



July 13, 2024

National Stock Exchange of India Limited

BSE Limited

Symbol: NYKAA

Scrip Code: 543384

Dear Sirs,

Subject: Outcome of the Postal Ballot

With reference to our intimation dated June 12, 2024, regarding the Notice of Postal Ballot, please find enclosed the following:

1. The Scrutinizer's Report issued by Mr. Sachin Sharma (Membership No.: F12788/CP. No.: 20423), Designated Partner, M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Practicing Company Secretaries, Mumbai, on the Postal Ballot through e-voting, dated July 13, 2024, as **Annexure 1**.
2. Voting results of the Postal Ballot through e-voting as **Annexure 2**.

Based on the Scrutinizer's report, it is hereby informed that, the Members of the Company, have approved the following Resolutions, as mentioned in the Postal Ballot Notice dated May 22, 2024, with requisite majority on Friday, July 12, 2024, being the last date of e-voting:-

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 of three years effective July 15, 2024.	Special

The voting results along with the scrutinizer's report are also available on the Company's website i.e. <https://www.nykaa.com/investor-relations/lp>.

This is for your information and records.

Thanking You,

Yours faithfully,

For FSN E-Commerce Ventures Limited

Neelabja Chakrabarty

Company Secretary & Compliance Officer

SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000
C-316, 3rd 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.: F12788/CP. No.: 20423), Designated Partner, M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Practicing Company Secretaries, Mumbai, having my office at C-316, 3rd Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg, Mulund (W), Mumbai – 400 080 was appointed as the Scrutinizer by the Company for conducting the Postal Ballot by way of remote e-voting process, carried out pursuant to Section 108 and 110 of Companies Act, 2013 (“Act”) read with Rule 20 and 22 the Companies (Management and Administration) Rules, 2014 read with the General Circulars on the Meetings and E-voting issued by the Ministry of Corporate Affairs from time to time (“MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) / amendments thereof for the time being in force and as amended from time to time, to seek approval of the Members via Postal Ballot through remote e-voting process only (“e-voting” or “remote e-voting”) in connection with the passing of the resolutions as mentioned in the Notice of Postal Ballot dated May 22, 2024.

In terms of the MCA Circulars, the Company had sent the Postal Ballot Notice only in electronic form to such shareholders whose email ids were registered with the Depositories/ Depository Participants/ the Company’s Registrar and Transfer Agent (RTA), as on the cut-off day i.e. Friday, June 7, 2024. The hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA Circulars & SEBI Circular mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the e-voting system only. The Company had availed the e-voting facility offered by National Securities Depository Limited for conducting remote e-voting by the shareholders of the Company.

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, the Listing Regulations 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 June 13, 2024, informing about dispatch of the Postal Ballot Notice by e-mail.

SHARMA AND TRIVEDI LLP

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Mulund (W), Mumbai – 400 080
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The Company and National Securities Depository Limited (“NSDL”) had uploaded the Notice together with the explanatory statement on their respective websites - www.nykaa.com and www.evoting.nsdl.com. The Company had generated Event Number: 128796 on NSDL to cast votes through e-voting mode.

The Shareholders holding the shares as on the “cut-off” date i.e., Friday, June 07, 2024, were entitled to vote on the proposed resolutions through e-voting.

The remote e-voting period of thirty (30) days commenced on Thursday, June 13, 2024 at 09:00 A.M. (IST) and ended on Friday, July 12, 2024 at 05:00 P.M. (IST) for the shareholders exercising their vote through remote e-voting. The remote e-voting module was disabled by NSDL for voting thereafter. All votes cast by e-voting received upto Friday, July 12, 2024 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. July 12, 2024, in the presence of two witnesses who are not the employees of the Company. The e-voting results containing list of shareholders who voted for and against were downloaded from the e-voting website of National Securities Depository Limited (“NSDL”) i.e. www.evoting.nsdl.com 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 National Securities Depository Limited (“NSDL”).

The result along with Scrutinizer’s report will simultaneously be posted on the Company’s website- www.nykaa.com and website of NSDL - www.evoting.nsdl.com, 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:

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RESOLUTION NUMBER 1: Special Resolution

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

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	1,822	2,31,35,81,204	99.76
B	Votes against the Resolution	185	56,21,673	0.24
C	Total Valid Votes (A + B)	2,007	2,31,92,02,877	100.00

Note: i) Three (3) Folios holding in aggregate 7,47,554 Equity Shares of face value of Re.1/- each of the Company, voted 2,85,983 Equity Shares in favour, and did not exercise the option to vote for 4,61,571 Equity Shares in the above resolution.

Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No.1, as contained in the Notice of Postal Ballot dated May 22, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

RESOLUTION NUMBER 2: Special Resolution

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

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	1,804	2,30,50,69,822	99.39
B	Votes against the Resolution	199	1,41,32,015	0.61
C	Total Valid Votes (A + B)	2,003	2,31,92,01,837	100.00

Note: i) Four (4) Folios holding in aggregate 7,47,654 Equity Shares of face value of Re.1/- each of the Company, voted 2,85,984 Equity Shares in favour, and did not exercise the option to vote for 4,61,670 Equity Shares in the above resolution.

Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No.2, as contained in the Notice of Postal Ballot dated May 22, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

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RESOLUTION NUMBER 3: Special Resolution

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

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	1,856	2,31,91,58,199	99.998
B	Votes against the Resolution	151	46,407	0.002
C	Total Valid Votes (A + B)	2,007	2,31,92,04,606	100.000

Note: i) Four (4) Folios holding in aggregate 7,47,560 Equity Shares of face value of Re.1/- each of the Company, voted 2,85,985 Equity Shares in favour, and did not exercise the option to vote for 4,61,575 Equity Shares in the above resolution.

Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No.3, as contained in the Notice of Postal Ballot dated May 22, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.


For Sharma and Trivedi LLP
Company Secretaries



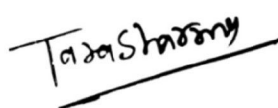
Sachin Sharma
Designated Partner
DIN: 08441791
CP No.: 20423
UDIN: F012788F000734388
Date: 13th July, 2024
Place: Jodhpur

Witnesses:

Signature:



Signature:



1. **Name:** Mrs. Veena Sharma
Wife of: Mr. Sachin Hukumchand Sharma
Address: Flat No.A-330,Third Floor, Sai Enclave
Khokhariya Bera, Mandor, Jodhpur – 342 304
Occupation: Service

2. **Name:** Mrs. Tara Sharma
Wife of: Mr. Hukumchand Sharma
Address: Flat No.A-330,Third Floor, Sai Enclave
Khokhariya Bera, Mandor, Jodhpur – 342 304
Occupation: Housewife

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Countersigned by

Neelabja Chakrabarty
Company Secretary & Compliance Officer
Mem. No.: A16075
Date : 13th July, 2024
Place : Mumbai



Annexure 2

Voting Results of Postal Ballot Activity through e-voting

Date of the AGM/EGM	Not applicable (Resolutions passed through Postal Ballot on July 12, 2024)
Total number of shareholders on record date	4,87,259
Number of shareholders present in the meeting either in person or through proxy: ➤ Promoters and Promoter group ➤ Public	Not applicable (Resolutions passed through Postal Ballot)
Number of Shareholders attended the meeting through Video Conferencing ➤ Promoters and Promoter group ➤ Public	Not applicable (Resolutions passed through Postal Ballot)



Resolution Required: Special			1 - Re-appointment of Mr. Pradeep Parameswaran (DIN: 07206780) as a Non-Executive, Independent Director for a second consecutive term of three years effective from July 15, 2024.					
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	1491392142	1491392142	100.0000	1491392142	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1491392142	100.0000	1491392142	0	100.0000	0.0000
Public Institutions	E-Voting	817549230	725035336	88.6840	719445000	5590336	99.2290	0.7710
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		725035336	88.6840	719445000	5590336	99.2290	0.7710
Public Non-Institutions	E-Voting	547417887	102775399	18.7746	102744062	31337	99.9695	0.0305
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		102775399	18.7746	102744062	31337	99.9695	0.0305
Total		2856359259	2319202877	81.1944	2313581204	5621673	99.7576	0.2424



Resolution Required: 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 from July 26, 2024.					
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	1491392142	1491392142	100.0000	1491392142	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1491392142	100.0000	1491392142	0	100.0000	0.0000
Public Institutions	E-Voting	817549230	725035336	88.6840	710935275	14100061	98.0553	1.9447
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		725035336	88.6840	710935275	14100061	98.0553	1.9447
Public Non-Institutions	E-Voting	547417887	102774359	18.7744	102742405	31954	99.9689	0.0311
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		102774359	18.7744	102742405	31954	99.9689	0.0311
Total		2856359259	2319201837	81.1943	2305069822	14132015	99.3907	0.6093



Resolution Required: Special			3 - Appointment of Mr. Santosh Desai (DIN: 01237902) as a Non-Executive, Independent Director for a term of three years with effect from July 15, 2024.					
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	1491392142	1491392142	100.0000	1491392142	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1491392142	100.0000	1491392142	0	100.0000	0.0000
Public Institutions	E-Voting	817549230	725035336	88.6840	725015083	20253	99.9972	0.0028
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		725035336	88.6840	725015083	20253	99.9972	0.0028
Public Non Institutions	E-Voting	547417887	102777128	18.7749	102750974	26154	99.9746	0.0254
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		102777128	18.7749	102750974	26154	99.9746	0.0254
Total		2856359259	2319204606	81.1944	2319158199	46407	99.9980	0.0020