



POLICY ON SUCCESSION PLANNING FOR THE BOARD & SENIOR MANAGEMENT

FSN E-COMMERCE VENTURES LIMITED

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Table of Contents

1. INTRODUCTION	2
2. OBJECTIVE	2
3. SCOPE.....	2
4. POLICY OVERVIEW	3
5. POLICY REVIEW	4
6. RESPONSIBILITY	4
7. DISCLOSURES.....	4
8. VERSION HISTORY	4



1. INTRODUCTION

The policy on Succession planning for the Board and Senior management (the 'Policy') has been formulated by the Nomination and Remuneration Committee (the 'NRC') at FSN E-Commerce Ventures Limited ("Nykaa" or "Company"), in line with the requirements of Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations').

Nykaa recognizes the importance of the succession planning process to provide for continuity in the smooth functioning of the organization. It is an essential function of the Board for survival, growth of the organization and to ensure its continued effective performance through leadership continuity.

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 the policy is to define guidelines:

- i. To ensure the Company is prepared with a plan to support operations and continuity of service when any member of the Board, Key Managerial Personnel, (as defined under the Companies Act, 2013) ('KMP') or Senior Management leave their position from the organisation.
- ii. To identify and nominate suitable candidates to fill vacancies which arise in the Board, KMP & Senior Management from time to time.
- iii. To ensure the systematic and long-term development of individuals in the senior management level to replace when the need arises due to death, disabilities, retirements and other unexpected occurrences.

3. SCOPE

The Policy shall be applicable for succession planning of the following:

- i. Board
- ii. Managing Director, Chief Executive Officer, and other KMP



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- iii. Senior Management (means persons who are part of the core management team, excluding the Board, and shall comprise of members of management one level below the chief executive officer, managing director, whole time director, manager (including the chief executive officer/ manager in case they are not part of the Board) and shall specifically include the company secretary and chief financial officer).

4. POLICY OVERVIEW

Succession Planning for the Board and Senior Management will be governed by the Nomination & Remuneration Committee (the 'Committee').

4.1 The Committee shall periodically review and consider the list of KMP & senior managerial personnel due for retirement or expected attrition within the year.

4.2 The Committee shall consider any new vacancies that may arise because of business needs or restructuring of functions/departments.

4.3 The Committee shall review the possibility of extension of any members due for retirement, based on the health, age and the person's willingness to continue for an extended term and forward such cases to the Board for its approval.

4.4 The Committee shall evaluate suitable candidates for the vacant positions internally as well as externally on the basis of the criteria such as job role, experience, leadership qualities, competencies, etc. The Committee shall ensure to maintain the diversity as defined in the Policy of Board Diversity.

4.5 Recommendations for the necessary appointment and succession shall be placed before the Board for approval.

4.6 In the event of any emergency like death or other unanticipated occurrence with respect to any KMP or Senior Management, suitable person identified by the Company shall take interim charge of the position, pending the formal appointment in terms of the succession plan.



4.7 In addition to the above, the appointment of Board, KMP or Senior Management to be made in compliance with all applicable provisions of the SEBI LODR Regulations and the Companies Act, 2013.

5. POLICY REVIEW

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

6. RESPONSIBILITY

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

7. DISCLOSURES

The necessary disclosure about the Policy will also be made as per requirements of SEBI LODR Regulations, 2015 and the Companies Act 2013.

8. 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