

Annexure I  
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Ms. Anita Ramachandran & Ms. Alpana Parida were appointed as Directors of the Company on October 12, 2015 and September 28, 2015, respectively. On the applicability of the Companies Act, 2013, they were appointed as Independent Directors from July 13, 2021. Hence, their initial date of Appointment has been disclosed as July 13, 2021 and their tenure has been calculated from July 13, 2021.

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 28(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status													
1	Ms	Falguni Sanjay Nayar	00003633	Executive Director/Chairperson related to Promoter/CEO-MD	No	-	-	-	Active	NA	-	24-04-2012	-	-	-	2	1	1	0	-		
2	Ms	Adwaita Sanjay Nayar	07981382	Executive Director	No	-	-	-	Active	NA	-	22-01-2018	-	-	-	1	0	1	0	-		
3	Mr	Anchit Nayar	08351358	Executive Director	No	-	-	-	Active	NA	-	13-08-2019	-	-	-	1	0	1	0	-		
4	Mr	Sanjay Omprakash Nayar	00002615	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	09-04-2021	-	-	-	1	0	0	0	-		
5	Mr	Milan B Khakhar	00394065	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	28-09-2015	-	-	-	2	0	1	0	-		
6	Ms	Anita Ramachandran	00118188	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	15-07-2021	15-07-2021	-	35.00	6	6	9	2	-		
7	Ms	Alpana Parida	06796621	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	15-07-2021	15-07-2021	-	35.00	3	3	3	1	-		
8	Mr	Milind Shripad Sarwate	00109854	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	15-07-2021	15-07-2021	-	35.00	6	6	10	4	-		
9	Mr	Seshashayee Sridhara	09247644	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	26-07-2021	26-07-2021	-	35.00	1	1	2	1	-		Mr. Seshashayee Sridhara is a Foreign National and hence does not have a Permanent Account Number (PAN).
10	Mr	Pradeep Parameswaran	07200780	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	15-07-2021	15-07-2021	-	35.00	1	1	0	0	-		

## Corporate Governance

FSN E-Commerce Ventures Ltd

Scrip Code :543384

Quarter Ending : June 2024

## Annexure 1

## II. Composition of Committees

Disclosure of notes on composition of committees explanatory				-			
Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson				YES			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	00109854	Milind Shripad Sarwate	Non-Executive - Independent Director	Chairperson	26-07-2021	-	-
2	00118188	Anita Ramachandran	Non-Executive - Independent Director	Member	04-06-2019	-	-
3	08351358	Anchit Nayar	Executive Director	Member	05-11-2020	22-05-2024	-
4	09247644	Seshashayee Sridhara	Non-Executive - Independent Director	Member	30-07-2021	-	-

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson				YES				
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks	
1	00118188	Anita Ramachandran	Non-Executive - Independent Director	Chairperson	21-09-2016	-	-	
2	00394065	Milan B Khakhar	Non-Executive - Non Independent Director	Member	21-09-2016	-	-	
3	07206780	Pradeep Parameswaran	Non-Executive - Independent Director	Member	01-11-2022	-	-	

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson				YES				
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks	
1	09247644	Seshashayee Sridhara	Non-Executive - Independent Director	Chairperson	06-11-2023	-	-	
2	07931382	Adwaita Sanjay Nayar	Executive Director	Member	09-07-2021	-	-	
3	08351358	Anchit Nayar	Executive Director	Member	09-07-2021	-	-	

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	07206780	Pradeep Parameswaran	Non-Executive - Independent Director	Chairperson	30-07-2021	-	Mr. Pradeep Parameswaran was appointed as Member of Risk Management Committee with effect from July 30, 2021 and has been appointed as the Chairperson of Risk Management Committee with effect from February 6, 2024.
2	00002615	Sanjay Omprakash Nayar	Non-Executive - Non Independent Director	Member	09-07-2021	-	Mr. Sanjay Omprakash Nayar ceased to be the Chairperson of Risk Management Committee with effect from February 6, 2024 and he continues to be a Member of Risk Management Committee effective from the same date.
3	99999999	Rajesh Uppalapati	Chief Technology Officer	Member	12-12-2022	-	Mr. Rajesh Uppalapati is the Chief Technology Officer and not a Director of the Company. He is a Non-Director member of the Risk Management Committee, hence DIN is not provided.

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00118188	Anita Ramachandran	Non-Executive - Independent Director	Chairperson	04-03-2021	-	-
2	07931382	Adwaita Sanjay Nayar	Executive Director	Member	04-03-2021	-	-
3	00002615	Sanjay Omprakash Nayar	Non-Executive - Non Independent Director	Member	09-07-2021	-	-

Corporate Governance

FSN E-Commerce Ventures Ltd

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Annexure 1

III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory					-		
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	06-02-2024	-	-	Yes	10.00	9	4
2	14-03-2024	36	-	Yes	10.00	10	5
3	22-05-2024	68	-	Yes	10.00	9	4

## Annexure 1

## IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory							The Audit Committee meeting held on February 5, 2024 was adjourned and the adjourned meeting was held on February 6, 2024.				
							The Audit Committee meeting held on May 21, 2024 was adjourned and the adjourned meeting was held on May 22, 2024.				
Sr	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)	
1	Audit Committee	05 Feb 2024	-	-	-	Yes	4	4	3	0	
2	Audit Committee	20 Mar 2024	43	-	-	Yes	4	4	3	0	
3	Audit Committee	21 May 2024	61	-	-	Yes	4	3	2	0	
4	Nomination and remuneration committee	05 Feb 2024	-	-	-	Yes	3	3	2	0	
5	Nomination and remuneration committee	12 Mar 2024	-	-	-	Yes	3	3	2	0	
6	Nomination and remuneration committee	20 May 2024	-	-	-	Yes	3	3	2	0	
7	Stakeholders Relationship Committee	07 Mar 2024	-	-	-	Yes	3	3	1	0	
8	Stakeholders Relationship Committee	09 May 2024	-	-	-	Yes	3	3	1	0	
9	Corporate Social Responsibility Committee	09 May 2024	-	-	-	Yes	3	3	1	0	
10	Risk Management Committee	08 May 2024	-	-	-	Yes	3	2	1	1	

Corporate Governance

FSN E-Commerce Ventures Ltd	
Scrip Code :543384	Quarter Ending : June 2024

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

Annexure 1

Cyber Security Incidence

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Other details of cyber security incidence or breaches or loss of data event			-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter			0
Date of the event	-	Brief details of the event	-



VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit committee</b>	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>b. Nomination and remuneration committee</b>	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I

Sr	Subject	Compliance status
1.	Name of signatory	Neelabja Chakrabarty
2.	Designation	Company Secretary and Compliance Officer

Annexure II  
Website Affirmations

Sl. No.	Item	Compliance status	Details of non-compliance	Web address
Disclosure of notes on website in terms of Listing Regulations explanatory				
	Annual Affirmation	-		
	Affirmation	-		

Annexure III  
III. Affirmations

Slr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
Any other information to be provided				
no record found				

- Name of signatory: Neelabja Chakrabarty
- Designation: Company Secretary and Compliance Officer

Annexure IV  
Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure  
Reason for Non Applicability

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
no record found		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
no record found			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
no record found			

(D) Additional information

Affirmations

Compliance Status

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name: -  
 Designation: -  
 Place: -  
 Date: -

Signatory Details:

Name of signatory: Neelabja Chakrabarty  
 Designation of person: Company Secretary and Compliance Officer