

## Annexure I

Annexure I to be submitted by listed entity on quarterly basis																							
I. Composition of Board of Directors																							
Disclosure of notes on composition of board of directors explanatory																							
Whether the listed entity has a Regular Chairperson						true																	
Whether Chairperson is related to MD or CEO						Disqualification of Directors under section 164 of the Companies Act, 2013																	
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 28(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 28(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Ms	Faiguni Sanjay Nayar	Executive Director	Chairperson related to Promoter	CEO-MD	false				Active	NA		24-04-2012			155	1	0	0	0			
2	Ms	Adwaita Sanjay Nayar	Executive Director	Not Applicable		false				Active	NA		22-01-2018			85	1	0	1	0			
3	Mr	Anchit Nayar	Executive Director	Not Applicable		false				Active	NA		13-08-2019			67	1	0	1	0			
4	Mr	Sanjay Omprakash Nayar	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		09-04-2021			47	1	0	0	0			
5	Mr	Milan B Khakhar	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		28-09-2015			114	2	0	1	0			
6	Ms	Anita Ramachandran	Non-Executive - Independent Director	Not Applicable		false				Active	NA		15-07-2021	15-07-2021		44	7	7	7	2			
7	Mr	Milind Shripad Sarwate	Non-Executive - Independent Director	Not Applicable		false				Active	NA		15-07-2021	15-07-2021		44	6	6	7	6			
8	Mr	Seshashayee Sridhara	Non-Executive - Independent Director	Not Applicable		false				Active	NA		26-07-2021	26-07-2024		44	2	2	2	1			
9	Mr	Pradeep Parameswaran	Non-Executive - Independent Director	Not Applicable		false				Active	NA		15-07-2021	15-07-2024		44	1	1	0	0			
10	Mr	Santosh Desai	Non-Executive - Independent Director	Not Applicable		false				Active	NA		15-07-2024	15-07-2024		8	3	3	3	0			

## Annexure I

II. Composition of Committees																			
Disclosure of notes on composition of committees explanatory																			

## Audit Committee Details

Whether the Audit Committee has a Regular Chairperson							true
Sr	Name of Committee members			Category 1 of directors		Category 2 of directors	Remarks
1	Milind Shripad Sarwate			Non-Executive - Independent Director		Chairperson	
2	Anita Ramachandran			Non-Executive - Independent Director		Member	
3	Seshashayee Sridhara			Non-Executive - Independent Director		Member	
4	Santosh Desai			Non-Executive - Independent Director		Member	

## Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson							true
Sr	Name of Committee members			Category 1 of directors		Category 2 of directors	Remarks
1	Anita Ramachandran			Non-Executive - Independent Director		Chairperson	
2	Milan B Khakhar			Non-Executive - Non Independent Director		Member	
3	Pradeep Parameswaran			Non-Executive - Independent Director		Member	

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson							true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation		Remarks
1	Seshashayee Sridhara	Non-Executive - Independent Director	Chairperson	06-11-2023			
2	Adwaita Sanjay Nayar	Executive Director	Member	09-07-2021			
3	Anchit Nayar	Executive Director	Member	09-07-2021			

### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation		Remarks
1	Pradeep Parameswaran	Non-Executive - Independent Director	Chairperson	30-07-2021			
2	Sanjay Omprakash Nayar	Non-Executive - Non Independent Director	Member	09-07-2021			
3	Rajesh Uppalapati	Chief Technology Officer	Member	12-12-2022			Textual Information(1)

### Text Block

Textual Information(1)	Mr. Rajesh Uppalapati is the Chief Technology Officer and not a Director of the Company. He is a Non-Director member of the Risk Management Committee, hence DIN is not provided.
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### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation		Remarks
1	Anita Ramachandran	Non-Executive - Independent Director	Chairperson	04-03-2021			
2	Adwaita Sanjay Nayar	Executive Director	Member	04-03-2021			
3	Sanjay Omprakash Nayar	Non-Executive - Non Independent Director	Member	09-07-2021			

### Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	12-11-2024			true	10	10	5
2	10-02-2025	89		true	10	10	5
3	08-03-2025	25		true	10	10	5

### Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	12-11-2024				true	4	4	4	0
2	Audit Committee	10-02-2025	89			true	4	3	3	0
3	Audit Committee	05-03-2025	22			true	4	2	2	0
4	Audit Committee	13-03-2025	7			true	4	3	3	0
5	Corporate Social Responsibility Committee	11-10-2024				true	3	2	1	0
6	Corporate Social Responsibility Committee	19-03-2025	158			true	3	2	1	0

## Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

## Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Neelabja Chakrabarty
2	Designation	Company Secretary and Compliance Officer

## Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is 'No/NA' details of non-compliance may be given here	Web address
1	Details of business	Yes		<a href="https://www.nykaa.com/who-are-we.jsp">https://www.nykaa.com/who-are-we.jsp</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Terms-and-Conditions-of-Appointment-of-Independent-Directors.pdf">https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Terms-and-Conditions-of-Appointment-of-Independent-Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.nykaa.com/committees-of-the-board.jsp">https://www.nykaa.com/committees-of-the-board.jsp</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Code-of-Conduct-for-Board-and-Senior-Management.pdf">https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Code-of-Conduct-for-Board-and-Senior-Management.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Whistle-Blower-Vigil-Mechanism-Policy_2023.pdf">https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Whistle-Blower-Vigil-Mechanism-Policy_2023.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Remuneration-Policy-for-Directors-KMP-and-other-employees.pdf">https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Remuneration-Policy-for-Directors-KMP-and-other-employees.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.nykaa.com/media/wysiwyg/2025/IR/related-party-transaction-policy.pdf">https://www.nykaa.com/media/wysiwyg/2025/IR/related-party-transaction-policy.pdf</a>
8	Policy for determining 5C/material/5C™ subsidiaries	Yes		<a href="https://www.nykaa.com/media/wysiwyg/2025/IR/policy-for-determining-material-dubsidary.pdf">https://www.nykaa.com/media/wysiwyg/2025/IR/policy-for-determining-material-dubsidary.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.nykaa.com/details-of-familiarization-programmes.jsp?v=2">https://www.nykaa.com/details-of-familiarization-programmes.jsp?v=2</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://www.nykaa.com/investor-contact.jsp">https://www.nykaa.com/investor-contact.jsp</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.nykaa.com/investor-contact.jsp">https://www.nykaa.com/investor-contact.jsp</a>
12	Financial results	Yes		<a href="https://www.nykaa.com/financials.jsp">https://www.nykaa.com/financials.jsp</a>
13	Shareholding pattern	Yes		<a href="https://www.nykaa.com/shareholding-pattern.jsp?v2">https://www.nykaa.com/shareholding-pattern.jsp?v2</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		<a href="https://www.nykaa.com/investor-relations.jsp">https://www.nykaa.com/investor-relations.jsp</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.nykaa.com/statutory-newspaper-notices-or-advertisements.jsp">https://www.nykaa.com/statutory-newspaper-notices-or-advertisements.jsp</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.nykaa.com/credit-rating-2023.jsp">https://www.nykaa.com/credit-rating-2023.jsp</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.nykaa.com/financials.jsp">https://www.nykaa.com/financials.jsp</a>
20	Secretarial Compliance Report	Yes		<a href="https://www.nykaa.com/secretarial-compliance-report.jsp">https://www.nykaa.com/secretarial-compliance-report.jsp</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="https://www.nykaa.com/media/wysiwyg/2025/IR/Materiality-for-Disclosures-Policy.pdf">https://www.nykaa.com/media/wysiwyg/2025/IR/Materiality-for-Disclosures-Policy.pdf</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/stock-exchange-filing/Rag30-Materiality.pdf">https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/stock-exchange-filing/Rag30-Materiality.pdf</a>
23	Disclosures under regulation 30(B)	Yes		<a href="https://www.nykaa.com/investor-relations.jsp">https://www.nykaa.com/investor-relations.jsp</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		<a href="https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Dividend-Distribution-Policy.pdf">https://www.nykaa.com/media/wysiwyg/2021/Investors-Relations/pdfs/10-11/Dividend-Distribution-Policy.pdf</a>
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://www.nykaa.com/annual-report.jsp">https://www.nykaa.com/annual-report.jsp</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://www.nykaa.com/disclosure-under-regulation-46-of-sebi-lodr-regulations.jsp">https://www.nykaa.com/disclosure-under-regulation-46-of-sebi-lodr-regulations.jsp</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="https://www.nykaa.com/disclosure-under-regulation-46-of-sebi-lodr-regulations.jsp">https://www.nykaa.com/disclosure-under-regulation-46-of-sebi-lodr-regulations.jsp</a>
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

## Annexure II

II. Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	NA
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21	Role of Nomination and Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24	Role of Stakeholders Relationship Committee	20(4)	Yes
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
26	Meeting of Risk Management Committee	21(3A)	Yes
27	Quorum of Risk Management Committee meeting	21(3B)	Yes
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29	Vigil Mechanism	22	Yes
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party transactions	23(4)	NA
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36	Alternate Director to Independent Director	25(1)	NA
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39	Meeting of Independent directors	25(3) & (4)	Yes
40	Familiarization of Independent directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes
42	Directors and Officers Insurance	25(10)	Yes
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
44	Memberships in Committees	26(1)	Yes
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA
Any other information to be provided			

## Annexure II

1	Name of signatory	Neelabja Chakrabarty
2	Designation	Company Secretary and Compliance Officer

## Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		

## Annexure II

1	Name of signatory	Neelabja Chakrabarty
2	Designation	Company Secretary and Compliance Officer

## Signatory Details

Name of signatory	Neelabja Chakrabarty
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	28-04-2025

### Additional Half yearly Disclosure

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B)Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	true		
Name		P Ganesh	
Designation		CFO	
Place		Mumbai	
Date		28-04-2025	

### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

### Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies				
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Nykaa Essentials Private Limited	10-03-2025	0.00	100.00
2	Dot & Key Wellness Limited	28-03-2025	90.00	90.04

### Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Joint Commissioner of Sales Tax (SGST) (Appeal)-I	06-08-2022	Appeal admitted	Appeal admitted
2	Office of Deputy Commissioner	17-06-2023	Appeal admitted	Appeal admitted
3	Assistant Commissioner of State Tax	06-02-2024	Appeal admitted	Appeal admitted
4	Assistant Commissioner of State Tax	06-02-2024	Appeal admitted	Favourable Order received on 17/03/2025. Demand has been dropped.
5	Assistant Commissioner of State Tax	06-02-2024	Appeal admitted	Appeal admitted
6	Assistant Commissioner of State Tax	05-03-2024	Appeal admitted	Appeal admitted