Your Beauty. Our Passion.

POLICY ON BOARD DIVERSITY

FSN E-COMMERCE VENTURES LIMITED

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1. INTRODUCTION

This Policy on Board Diversity (the 'Policy') sets out FSN E-Commerce Ventures Limited ('Nykaa' or 'Company') approach to ensuring adequate diversity in its Board of Directors (the 'Board') and is formulated by the Nomination and Remuneration Committee of the Board and is compliant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and the Companies Act, 2013.

This Policy shall come into force from the date of listing of equity shares of the Company on the stock exchanges.

2. OBJECTIVE

The objective of this Policy is to ensure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds. Nykaa recognises and embraces the benefits of having a diverse Board which possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the business of the Company.

3. SCOPE

The Policy applies to the composition of the Board.

4. POLICY OVERVIEW

The Company aims to enhance the effectiveness of the Board by diversifying its composition so that the Company gets the benefit out of such diversity in better and improved decision making.

The composition of the Board shall ensure representation from:

i. Individuals having varied skills / expertise / competencies for the effective functioning of the Board and Company
ii. Individuals having requisite qualifications, tenure, experience & age
iii. Appropriate mix of cultural, geographical and gender diversity

iv. Appropriate mix of independent and non-independent directors in accordance with the Companies Act, 2013 and SEBI LODR Regulations.

5. ROLE OF NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company shall review and assess Board composition on behalf of the Board and shall recommend to the Board, the appointment of new directors based on their qualification, positive attributes and independence.

6. RESPONISIBILTY

The Group CHRO is responsible for administration and compliance of this Policy.

7. POLICY REVIEW

The NRC will review the policy from time to time and make recommendations on any required changes to Board for consideration and approval.

8. DISCLOSURES

The necessary disclosure about the policy, if any, will also be made as per requirements of SEBI LODR Regulations and the Companies Act 2013.

9. VERSION HISTORY

Sr. No	Version	Created by	Approved by	Effective Date	Amendment Summary
1.	1.1	People & Culture Team	Board of Directors	10/11/2021	Policy drafted