### ESOS DISCLOSURE ON WEBSITE OF THE COMPANY

As on March 31, 2023, the Company has four operative schemes, namely:

- (i) Employees Stock Options Scheme 2012 ("ESOS 2012")
- (ii) FSN Employees Stock Scheme 2017 ("ESOS 2017")
- (iii) FSN E-Commerce Ventures Limited Employee Stock Option Plan 2022" ("ESOP 2022")
- (iv) FSN E-Commerce Ventures Limited Employee Stock Unit Plan 2022 ("Stock Unit Plan 2022")
- A. Disclosures with respect to ESOS 2012, ESOS 2017, ESOP 2022 and RSU 2022 of the Company pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 as on March 31, 2023:

Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regardfrom time to time.

Members may refer to the audited financial statement prepared as per Indian Accounting Standard (Ind-AS) for the year 22-23.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.

Diluted EPS for the year ended 2022-23 is Rs. 0.07 (Consolidated) calculated in accordance with Ind-AS 33 (Earnings Per Share).

### C. Details related to ESOS 2012, ESOS 2017, ESOP 2022 and RSU 2022

Sr.	Particulars	ESOS 2012	ESOS 2017	ESOP 2022	RSU 2022
No.					
1(a)	Date of shareholders' approval	May 31, 2012, November 26, 2019, April 21, 2020, July 16, 2021 and February 09, 2022	October 10, 2017, November 26, 2019, April 21, 2020, July 16, 2021 and February 09, 2022	November 02, 2022	November 02, 2022
<b>(b</b> )	Total number of options approved	14,40,00,000*	5,40,00,000*	96,00,000	24,00,000

Sr. No.	Particulars	ESOS 2012	ESOS 2017	ESOP 2022	RSU 2022
	under ESOS				
(c)	Vesting requirements	Options granted would vest not less than one year	Options granted would vest not less than one year	Options granted would vest not earlier than minimum Vesting Period of 1 year and not later than maximum Vesting Period of 5 years from the Grant Date	Units granted would vest not earlier than minimum Vesting Period of 1 year and not later than maximum Vesting Period of 5 years from the Grant Date
(d)	Exercise price or pricing formula	The exercise price shall not be less than the face value and shall not be more than fair market value (FMV) of an equity share of the company at the time of grant of option as determined by NRC from time to time and shall be in conformity with the applicable accounting policies, if any	The exercise price shall not be less than the face value and shall not be more than fair market value (FMV) of an equity share of the company at the time of grant of option as determined by NRC from time to time and shall be in conformity with the applicable accounting policies, if any.	<ul> <li>The Exercise Price per Option shall be determined by the Committee which shall be up to a maximum of 20% (twenty percent) discount to the lower of the following:</li> <li>(i) Market Price of Share, as defined under this Plan; or</li> <li>(ii) the average of daily closing Market Prices of the Shares for 15 (fifteen) days immediately preceding the Grant Date.</li> </ul>	The Exercise Price per Unit shall be the face value of Shares of the Company as on Grant Date
(e)	Maximum term of options granted	4 years	4 years	[•]	[•]
( <b>f</b> )	Source of shares (primary, secondary or combination)	Primary	Primary	Primary	Primary

Sr.	Particulars	ESOS 2012	ESOS 2017	ESOP 2022	RSU 2022
No.					
(g)	Variation in terms of options	None	None	None	None
			<b>D</b> • <b>W</b> 1		<b>D</b> • <b>W</b> 1
2	- Intrinsic or fair value.	Fair Value	Fair Value	Fair Value	Fair Value
3	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be Disclosed	NA	NA	NA	NA
4	Option movement during the year	•			
	Number of options outstanding at the beginning of the period	10,44,000	2,65,11,900	-	-
	Number of options granted during the year	42,000	31,47,100	7,60,000	-
	Number of options forfeited during the year	(40,500)	59,60,100	-	-
	Number of options expired / lapsed during the year	-	-	-	-
	Number of options vested during the year	185,850	21,61,536	-	-

