



FSN E-Commerce Ventures Limited

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

October 03, 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 and Disclosure under Regulation 30 & 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation to our intimation dated September 28, 2022, we hereby inform that the Board at its Meeting held on October 03, 2022, *inter alia*, has approved the following business items:

- (1) Re-classification of the Authorized Share Capital from ₹ 325 Crore comprising of 275 Crore Equity Shares of ₹ 1/- each and 50 Crore Preference Shares of ₹ 1/- each to ₹ 325 Crore comprising of 325 Crore Equity Shares of ₹ 1/- each and consequent amendment to the 5th Clause of the Memorandum of Association of the Company, subject to shareholders' approval by way of postal ballot.
- (2) Bonus Issue of Equity Shares in the proportion 5 (Five) fully paid-up Equity Share of ₹ 1/- each for every 1 (One) fully paid-up Equity Shares of ₹ 1/- each held by the shareholders of the Company as on the record date, subject to shareholders' approval by way of postal ballot.
- (3) Fixation of Thursday, November 03, 2022, as the record date for the purpose of determining members eligible for Bonus Equity Shares.
- (4) Formulation and Implementation of 'FSN E-Commerce Ventures Limited – Employee Stock Option Plan 2022' ("ESOP 2022") for grant of Employee Stock Options to Eligible Employees of the Company and its group companies including the subsidiary companies or associate companies of the Company, subject to shareholders' approval by way of postal ballot.
- (5) Formulation and Implementation of 'FSN E-Commerce Ventures Limited – Employees Stock Unit Plan 2022' ("Stock Unit Plan 2022") for grant of Stock Units to Eligible Employees of the Company and its group companies including the subsidiary companies or associate companies of the Company, subject to shareholders' approval by way of postal ballot.
- (6) To conduct Postal Ballot and the Notice of Postal Ballot seeking shareholder's approval for re-classification of the Authorized Share Capital, issue of Bonus Equity Shares and implementation of ESOP 2022 and Stock Unit Plan 2022 (collectively referred as 'Employee Benefit Schemes').

The requisite disclosure pertaining to Bonus issue of Equity Shares, amendments to Memorandum of Association and Employee Benefit Schemes 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 09, 2015, is enclosed as **Annexure-I**.



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The meeting of the Board of Directors commenced at 09:30 AM and concluded at 11:00 AM.

We request you to take the above information on records.

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

**ANNEXURE-I****DISCLOSURES UNDER PARA (A) OF PART (A) OF SCHEDULE III TO THE REGULATION 30 SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****A. Brief Details of Amendments to Memorandum of Association of the Company**

Re-classification of the Authorised Share Capital and consequent amendment to the 5th Clause of the Memorandum of Association of the Company:

Clause No.	Existing Provision	Proposed Amendment
5 th (a)	The Authorized Share Capital of the Company is Rs. 325,00,00,000/- (Rupees Three Hundred Twenty-Five Crores) divided into 275,00,00,000 (Two hundred seventy five Crores) Equity Shares of Rs. 1/- (Rupee One) each and 50,00,00,000 (Fifty Crores) Preference Shares of Rs. 1/- (Rupee One) each.	The Authorized Share Capital of the Company is Rs. 325,00,00,000/- (Rupees Three Hundred and Twenty-Five Crores) divided into 325,00,00,000 (Three Hundred and Twenty-Five Crores) Equity Shares of Re. 1/- (Rupee One) each.

B. Details pertaining to Bonus Issue through capitalization of reserves:

Sr. No.	Particulars	Details
1	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Equity Shares of face value Re. 1/- each
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Bonus Issue
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	2,37,27,61,850 Equity Shares of Re 1/- each. The actual number of bonus equity shares to be issued will be determined based on the paid-up share capital as on the record date.
4	Whether bonus is out of free reserves created out of profits or share premium account	Issuance of Bonus Shares will be out of Securities Premium Account available as on March 31, 2022.
5	Bonus ratio	5:1 5 (Five) Equity Share for every 1 (One) Equity Share held by the Shareholders of the Company as on the record date)

Sr. No.	Particulars	Details
6	Details of share capital - pre and post bonus issue	<p>Pre-Bonus Issue paid up share capital:</p> <p>Rs. 47,45,52,370/- divided into 47,45,52,370 Equity Shares of Re. 1/- each.</p> <p>Post-Bonus Issue paid up share capital:</p> <p>Rs. 2,84,73,14,220/- divided into 2,84,73,14,220 Equity Shares of Re. 1/- each.</p> <p>The actual number of Bonus Equity Shares to be issued and post Bonus Issue Share Capital will be determined based on the paid-up share capital as on the record date).</p>
7	Free reserves and/ or Share Premium required for implementing the bonus issue	<p>Rs. 2,37,27,61,850/-</p> <p>The actual amount will be determined based on the paid-up share capital as on record date.</p>
8	Share premium available for capitalization and the date as on which such balance is available	The amount standing to the credit of Securities Premium Account is Rs. 14,15,06,83,809 as on March 31, 2022
9	Whether the aforesaid figures are audited	Yes, the figures provided at Sr. No. 8 are audited.
10	Estimated date by which such bonus shares would be credited/dispatched	Within two months from the date of Board Approval i.e., on or before December 02, 2022.

C. Details pertaining to Share Based Employee Benefit (SBEB) Schemes

Sr. No.	Particulars	ESOP 2022	Stock Unit Plan 2022
1	Brief details of options granted	Grant of not exceeding 16,00,000 (Sixteen Lakhs) Options to the eligible Employees of the Company and its group company including the subsidiary company or associate company of the Company, in or outside India.	Grant of not exceeding 4,00,000 (Four Lakhs) Units to the eligible Employees of the Company and its group company including the subsidiary company or associate company of the Company, in or outside India.
2	Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	The scheme is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.	



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Sr. No.	Particulars	ESOP 2022	Stock Unit Plan 2022
3	Total number of shares covered by these options	16,00,000 (Sixteen Lakhs) Options exercisable into 16,00,000 (Sixteen Lakhs) shares of face value Re. 1/- each (will be proportionately adjusted due to corporate action(s), if any).	4,00,000 (Four Lakhs) Units exercisable into 4,00,000 (Four Lakhs) shares of face value Re. 1/- each (will be proportionately adjusted due to corporate action(s), if any).
4	Pricing Formula	Exercise price per Option shall be determined by the Nomination and Remuneration Committee which shall be up to a maximum of 20% (twenty percent) discount to the lower of the following: (i) Market Price of Share, as defined under ESOP 2022; or (ii) Average of daily closing Market Prices of the Shares for 15 (fifteen) days immediately preceding the Grant Date.	Exercise Price per Unit shall be the face value of Shares of the Company as on Grant Date.
5	Time within which option may be exercised	Maximum period of 1 (One) year from the date of Vesting of the last tranche	Maximum period of 90 (ninety) days from the date of each Vesting.
6	Money realized by exercise of options	Not applicable at this stage	
7	The total number of shares arising as a result of exercise of option		
8	Options vested		
9	Options exercised		
10	Options lapsed		
11	Variation of terms of options		
12	Diluted earnings per share pursuant to issue of equity shares on exercise of options		
13	Brief details of significant terms	Significant terms will be disclosed as Explanatory Statement forming part of the Postal Ballot Notice and	



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Sr. No.	Particulars	ESOP 2022	Stock Unit Plan 2022
		will be made accessible at the below link of Company's website: https://www.nykaa.com/notice-of-general-meetings-postal-ballot	
14	Subsequent changes or cancellation or exercise of such options	Not applicable	