



Date: May 10, 2025

**National Stock Exchange of India Limited**

**BSE Limited**

**Symbol: NYKAA**

**Scrip Code: 543384**

**Ref: Scheme of Arrangement between FSN Distribution Limited (“Demerged Company”) and Nykaa E-Retail Limited (“Resulting Company”), wholly owned subsidiaries of FSN E-Commerce Ventures Limited, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013**

Dear Sir/Madam,

**Sub: Approval of the Scheme of Arrangement by NCLT, Mumbai**

This has a reference to our letter dated February 6, 2024 regarding intimation under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with regard to the Scheme of Arrangement ('Scheme'), involving demerger of e-B2B business from FSN Distribution Limited to Nykaa E- Retail Limited, both wholly owned subsidiaries of the Company.

The above letter had mentioned that the Scheme was approved by the Board of Directors of the Company, at its meeting held on February 06, 2024, and that the key objective of this internal restructuring initiative is for bringing in operational synergies by streamlining business operations and placing them with the entity that carries the relevant expertise.

It was further informed in the above letter that the proposed restructuring pursuant to the Scheme is expected, *inter alia*, to result in following benefits:

- (i) consolidating similar businesses having similar risk and return profiles to enhance operational synergies;
- (ii) effective utilization of warehouse and office spaces by consolidating businesses;
- (iii) onboarding brands in e-B2B business and giving access to new age consumer-first brands to Pan India market (including tier 2 & 3); and
- (iv) Optimization in technology and overhead costs

In this regard, we would like to inform you that the Hon'ble National Company Law Tribunal, Mumbai Bench (“**NCLT**”) vide its Order dated May 9, 2025 (“**Order**”), has approved the aforesaid Scheme of Arrangement. A copy of the Order is uploaded on the website of the NCLT as well as on the Company’s website at <https://www.nykaa.com/investor-relations/lp>

The Appointed Date of the Scheme is April 01, 2024 and the Scheme will be effective on June 1, 2025.



This disclosure is being made in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

For **FSN E-Commerce Ventures Limited**

**Neelabja Chakrabarty**  
**Company Secretary & Compliance Officer**