



FSN E-Commerce Ventures Limited

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

April 22, 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.: Outcome of Board Meeting held on April 22, 2022

Pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we hereby inform you that the Board of Directors of the Company at its meeting held today i.e. on Friday, April 22, 2022 has approved, *inter alia*:

- (a) Entering into Share Subscription Agreement, Share Purchase Agreement and Shareholders' Agreement by the Company to acquire by way of subscription and/or purchase of Compulsory Convertible Cumulative Preference Shares and/or Equity shares, upto 18.51% of the fully diluted share capital of Earth Rhythm Private Limited;
- (b) Entering into Share Subscription and Shareholder's Agreement and Share Purchase Agreement by the Company to acquire by way of subscription and/or purchase of Equity shares, initially upto 60% (with a right to go upto 100%) of the fully diluted share capital of Nudge Wellness Private Limited;
- (c) Entering into definitive agreements/documents by Nykaa Fashion Private Limited (a wholly owned subsidiary of the Company) for acquisition of the brand 'KICA' including Brand Trademark, other Intellectual Property Rights etc.;
- (d) To seek, by way of postal ballot, enabling authorisations of members for (i) increase of borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013 ("Act"); (ii) creation of charge/mortgage on the assets of the Company under Section 180(1)(a) of the Act; and (iii) increase in limits of investments/loans/guarantees/securities under Section 186 of the Act.
- (e) the postal ballot notice to be issued to the members seeking approval for the matters mentioned at (d) above.

Pursuant to the approval of the Board, the Company and Nykaa Fashion Private Limited have finalised and executed the relevant agreements for the proposed transactions mentioned above





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points (a) to (c) which are subject to fulfilment of various terms and conditions as specified in the relevant agreements and statutory approvals, if any.

The requisite disclosures, as required under Regulation 30 read with Para A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, are enclosed as Annexure 'I', 'II' and 'III'.

A copy of the Press Releases being issued on the above is also enclosed.

Thanking You.

Yours faithfully,

For FSN E-Commerce Ventures Limited

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



Rajendra Punde

Head – Legal, Company Secretary & Compliance Officer

Mem. No.: A9785

Encls: As above

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	Earth Rhythm Private Limited (" Earth Rhythm "), a private limited company incorporated under the Companies Act, 2013. Revenue for FY 2021 – 22 (Unaudited) is Rs 18.56 crores.
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";	The transaction of acquisition of shares does not constitute a related party transaction. None of the promoter/ promoter group/group companies have interest in Earth Rhythm.
c.	Industry to which the entity being acquired belongs	Manufacture of cosmetics and toiletries
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)	FSN E-Commerce Ventures Limited continues to partner with homegrown D2C brands. This investment will further strengthen Company's product portfolio into sustainable beauty segment and its positioning in a growing market for products that are committed to efficacy as well as the planet.
e.	Brief details of any governmental or regulatory approvals required for the acquisition	None.
f.	Indicative time period for completion of the acquisition	The transaction is expected to be completed by May 31, 2022 subject to completion of CPs under the agreement.
g.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash
h.	Cost of acquisition or the price at which the shares are acquired	Acquisition of the shares of Earth Rhythm will be done at a consideration of Rs 41.65 crores.
i.	Percentage of shareholding / control acquired and / or number of shares acquired	18.51% on a fully diluted basis

Sr. No.	Particulars	Details								
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)	<p>Earth Rhythm Private Limited ("Earth Rhythm"), was incorporated on October 12, 2020 under the Companies Act, 2013 in India, is a personal care brand which manufactures and sells sustainable / non-toxic beauty products on their website and other e-commerce websites. Earth Rhythm's registered office is located at Gurugram, Haryana.</p> <p>Details of Turnover:</p> <table border="1" data-bbox="826 775 1410 1108"> <thead> <tr> <th data-bbox="826 775 1058 853">Year</th> <th data-bbox="1058 775 1410 853">Approx. Revenue (in Rs Lacs)</th> </tr> </thead> <tbody> <tr> <td data-bbox="826 853 1058 958">FY 2021 -22 (Unaudited)</td> <td data-bbox="1058 853 1410 958">1,856.12</td> </tr> <tr> <td data-bbox="826 958 1058 1037">FY 2020 - 21 (Audited)</td> <td data-bbox="1058 958 1410 1037">5.63</td> </tr> <tr> <td data-bbox="826 1037 1058 1108">FY 2019 -20 (Audited)</td> <td data-bbox="1058 1037 1410 1108">Not Applicable</td> </tr> </tbody> </table>	Year	Approx. Revenue (in Rs Lacs)	FY 2021 -22 (Unaudited)	1,856.12	FY 2020 - 21 (Audited)	5.63	FY 2019 -20 (Audited)	Not Applicable
Year	Approx. Revenue (in Rs Lacs)									
FY 2021 -22 (Unaudited)	1,856.12									
FY 2020 - 21 (Audited)	5.63									
FY 2019 -20 (Audited)	Not Applicable									



