



August 12, 2025

To

**National Stock Exchange of India Limited**

**BSE Limited**

**Symbol: NYKAA**

**Scrip Code: 543384**

**Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

**Sub: Acquisition of balance 40% stake in Nudge Wellness Private Limited ("Nudge"), thus making Nudge a wholly-owned subsidiary of the Company**

Dear Sir / Madam,

Pursuant to Regulation 30 and other applicable provisions of the Listing Regulations, we hereby inform you that the Board of Directors of FSN E-Commerce Ventures Limited ("**Company**"), at its meeting held today i.e. on Tuesday, August 12, 2025 has approved acquisition of the balance 40% stake in Nudge Wellness Private Limited ("**Nudge**") from the Promoter / Existing Shareholder viz., Onesto Labs Private Limited ("**Onesto**"), based on the pre-agreed terms in the Shareholders' agreement dated 22 April 2022

The aforesaid transaction is subject to execution of definitive transaction documents and any other applicable procedural and regulatory steps.

The relevant details as prescribed under Regulation 30 read with Para A of Schedule III of the SEBI LODR Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are enclosed as **Annexure A**.

This intimation is for your information and dissemination and the same is also made available on the website of the Company at <https://www.nykaa.com/investor-relations/lp>

The meeting of the Board of Directors commenced at 11:30 a.m. and concluded at 4:00 p.m. p.m.

We request you to kindly take the same on record.

Thanking you,

**Yours faithfully,**

**For FSN E-Commerce Ventures Limited**

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

**Annexure A**
**Brief Details of the Transaction**

Sr. No.	Particulars	Details
a.	Name of the target entity, details in brief such as size, turnover etc.	<p>Nudge Wellness Private Limited ("<b>Nudge</b>"), is a subsidiary of the Company.</p> <p>Turnover of Nudge for FY 2024-25 is Rs. 34.79 lakhs</p>
b.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	<p>The proposed transaction to acquire the balance 40% stake in Nudge by the FSN E-Commerce Ventures Limited ("<b>Company</b>") from Onesto Labs Private Limited ("<b>Onesto</b>") is a Related Party Transaction as defined under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). Accordingly, the transaction is considered and approved by the Audit Committee before it was approved by the Board.</p> <p>Onesto currently holds 40% of Nudge and it will cease to hold any stake in Nudge upon closing of the transaction.</p> <p>72 Ventures LLP, a promoter group entity, holds 3.62% in Onesto and this investment was made in August 2021, prior to listing of the Company and prior to investment by the Company into Nudge.</p> <p>The proposed transaction is being done on arm's length basis.</p>
c.	Industry to which the entity being acquired belongs	Marketing and selling of health and wellness supplements and products
d.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>As per the Shareholders' Agreement executed in April 2022, Company holds 60% stake, while Onesto was the promoter entity with 40% stake and responsible for day to day operations.</p> <p>Acquisition of Onesto's 40% stake by Company is being done to get sharper focus and improved execution in business performance of Nudge.</p> <p>This acquisition is being executed based on pre agreed terms of the shareholders agreement entered between the Company and the Onesto.</p> <p>On completion of the said transaction, Nudge will become a wholly owned subsidiary of the Company.</p>

e.	Brief details of any governmental or regulatory approvals required for the acquisition	None
f.	Indicative time period for completion of the acquisition	The transaction is expected to be completed by September 30, 2025.
g.	Consideration - whether cash consideration or share swap or any other form and details of the same	All cash
h.	Cost of acquisition or the price at which the shares are acquired	Acquisition of the remaining 40% shall be done at a consideration of Rs. 14.26 lakhs
i.	Percentage of shareholding / control acquired and / or number of shares acquired	100% on a fully diluted basis. Nudge shall become a wholly owned subsidiary of the Company on completion of the transaction.
j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	Nudge, incorporated under the Companies Act, 2013 on March 10, 2022, is a health and wellness company which will be in the business of marketing and selling of wellness products including dietary supplement products on their website and other e-commerce websites. The registered office of Nudge is located at Delhi. Details of Turnover in last 3 years: FY 2024-25: Rs. 34.79 Lakhs FY 2023-24: Rs. 173.35 Lakhs For period March 10, 2022 till March 31, 2023: Rs. 8.48 Lakhs