



**NOTICE CONVENING MEETING OF UNSECURED CREDITORS OF NYKAA E- RETAIL LIMITED
PURSUANT TO ORDERS DATED OCTOBER 9, 2024 AND AUGUST 12, 2024, OF THE HON'BLE
NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

MEETING	
Day	Friday
Date	November 29, 2024
Time	11:45 a.m.
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the Meeting shall be conducted in physical mode
Venue	3rd floor, Marathon Chambers, Mafatlal Mills Compound, Lower Parel, Mumbai – 400013, Maharashtra

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The Notice of the Meeting, Statement under Section 230(3) and other applicable provisions of the Act and Rule 6 of the CAA Rules and Annexure I to “Annexure IX Colly” constitute a single and complete set of documents and should be read together as they form an integral part of this document.



FORM NO. CAA. 2

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]]

IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

IN CONNECTION WITH COMPANY APPLICATION NO. C.A.(CAA)/321(MB)2024

AND

COMPANY SCHEME APPLICATION NO. C.A. (CAA)/119(MB)2024

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN FSN DISTRIBUTION LIMITED AND NYKAA E-RETAIL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Nykaa E- Retail Limited, a company)
incorporated under the provisions of the)
Companies Act, 2013, having its Corporate)
Identity Number)
U74999MH2017PLC291558 and having its)
registered office at 104, Vasan Udyog)
Bhavan, S Bapat Road, Lower Parel,)
Mumbai – 400013, Maharashtra, India.)

...Company/ Resulting Company

NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF NYKAA E-RETAIL LIMITED

To,

**All the Unsecured Creditors of
Nykaa E- Retail Limited**

- NOTICE** is hereby given that, pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Tribunal**") *vide* its orders dated October 9, 2024 and August 12, 2024, ("**Tribunal Orders**") a Meeting of the Unsecured Creditors of Nykaa E- Retail Limited ("**Company**" or "**Resulting Company**"), will be held for the purpose of their considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between FSN Distribution Limited and Nykaa E-Retail Limited and their respective shareholders and creditors ("**Scheme**") on Friday, November 29, 2024 at 11:45 a.m. (IST).
- Pursuant to the said Tribunal Orders and as directed therein, the Meeting of the Unsecured Creditors of the Company ("**Meeting**") will be held at 3rd floor, Marathon Chambers, Mafatlal Mills Compound, Lower Parel, Mumbai – 400013, Maharashtra to consider and, if thought fit, pass with or without modification(s), the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and Section 230(6) of the Act as amended:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Act, and the provisions of the Memorandum and Articles of Association of Nykaa E- Retail Limited ("Company") and subject to the approval of the Mumbai Bench of the National Company Law Tribunal, and subject to such other approvals,

permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal or by any other regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between FSN Distribution Limited and the Company and their respective shareholders and creditors (“Scheme”) on the terms and conditions as stated therein placed before this Meeting, be and is hereby approved.

RESOLVED FURTHER THAT *the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the National Company Law Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”*

3. **TAKE FURTHER NOTICE** that the Unsecured Creditors shall attend and vote at the Meeting in person or by proxy provided that the form of proxy in the prescribed form is duly signed by the Unsecured Creditors or its authorised representative and is deposited at the registered office of the Company at 104, Vasan Udyog Bhavan, S Bapat Road, Lower Parel, Mumbai – 400013, Maharashtra, India not later than 48 (forty-eight) hours before the time fixed for the Meeting. The form of proxy can be obtained free of charge from the registered office of the Company during the normal business hours on working days.
4. A copy of the Scheme, Statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”) along with all annexures to Statement are enclosed herewith. A copy of this Notice and the accompanying documents can be obtained free of charge at the registered office of the Company or by emailing the Company at nykaacompanysecretary@nykaa.com and the same are also placed on the website of FSN E-Commerce Ventures Limited (holding company) at <https://www.nykaa.com/ir-scheme-of-arrangement/lp>.
5. The Tribunal has appointed Mr. P Ganesh, to be the Chairperson for the Meeting and Mr. S. N. Viswanathan (Membership No. ACS No. 61955) of M/s. S. N. Ananthasubramanian & Co, Practicing Company Secretaries, failing whom, Mr. Prakash Shenoy (Membership No. FCS No. 12625) of M/s. SAP & Associates, Practicing Company Secretaries to be the Scrutinizer for the Meeting of the Unsecured Creditors of the Company.
6. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.