Annexure II
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	Nudge Wellness Private Limited (" Nudge "), a private limited company incorporated under the Companies Act, 2013 in the year 2022.
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 transaction of acquisition of 60% stake in Nudge Wellness Private Limited ("Nudge") by the Company does not constitute a related party transaction as defined under the relevant regulations. Nevertheless, the transaction was approved by the Audit Committee before it was approved by the Board.</p> <p>72 Ventures LLP, a promoter group entity, holds 11.55% in Onesto Labs Private Limited ("Onesto"). Onesto currently holds 100% of Nudge, and will hold 40% stake in Nudge upon closing of the transaction.</p> <p>The transaction has been conducted at arms length.</p>
c.	Industry to which the entity being acquired belongs	Manufacturing of nutricosmetics products
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)	The investment will mark Company's entry into owned brand of dietary supplement and other nutricosmetics products. This will address the growing demand in high-potential category of edible beauty in India.
e.	Brief details of any governmental or regulatory approvals required for the acquisition	None.
f.	Indicative time period for completion of the acquisition	The transaction is expected to be completed by June 30, 2022 subject to completion of CPs under the agreement.
g.	Nature of consideration - whether cash consideration or share swap and details of the same	All cash
h.	Cost of acquisition or the price at which the shares are acquired	Acquisition of the shares of Nudge will be done at a consideration of Rs 3.6 crores



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Sr. No.	Particulars	Details
i.	Percentage of shareholding / control acquired and / or number of shares acquired	60.00% on a fully diluted basis
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)	<p>Nudge Wellness Private Limited ("Nudge"), incorporated under the Companies Act, 2013 on March 10, 2022, is a nutricosmetics wellness company which will be in the business of manufacturing and selling dietary supplement products on their website and other e-commerce websites. Nudge's registered office is located at Delhi.</p> <p>Details of Turnover: NA</p>



Annexure III
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 and details of the target entity	Asset Purchase (Intangibles such as Brand Trademark, Domain and Copyright) from Ms. Aneesha Labroo (Owner of the brand KICA).
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";	The transaction does not constitute a related party transaction. None of the promoter/ promoter group/group companies are related to Ms. Aneesha Labroo.
c.	Industry to which the entity being acquired belongs	Manufacturing of athleisure (active wear)
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)	The transaction will be in the direction of Nykaa Fashion Private Limited's mission to strengthen its active-wear play providing greater variety and curation for the growing active-wear community of athletes and everyday fitness seekers. This transaction will also augment current offerings under the Company's brand "Nykd".
e.	Brief details of any governmental or regulatory approvals required for the acquisition	None
f.	Indicative time period for completion of the acquisition	The transaction is expected to be completed by June 30, 2022.
g.	Nature of consideration - whether cash consideration or share swap and details of the same	All cash
h.	Cost of acquisition or the price at which the shares are acquired	Rs 4.51 crores
i.	Percentage of shareholding / control acquired and / or number of shares acquired	The Company is acquiring the brand KICA from the owner of the brand. No shareholding stake in this entity is being acquired by the Company.
j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation,	KICA is an activewear athleisure brand which offers stylish, high-quality garments (tops, shorts, sports bra, legging, tracks,



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Sr No	Particulars	Details
	history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	etc.) on their website and other e-commerce websites. Details of Turnover: NA





Nykaa partners with a strong homegrown D2C brand Earth Rhythm through a minority stake

Earth Rhythm focuses on research-based sustainable products and manufactures at its owned facility that is certified by ECOCERT

MUMBAI, 22nd April 2022: Nykaa, India's leading beauty, wellness, and lifestyle destination today announced its partnership with homegrown, science-focused beauty brand **Earth Rhythm**. With an active focus on research-based and results-oriented products, Earth Rhythm has earned its credentials as a sustainable and inclusive brand amongst Indian beauty consumers. Nykaa's investment in Earth Rhythm reinforces the potential of the brand and addresses a growing market for products that are committed to efficacy as well as the planet.

