



January 29, 2026

**National Stock Exchange of India Limited**

**BSE Limited**

**Symbol: NYKAA**

**Scrip Code: 543384**

Dear Sir/ Madam,

**Subject: Outcome of the Postal Ballot**

With reference to our intimation dated December 29, 2025, regarding the Notice of Postal Ballot, please find enclosed the following:

1. The Scrutinizer's Report issued by Mr. Vishwanath (Membership No.: A14521/CP. No.: 25099), Designated Partner, M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Practicing Company Secretaries, Mumbai, on the Postal Ballot through e-voting, dated January 28, 2026, 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 Resolution, as mentioned in the Notice of Postal Ballot dated December 26, 2025, with requisite majority on Wednesday, January 28, 2026, being the last date of e-voting: -

Sr. No.	Particulars	Type of resolution
1	Re-appointment of Ms. Falguni Nayar as the Executive Chairperson, Managing Director and Chief Executive Officer (EC, MD & CEO) of the Company for a term of 5 years and payment of remuneration.	Ordinary

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**

Chetan Sharma

**Company Secretary & Compliance Officer**

Encl: a/a

# 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 Company Secretary,  
FSN E-Commerce Ventures Limited  
CIN: L52600MH2012PLC230136  
104 Vasan Udyog Bhavan, Sun Mill Compound, S. B. Marg  
Tulsi Pipe Road, Lower Parel (W), Mumbai – 400013

Dear Sir,

### **Sub.: Result of the Postal Ballot conducted for seeking approval of the Members of FSN E-Commerce Ventures Limited (the ‘Company’)**

I, Vishwanath, Practising Company Secretary (ACS:14521; CP:25099) and Designated Partner of M/s Sharma and Trivedi LLP, Company Secretaries, Mumbai, (LLPIN:AAW-6850), was appointed as the Scrutinizer by the Board of Directors of **FSN E-Commerce Ventures Limited** (the ‘Company’) vide resolution dated November 7, 2025 for conducting the Postal Ballot by way of remote e-voting process, carried out as per Section 108 and 110 of Companies Act, 2013 (‘Act’) read with the Companies (Management and Administration) Rules, 2014 read with the General Circular No.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, and other Circulars issued time to time, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (‘MCA Circulars’) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and other Circulars issued time to time, the latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (SEBI) and Regulation 44 of the SEBI (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 resolution as mentioned in the Notice of Postal Ballot dated December 26, 2025.

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 National Securities Depository Limited (NSDL): [www.evoting.nsdl.com](http://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 and Corporate Office of the Company.

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: 2 :

In terms of the MCA Circulars, the Company had sent the Notice of Postal Ballot ('Notice') in electronic form only to those Members whose email id was registered with the Depositories/Depository Participants/ the Company's Registrar and Transfer Agent (RTA), as on the cut-off date i.e., December 24, 2025. Hard copy of 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 & SEBI 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 Members were duly mentioned in the Notice sent to the Members 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, Listing Regulations and as provided in the MCA circulars mentioned above, an advertisement was published by the Company in "Financial Express", "The Free Press Journal" (English) and Navshakti (Vernacular -Marathi) newspapers, on December 30, 2025, informing about dispatch of the Postal Ballot Notice by e-mail.

The Company and NSDL had uploaded the Notice together with the explanatory statement on their respective websites: [www.nykaa.com](http://www.nykaa.com) and [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company had generated EVEN: 138026 on the portal of NSDL for casting votes through e-voting mode.

The Members holding the shares as on the "cut-off" date i.e., December 24, 2025, were entitled to vote on the proposed resolution through e-voting.

The remote e-voting period of thirty (30) days commenced on December 30, 2025 at 9.00 A.M. (IST) and ended on January 28, 2026 at 5.00 P.M. (IST) for the Members 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 January 28, 2026 at 5.00 P.M. (IST) being last date fixed by the Company for exercise of vote by e-voting, were considered for my scrutiny. The votes cast under remote e-voting facility were unblocked.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and Listing Regulations, relating to the items being placed for approval of the Members 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 resolution stated in the Notice, based on votes cast through e-voting as also the reports generated from the e-voting system provided by NSDL.