Sr.	Particulars	ESOS 2012	ESOS 2017	ESOP 2022	RSU 2022
No.					
	Number of options exercised	(75,000)	77,42,464	-	-
	during the year				
	Number of shares arising as a	75,000	77,42,464	-	-
	result of exercise of options				
	Money realized by exercise of	74,25,000	28,92,18,709	-	-
	options (INR), if scheme is				
	implemented directly by the				
	company				
	Loan repaid by the Trust during	NA	NA	NA	NA
	the year from exercise price				
	received				
	Number of options outstanding at	9,70,500	1,59,56,436	7,60,000	-
	the end of theyear				
	Number of options exercisable at	9,70,500	1,59,56,436	7,60,000	-
	the end of theyear				
5	Weighted-average exercise prices	Weighted-average	Weighted-average	Weighted-average	NA
	and weighted-average fair values	exercise prices for	exercise prices for	exercise prices for	
	of options shall be disclosed	options granted during	options granted during	options granted during	
	separately for options whose	the year: 133.35	the year: 168.18	the year: 133.35	
	exercise price either equals or				
	exceeds or is less than the market	Weighted-average fair	Weighted-average fair	Weighted-average fair	
	price of the stock	values for options granted	values for options	values for options granted	
		during the year: 54.96	granted during the	during the year: 54.96	
			year: 65.92		
6	Employee wise details (name of er	nployee, designation, numb	er of options granted du	ring the year, exercise pric	e) of options granted to –
	(a) senior managerial personnel	Annexure-A	Annexure-A	Annexure-A	Annexure-A
	(b) any other employee who	Nil	Nil	Nil	Nil
	receives a grant in any one year				
	of option amounting to 5% or				
	more of option granted during				
	that year				

Sr.	Particulars	ESOS 2012	ESOS 2017	ESOP 2022	RSU 2022
No.					
	(c) identified employees who were	Nil	Nil	Nil	Nil
	granted option, during any one				
	year, equal to or exceeding 1%				
	of the issued capital (excluding				
	outstanding warrants and				
	conversions) of the company at				
	the time of grant				
7	Description of the method and	Annexure-B	Annexure-B	Annexure-B	Annexure-B
	significant assumptions used				
	during the year to estimate the fair				
	value of options				

#### Annexure-A

# **Details of Options to Senior Managerial Personnel**

Sr.	Name of Senior	Designation	Options granted during the year	Exercise Price
No.	Managerial Personnel			
1	Nihir Parikh	CEO Nykaa Man	1,15,000	Rs 133.35, Rs 226.33
2	Surender Mehta	Chief Human Resource Officer	10,800	Rs 226.33
3	Shalini Raghavan	Chief Marketing Officer	6,000	Rs 226.33
4	Manoj Jaiswal	Chief Officer- Supply Chain	82,000	Rs 133.35, Rs 266.33
5	P. Ganesh	Chief Finance Officer	1,50,000	Rs 133.35
6	Sujeet Jain	Chief Legal & Regulatory Officer	1.50,000	Rs 133.35
7	Rajesh U.	Chief Technology Officer	7,20,000	Rs 150.60
8	Vishal Gupta	Executive Vice President	3,00,000	Rs 133.35, Rs 217.37
9	Vikas Gupta	CEO – Nykaa Superstore	15,000	Rs 226.33
10	Arvind Agarwal	Chief Finance Officer	18,000	Rs 226.33
11	Manoj Gandhi	Chief Commercial Operations Officer	53,400	Rs 226.33

