



## FSN E-Commerce Ventures Limited

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

May 28, 2023

**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: Annual Secretarial Compliance Report for the financial year ended March 31, 2023**

Pursuant to the Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2023, issued by M/s. S. N. Ananthasubramanian & Co., Company Secretaries (C.P. No. 24335).

The above document is available on the Company's website <https://www.nykaa.com/investor-relations>.

Kindly take the same on records.

Thanking You.

Yours faithfully,  
**For FSN E-Commerce Ventures Limited**  
*(formerly 'FSN E-Commerce Ventures Private Limited')*

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**Sujeet Jain**  
Chief Legal and Regulatory Officer,  
Company Secretary and Compliance Officer  
Mem. No.: F6144

Encl: As above



**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

10/25-26, 2nd Floor, Brindaban,  
Thane (W) - 400 601  
T: +91 22 25345648 | +91 22 25432704  
E: [snaco@snaco.net](mailto:snaco@snaco.net) | W: [www.snaco.net](http://www.snaco.net)  
ICSI Unique Code: P1991MH040400

To,  
**The Board of Directors,**  
**FSN E-Commerce Ventures Limited**  
**CIN: L52600MH2012PLC230136**  
104, Vasan Udyog Bhavan, Sun Mill Compound,  
Tulsi Pipe Road, Lower Parel, Mumbai – 400013.

Sir/ Madam,

**Annual Secretarial Compliance Report for the Financial Year 2022-23**

We have been engaged by **FSN E-Commerce Ventures Limited** (hereinafter referred to as 'the Company') whose equity shares are listed on National Stock Exchange of India Limited (Symbol: NYKAA) and BSE Limited (Security Code: 543384), to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

*S N Viswanathan*

**S N. Viswanathan**  
**Partner**

**23<sup>rd</sup> May, 2023 | Thane**





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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF FSN E-COMMERCE VENTURES  
LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

We have examined:

- (a) all the documents and records made available to us and explanations provided by **FSN E-Commerce Ventures Limited** ('the listed entity');
- (b) filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

**for the financial year ended 31<sup>st</sup> March, 2023** ('review period'), in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable as there was no reportable event during the review period;**





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**Company Secretaries**

- (e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable as there was no reportable event during the review period;**
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under;

and based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.
- (b) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (c) The listed entity has taken the following actions to comply with the observations made in previous reports – **Not Applicable.**
- (d) The listed entity has complied with the provisions of Para 6 of Circular No. CIR/ CFD/ CMD1/114/2019 issued by SEBI on 18<sup>th</sup> October, 2019 in terms of appointment/resignation of Statutory Auditors of Listed Entity – **Not Applicable.**
- (e) Our affirmations, as required, in terms of the NSE Circular Ref No: NSE/CML/ 2023/30 dated April 10, 2023 and the BSE Circular No: 20230410-41 dated April 10, 2023, are annexed as **Annexure – A** to the report.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 606/2019



S N. Viswanathan

Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955E000357448

23<sup>rd</sup> May, 2023 | Thane





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**Annexure – A**

We hereby report that, during the review period, the compliance status of the listed entity is as given hereunder:

| <b>Sr. No.</b> | <b>Particulars</b>                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Compliance status (Yes/No/NA)</b> | <b>Observations / Remarks by PCS</b> |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|
| 1)             | <b>Secretarial Standard</b><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.                                                                                                                                       | Yes                                  | –                                    |
| 2)             | <b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li><li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/guidelines issued by SEBI.</li></ul>                                               | Yes                                  | –                                    |
| 3)             | <b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>• The Listed entity is maintaining a functional website.</li><li>• Timely dissemination of the documents / information under a separate section on the website.</li><li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.</li></ul> | Yes                                  | –                                    |
| 4)             | <b>Disqualification of Director:</b><br>None of the Directors of the Company                                                                                                                                                                                                                                                                                                                                                                               | Yes                                  | –                                    |





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**Company Secretaries**

| Sr. No. | Particulars                                                                                                                                                                                                                                                                                                                                                                  | Compliance status (Yes/No/NA) | Observations / Remarks by PCS |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
|         | is/are disqualified under Section 164 of Companies Act, 2013, as confirmed by the listed entity.                                                                                                                                                                                                                                                                             |                               |                               |
| 5)      | <b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b><br>a) Identification of material subsidiary companies.<br>b) Requirements with respect to disclosure of material as well as other subsidiaries.                                                                                                                                         | Yes                           | —                             |
| 6)      | <b>Preservation of Documents:</b><br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.                                                                                                       | Yes                           | —                             |
| 7)      | <b>Performance Evaluation:</b><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.                                                                                                                            | Yes                           | —                             |
| 8)      | <b>Related Party Transactions:</b><br>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions, or.<br>b) The Listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained. | Yes                           |                               |





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**Company Secretaries**

| Sr. No. | Particulars                                                                                                                                                                                                                                                                                                                                            | Compliance status (Yes/No/NA) | Observations / Remarks by PCS |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
| 9)      | <b>Disclosure of events or information:</b><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.                                                                                                                  | Yes                           | —                             |
| 10)     | <b>Prohibition of Insider Trading:</b><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.                                                                                                                                                                                      | Yes                           | —                             |
| 11)     | <b>Actions taken by SEBI or Stock Exchange(s), if any:</b><br>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. | Yes                           | —                             |
| 12)     | <b>Additional Non-compliances, if any:</b><br>No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.                                                                                                                                                                                                              | Yes                           | —                             |

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

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23rd May, 2023 | Thane

