shareholders other than individual Shareholders holding securities in demat mode and Shareholders 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 phone.
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.
4. Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-services after using your login credentials, click on e-voting and you can proceed to Step

2 i.e., cast your vote electronically.

5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL/CDSL) or Physical	Your User ID is:
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 followed by folio no. registered with the Company. For example, EVEN is 128796 and if folio no. is 001*** then User ID is 128796 ***

6. Your password details are given below:

- a. If you are already registered for e-voting, then you can use 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 by NSDL. 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 in your mailbox from evoting@nsdl.com. Open the e-mail and open the attachment i.e., a .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account or folio no. for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. In case you have not registered your e-mail id with the Company/Depositories, please follow instructions mentioned below in this Postal Ballot notice.

7. 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 no.,

- PAN, name, and registered address.
- d. Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
 8. After entering your password, click on agree to 'Terms and Conditions' by selecting on the check box.
 9. Now, you will have to click on 'Login' button.
 10. After you click on the 'Login' button, home page of e-voting will open.

Details on Step 2 are mentioned below:**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 128796" 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 and you will receive a confirmation by way of a SMS on your registered mobile no. from Depository.
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 Shareholders whose e-mail ids are not registered with the Depositories/Company for procuring User ID and Password for e-voting for the resolution set out in this Postal Ballot notice:

Shareholders/Members may send a request to evoting@nsdl.com for procuring User ID and Password for e-voting by providing below mentioned documents:

1. Members whose shares are held in physical mode, are requested to provide folio no., name of Shareholder, scanned copy of the share certificate (front and back), PAN Card (self-attested scanned copy), Aadhaar Card (self-attested scanned copy).
2. Members whose shares are held in demat mode, are requested to provide DP ID Client ID (16 Digit DP ID + Client ID or 16 Digit Beneficiary ID), name, client master or copy of consolidated account statement, PAN Card (self-attested scanned copy), Aadhaar Card (self-attested scanned copy). If you are an individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at note no. 5(vii) 'Login method for e-voting for individual Shareholders holding securities in demat mode'.

General Guidelines for Shareholders:

1. Institutional Shareholders/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to upload their Board Resolution/Power of Attorney/Authority Letter by

clicking on ‘Upload Board Resolution/Authority Letter’ displayed under ‘e-voting’ tab on this screen or send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at csllp@gmail.com with a copy marked to evoting@nsdl.com.

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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at Tel: +91 22 4886 7000 or send a request to Mr. Amit Vishal, Assistant Vice President, NSDL, or Ms. Pallavi Mhatre, Senior Manager, NSDL, at evoting@nsdl.com.

Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot, shall be deemed to have been passed on the last day of e-voting i.e., Friday, July 12, 2024.