#### Annexure-B

# Description of the method and significant assumptions used during the year to estimate the fair value of options

Dentionland	ESOS 2012					
Farticulars	Tranche I	Tranche II	Tranche III	Tranche IV		
Weighted-average values of share price as on grant date	137.60	137.60	137.60	137.60		
Exercise Price (Rs.)		Rs. 99 – Rs. 187.50				
Expected Volatility (%)	45%	45%	45%	45%		
Expected Option life (years)	1.96	2.81	3.35	4.35		
Risk free interest rate (%)	6.90%	6.90%	6.90%	6.90%		
Expected dividends	Nil					
Method used and the assumptions made to		Black and	l Scholes Model			

incorporate the effects of expected early exercise					
How expected volatility was					
determined, including an					
explanation of the extent to					
which expected volatility was	The volatility is based on a	nnualised standard deviation of	the continuously compounded rate	es of return based on the peer	
based on historical volatility		companies and competitiv	ve stocks over a period of time.	1	
	The following factors have been	considered:	1		
Whether and how any other	a) Share price				
features of the options granted	b) Exercise prices				
were incorporated into the	c) Historical volatility				
measurement of fair value,	d) Expected option life				
such as a market condition.	e) Dividend Yield				
Deartheadean	ESOS 2017				
Particulars	Tranche I	Tranche II	Tranche III	Tranche IV	
Weighted-average values of	168.55	168.55	168.55	168.55	
share price as on grant date					
Exercise Price (Rs.)	Rs. 3.61 – Rs. 226.33				
Expected Volatility (%)	45% to 50%	45% to 50%	45%	45%	
Expected Option life (years)	1.96 - 2.11	2.81 - 2.90	3.35 - 3.47	4.35 - 4.47	
Risk free interest rate (%)	6.20% to 6.90%	6.60% to 7.10%	6.70% to 7.20%	6.90% to 7.30%	
Expected dividends			Nil		
Method used and the					
assumptions made to					
incorporate the effects of					
expected early exercise		Black and	Scholes Model		
How expected volatility was					
determined, including an					
explanation of the extent to					
which expected volatility was	The volatility is based on annualis	sed standard deviation of the co	ntinuously compounded rates of re	turn based on the peer companies	
based on historical volatility	orical volatility and competitive stocks over a period of time.				
Whether and how any other	The following factors have been	considered:			
features of the options granted	a) Share price				
were incorporated into the	b) Exercise prices				
measurement of fair value,	c) Historical volatility				
such as a market condition	d) Expected option life				

	e) Dividend Yield			
Particulars		ES	SOP 2022	
	Tranche I	Tranche II	Tranche III	Tranche IV
Weighted-average values of	137.60	137.60	137.60	137.60
share price as on grant date				
Exercise Price (Rs.)		<u>R</u>	s. 133.35	
Expected Volatility (%)	45%	45%	45%	45%
Expected Option life (years)	1.96	2.81	3.35	4.35
Risk free interest rate (%)	6.90%	6.90%	6.90%	6.90%
Expected dividends			Nil	
Method used and the				
assumptions made to				
incorporate the effects of				
expected early exercise		Black and	l Scholes Model	
How expected volatility was				
determined, including an				
explanation of the extent to				
which expected volatility was	The volatility is based on a	innualised standard deviation o	t the continuously compounded rate	es of return based on the peer
based on historical volatility		companies and competiti	ve stocks over a period of time.	
Whathan and have any other	a) Share price	n considered:		
factures of the options granted	a) Share price			
leatures of the options granted	b) Exercise prices			
measurement of fair value	c) Historical volatility d) Expected ention life			
such as a market condition	e) Dividend Vield			
such as a market condition.	c) Dividend Tield			
		B	SU 2022	
Particulars		K		
Weighted-average values of				
share price as on grant date				
Exercise Price (Rs.)				
Expected Volatility (%)				

Expected Option life (years)	
Risk free interest rate (%)	
Expected dividends	NA
Method used and the	
assumptions made to	
incorporate the effects of	
expected early exercise	
How expected volatility was	
determined, including an	
explanation of the extent to	
which expected volatility was	
based on historical volatility	
Whether and how any other	
features of the options granted	
were incorporated into the	
measurement of fair value,	
such as a market condition	

## Disclosures in respect of grants made in three years prior to IPO under each ESOS

Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made. The above-mentioned information of 10,44,000 options under ESOS 2012 and 2,65,11,900 options under ESOS 2017 pertains to options granted prior to IPO.