Earth Rhythm, formerly known as Soapworks India, was launched in 2015, in a humble home-based set-up by **Harini Sivakumar**. An erstwhile banker, Harini turned to entrepreneurship in her quest to find the safest skincare products for her son. In the initial months of founding her own skincare line, she focused solely on studying skin formulations along with her father, who shares her passion and keen attention to clean skin and hair care. Over the years, Harini has enriched Earth Rhythm with her expertise as a Cosmetic Scientist and has continued strengthening the brand's promise of clinically effective and high-quality beauty products. It is this commitment that is compelling to Nykaa and brings the two brands together in their effort to make a discernible difference in the market and for consumers.

Anchit Nayar, CEO, E-commerce Beauty, Nykaa said, *"For Nykaa, brands that originate within the ethos of transparency and constant innovation towards efficacy and sustainability hold great value. Harini's tenacious story of why she founded Earth Rhythm reflects her focus on creating a wide range of beauty products that the discerning Indian consumer is looking for. We are proud to partner with a promising early-stage start-up and help them to achieve their potential by leveraging Nykaa's expertise and ecosystem."*

Harini Sivakumar, Founder and CEO Earth Rhythm said, *"We are thrilled to have Nykaa as an investor in Earth Rhythm. Their investment is a clear endorsement of our efforts to build a clinically effective and technology-driven skincare and haircare brand. Through this investment, our commitment to our customers and the planet is only going to get stronger."*

About Nykaa

Nykaa (FSN E-Commerce) was founded in 2012 by Indian entrepreneur Falguni Nayar with a vision of bringing inspiration and joy to people, everywhere, every single day. Derived from the Sanskrit word 'Nayaka', meaning one in the spotlight, Nykaa has emerged as one of India's leading lifestyle-focused consumer technologies platforms. Since its launch, Nykaa expanded its product categories by introducing online platforms Nykaa Fashion and Nykaa Man. Delivering a comprehensive Omnichannel e-commerce experience, Nykaa offers over 4,000 brands and over 3.1 million product SKUs through its website and mobile applications. The Nykaa Guarantee ensures that products available at Nykaa are 100% authentic and sourced directly from the brand or authorized retailers. Through engaging and educational content, digital marketing, social media influence, robust CRM strategies, and the Nykaa Network community platform, Nykaa has built a loyal community of millions of beauty and fashion enthusiasts.



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Nykaa partners with Onesto Labs to create Nudge Wellness – an entry into the nutraceutical space

Mumbai, 22nd April 2022: Nykaa, India's leading beauty, wellness, and lifestyle destination today announced its partnership with homegrown, D2C brand incubator, Onesto Labs Private Limited ("Onesto Labs") to create a new category of nutraceuticals and wellness products under Nudge Wellness Private Limited. This partnership with Onesto Labs is one among a slew of Nykaa's recent partnerships with homegrown D2C brands, aimed at bolstering the early-stage beauty and lifestyle ecosystem and building the next generation of brands specializing in sustainable and inclusive products.

Over the last few years and further accelerated by the pandemic, 'beauty-from-within' which focuses on clean and sustainable products are gaining ground in the beauty and personal care market. Nykaa, which has long believed in staying steps ahead of consumer trends, aims to become the first mover in the nutraceuticals category in India. Onesto Labs, founded by Rohit Chawla, Sifat Khurana, and Vimal Bhola in 2018, has the advantage of formulating clutter-breaking, science-backed brands such as Chemist at Play, Bare Anatomy, and SunScoop SPF to ingredient-conscious consumers.