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: 3 :

The Report of the Postal Ballot was duly compiled and accordingly the result of Postal Ballot through remote e-voting for the following resolution is as under:

## Special Business:

- **Re-appointment of Ms. Falguni Nayar as the Executive Chairperson, Managing Director and Chief Executive Officer (EC, MD & CEO) of the Company for a term of 5 Years and payment of remuneration.**

**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	1,123	2,37,95,37,022	90.14
B	Votes against the Resolution	243	26,03,41,158	9.86
C	Invalid Votes, if any	--	--	--
D	<b>Total Valid Votes (A + B-C)</b>	<b>1366</b>	<b>2,63,98,78,180</b>	<b>100.00</b>

*Note: i) Seventeen (17) Folios holding in aggregate 2,70,73,977 Equity Shares of face value of Re.1/- each of the Company, voted 2,16,58,784 Equity Shares in favour, and did not exercise the option to vote for 54,15,193 Equity Shares in the above resolution.*

*ii) Seventeen (17) Folios holding in aggregate 2,76,12,210 Equity Shares of face value of Re.1/- each of the Company, voted 51,11,777 Equity Shares against, and did not exercise the option to vote for 2,25,00,433 Equity Shares in the above resolution.*

*iii) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.1, as contained in the Notice of Postal Ballot dated December 26, 2025 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013 and Listing Regulations.*

Thanking You,  
Yours Faithfully,

**For SHARMA AND TRIVEDI LLP**  
**Company Secretaries**

**VISHWANATH** Digitally signed by VISHWANATH  
Date: 2026.01.28 19:14:03 +05'30'

**Vishwanath**  
**Designated Partner**  
**DIN: 09566878**  
**ACS: 14521; CP: 25099**  
**UDIN: A014521G003598552**

**Date: January 28, 2026**  
**Place: Mumbai**

**Countersigned by**  
**For FSN E-Commerce Ventures Limited**

**Chetan Sharma** Digitally signed by Chetan  
Sharma  
Date: 2026.01.28 20:08:35  
+05'30'

**Chetan Sharma**  
**Company Secretary and Compliance**  
**Officer**  
**FCS: 8352**

**Date: January 28, 2026**  
**Place: Mumbai**



**Annexure 2**

**Voting Results of Postal Ballot Activity through e-voting**

<b>Date of the AGM/EGM</b>	Not applicable (Resolutions passed through Postal Ballot on January 28, 2026)
<b>Total number of shareholders on record date</b>	424723
<b>Number of shareholders present in the meeting either in person or through proxy:</b> <ul style="list-style-type: none"><li>➤ Promoters and Promoter group</li><li>➤ Public</li></ul>	Not applicable (Resolutions passed through Postal Ballot)
<b>Number of Shareholders attended the meeting through Video Conferencing</b> <ul style="list-style-type: none"><li>➤ Promoters and Promoter group</li><li>➤ Public</li></ul>	Not applicable (Resolutions passed through Postal Ballot)



<b>Resolution Required: Ordinary</b>			<b>Re-appointment of Ms. Falguni Nayar as the Executive Chairperson, Managing Director and Chief Executive Officer (EC, MD &amp; CEO) of the Company for a term of 5 years and payment of remuneration.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No.</b>					
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	1491392142	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1491392142</b>	<b>100</b>	<b>1491392142</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	1067872016	1001811482	93.81	741478877	260332605	74.01	25.99
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1001811482</b>	<b>93.81</b>	<b>741478877</b>	<b>260332605</b>	<b>74.01</b>	<b>25.99</b>
Public Non-Institutions	E-Voting	303259598	146674556	48.37	146666003	8553	99.99	0.01
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>146674556</b>	<b>48.37</b>	<b>146666003</b>	<b>8553</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>			<b>2639878180</b>	<b>92.22</b>	<b>2379537022</b>	<b>260341158</b>	<b>90.14</b>	<b>9.86</b>