



FSN E-Commerce Ventures Limited

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

July 29, 2022

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051

BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai – 400 001

Symbol: NYKAA

Scrip Code: 543384

ISIN: INE388Y01029

Dear Sirs,

Sub: Disclosure in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with SEBI circular dated September 9, 2015

With reference to the captioned subject, we hereby inform that the Company has incorporated a Subsidiary Company in the name of ‘Nykaa Foundation’ under Section 8 of the Companies Act, 2013.

The requisite disclosures, as required under Regulation 30 read with Para A of Schedule III of the SEBI Listing Regulations and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, are enclosed as “Annexure – I”.

Thanking You.

Yours faithfully,

For FSN E-Commerce Ventures Limited
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Rajendra Punde
Head – Legal, Company Secretary & Compliance Officer
Mem. No.: A9785

Encls: As above



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Annexure - I

Disclosure under sub-para (1) [i.e., Acquisition(s) (including agreement to acquire)] of Para (A) of Part (A) of Schedule III to the Regulation 30 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Sr. No.	Particulars	Details
(a)	Name of the target entity, details in brief such as size, turnover etc	<p>Nykaa Foundation, incorporated under the provisions of Section 8 of the Companies Act, 2013 having Authorised Share Capital of Rs. 100,00,000 divided into 10,00,000 equity shares of Rs. 10/- each and Paid-up Share Capital of the Company is Rs. 1,00,000 divided into 10,000 equity shares of Rs. 10/- each.</p> <p>Turnover & Net Profit: Not Applicable (newly incorporated entity and yet to commence operations)</p>
(b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	<p>The initial subscription does not fall within the purview of Related Party Transaction.</p> <p>The other subsidiaries of the Company i.e., Nykaa E-Retail Private Limited, FSN Brands Marketing Private Limited, Nykaa Fashion Private Limited, FSN International Private Limited, FSN Distribution Private Limited, Nykaa-KK Beauty Private Limited and Dot & Key Wellness Private Limited have also subscribed to Memorandum of Association and Articles of Association of Nykaa Foundation (One share each). The transaction is conducted at "arms length".</p> <p>Mr. Sanjay Nayar, Non-Executive Director and Ms. Adwaita Nayar, Executive Director of the Company are Directors on the Board of Nykaa Foundation.</p> <p>Save and except stated above, none of the promoter / promoter group of the Company have any interest in Nykaa Foundation.</p>
(c)	Industry to which the entity being acquired belongs	Non-Profit Organization
(d)	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>To achieve CSR objectives of the Company and / or its subsidiaries.</p> <p>Nykaa Foundation will undertake any or all of the activities set out in Schedule VII of the</p>



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Sr. No.	Particulars	Details
		Companies Act, 2013, on behalf of the Company or any other company / entity as may be legally permissible from time to time, in accordance with the applicable provisions of Companies Act, 2013, Companies (Corporate Social Responsibility Policy) Rules, 2014 and other applicable laws, as amended from time to time.
(e)	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
(f)	Indicative time period for completion of the acquisition	Not Applicable
(g)	Nature of consideration - whether cash consideration or share swap and details of the same	Cash Consideration towards payment of subscription amount.
(h)	Cost of acquisition or the price at which the shares are acquired	Company has subscribed 9,993 shares of Nykaa Foundation of face value Rs. 10/- each.
(i)	Percentage of shareholding / control acquired and / or number of shares acquired	99.93%
(j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	Same as mentioned above in Sr. No. (a)