Anchit Nayar, CEO, E-commerce Beauty, Nykaa said, *"This partnership with Onesto Labs is one-of-its-kind because we are now entering the 'edible beauty' category as we reimagine what clean and green beauty and wellness could look like in the coming years. Consumers today are getting progressively conscious about the quality of ingredients in their beauty products and their efficacy. Onesto Labs demonstrates superior attention to choosing the right ingredients through R&D and technology that make products sustainable for long-term usage as well as for the planet. Further, in our spirit of fostering and mentoring early-stage D2C start-ups, the partnership with Onesto Labs is expected to disrupt a constantly evolving beauty market in India."*

Rohit Chawla, Founder, Onesto Labs said, *"There has been a visible and conscious shift in consumer mindsets, with wellness taking centre stage, especially post-pandemic, towards health solutions that offer long-term payoffs. Our partnership with Nykaa comes at an opportune juncture of growing interest and consumption in nutraceuticals. The combined advantages of Nykaa's experience in creating meaningful brands and our passion for science-forward beauty solutions will translate into Nudge Wellness. We are excited about the potential of this category, especially as we explore it with Nykaa's support and vision."*

About Nykaa

Nykaa (FSN E-Commerce) was founded in 2012 by Indian entrepreneur Falguni Nayar with a vision of bringing inspiration and joy to people, everywhere, every single day. Derived from the Sanskrit word 'Nayaka', meaning one in the spotlight, Nykaa has emerged as one of India's leading lifestyle-focused consumer technologies platforms. Since its launch, Nykaa expanded its product categories by introducing online platforms Nykaa Fashion, Nykaa Man, and Superstore. Delivering a comprehensive Omnichannel e-commerce experience, Nykaa offers over 4,000 brands and over 3.1 million product SKUs through its website and mobile applications. The Nykaa Guarantee ensures that products available at Nykaa are 100% authentic and sourced directly from the brand or authorized retailers. Through engaging and educational content, digital marketing, social media influence, robust CRM strategies, and the Nykaa Network community platform, Nykaa has built a loyal community of millions of beauty and fashion enthusiasts.



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Nykaa Fashion expands its activewear portfolio by acquiring Kica

MUMBAI, 22nd April 2022: Nykaa Fashion, the multi-brand lifestyle e-commerce platform, today announced the acquisition of the Indian activewear brand- **Kica**, in a fitting move to strengthen its active-wear play. Founded by Aneesha Labroo in 2017, Kica was born out of the need to bridge the gap between stylish, high-quality products at an affordable price. Having launched Nykd All Day last year, Nykaa Fashion now adds Kica to its portfolio, offering the growing active-wear community of athletes and everyday fitness seekers greater variety and curation in this category.

With a high focus on texture, each piece of clothing is truly functional, flexible, and fluid, the brand offers a wide range of clothing from leggings, tops, jackets, tracks, and more. Kica has also built a strong community of women to showcase the ease with which an active life can become a part of one's routine for benefits that are as much mental as they are physical.

Commenting on the strategic acquisition, Adwaita Nayar, Cofounder Nykaa and CEO Nykaa Fashion said, "We welcome Kica into the Nykaa Fashion family to serve the growing demand for high-quality, fashionable, and functional activewear. With a strong vision to empower women to lead an active lifestyle, Kica is a brand that brings equal passion to product and community both. We are excited to scale this brand further, alongside the dynamic and passionate entrepreneur, Aneesha."

Aneesha Labroo, Founder, Kica said, "Kica has found strong synergies with Nykaa Fashion's positioning within the e-commerce landscape and its engagement with a wide network of customers around the country. We are thrilled to be part of the Nykaa Fashion family and will continue to develop community initiatives that empower & motivate women to lead healthy, active lives. Movement develops confidence, and mental & physical wellbeing, bringing about a positive outlook that is truly transformational."

Kica, along with other consumer brands like Nykd, Pipa Bella, Twenty Dresses, RSVP, Gajra Gang, IYKYK, and Likha, is an integral part of Nykaa Fashion's market expansion this year.

About Nykaa Fashion

Nykaa Fashion is the multi-brand e-commerce fashion offering from Nykaa, built on the pillars of premium curation and content, inspiring Indian customers to make the best choices for themselves. Nykaa Fashion is one of the fastest-growing fashion platforms in India and as of August 31, 2021, Nykaa Fashion housed 1,434 brands and 2.8 million SKUs with fashion products across four consumer divisions: women, men, kids and home categories to appeal to every consumer. The Nykaa Fashion website/ app is focused on being 'discovery-led' and 'high on style' giving a chance to browse through the latest trends and collections, along with engaging content. It offers a large assortment of brands that include Indian and western wear, footwear, bags, jewelry, accessories, lingerie, athleisure, sleepwear, home décor, bath, bed, kitchen, and more. Nykaa Fashion has built a strong portfolio of seven consumer brands - Gajra Gang, Nykd by Nykaa, Pipa Bella, Twenty Dresses, Likha, IYKYK, and RSVP.



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