Nykaa E-Retail Limited

(formerly 'Nykaa E-Retail Private Limited')

Mumbai, October 25, 2024

Sd/-

Mr. P Ganesh

Chairperson appointed by the Tribunal for the Meeting

Registered office:

104, Vasan Udyog Bhavan,

S Bapat Road, Lower Parel,

Mumbai – 400013, Maharashtra, India

CIN: U74999MH2017PLC291558

Email: nykaacompanysecretary@nykaa.com

Tel: +91 22 6638 9616



Notes for Meeting of Unsecured Creditors of the Company

1. Pursuant to the directions of the Tribunal *vide* its orders dated October 9, 2024 and August 12, 2024 (“**Tribunal Orders**”), the Meeting of the Unsecured Creditors of the Company is being conducted in physical mode, at 3rd floor, Marathon Chambers, Mafatlal Mills Compound, Lower Parel, Mumbai – 400013, Maharashtra to transact the business set out in the Notice convening this Meeting.
2. The voting by authorized representative, in case of a body corporate is permitted, provided that the authorization duly signed by the person entitled to attend and vote at the Meeting is filed with the Company, in physical at its abovementioned registered office at least 48 (Forty-Eight) hours before the aforesaid Meeting, as required under Rule 10 of the CAA Rules.
3. The quorum for the Meeting of the Unsecured Creditors is in accordance with Section 103 of the Act i.e. 5 Unsecured creditors attending the Meeting.
4. During the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, an Unsecured Creditor is entitled to inspect the proxies lodged during the normal business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.
5. The Notice convening the Meeting will be published through advertisement in ‘Business Standard’ in the English language and translation thereof in ‘Navshakti’ in the Marathi language, both having circulation in Mumbai.
6. An Unsecured Creditor or his/her Proxy is requested to bring the copy of the notice to the Meeting and produce the attendance slip, duly signed and completed, at the entrance of the Meeting venue.
7. The documents referred to in the accompanying Statement shall be open for inspection by the Unsecured Creditors at the registered office of the Company during normal business hours (from 10:00 am to 5:00 pm) on working days up to the date of the Meeting.
8. Unsecured Creditors who have an outstanding balance as on the close of business hours as on Monday, November 25, 2024, being the cut-off date, will be entitled to exercise their right to vote on the above resolution. The outstanding amount of the Unsecured Creditors of the Company shall be in accordance with the books/ register of the Company.
9. Voting rights of an Unsecured Creditor of the Company shall be in proportion to the outstanding amount due by the Company as on the cut-off date i.e. Monday, November 25, 2024 and form the quorum of the Meeting.
10. The value and number of the Unsecured Creditors shall be in accordance with the books/ records maintained by the Company and where the entries in the books/ records are disputed, the Chairperson of the Meeting shall determine the value and number for the purpose of the aforesaid Meeting and his decision in that behalf would be final.
11. Notice of the Meeting together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the CAA Rules and the prescribed Form of Proxy, have been sent to the unsecured creditors by e-mail to their respective email address as per the records of the Company. The Unsecured Creditors whose email address are not available with the Company or who have not received notice convening the said



Meeting can access / download the notice from the following website at <https://www.nykaa.com/ir-scheme-of-arrangement/lp>

12. Persons who are not Unsecured Creditors of the Company as on the cut-off date i.e. Monday, November 25, 2024 should treat this notice for information purposes only.
13. In accordance with the provisions of Sections 230 to 232 of the Act read with CAA Rules, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the Unsecured Creditors of the Company, present and voting, in person or by proxy, approve the Scheme.
14. The scrutinizer will submit his report to the Chairperson of the Meeting after completion of the scrutiny of the votes cast by the Unsecured Creditors. The results together with the consolidated scrutinizer's report will be displayed on the website of FSN E-Commerce Ventures Limited (holding company) at <https://www.nykaa.com/ir-scheme-of-arrangement/lp> and at the registered office of the Company.
15. The Chairperson of the Meeting shall have all powers under the CAA Rules, as may be applicable, in relation to the conduct of the Meeting including for deciding procedural questions that may arise at the Meeting or at any adjournment thereof or any other matter including, an amendment to the Scheme or resolution, if any, proposed at the Meeting by any person(s).



IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

IN CONNECTION WITH COMPANY APPLICATION NO. C.A.(CAA)/321(MB)2024

AND

COMPANY SCHEME APPLICATION NO. C.A. (CAA)/119(MB)2024

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF
THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN FSN DISTRIBUTION LIMITED AND NYKAA
E-RETAIL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Nykaa E- Retail Limited, a company)
incorporated under the provisions of the)
Companies Act, 2013, having its)
Corporate Identity Number)
U74999MH2017PLC291558 and having)
its registered office at 104, Vasan Udyog)
Bhavan, S Bapat Road, Lower Parel,)
Mumbai – 400013, Maharashtra, India.)

) ...Company/ Resulting Company

STATEMENT UNDER SECTION 230(3) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT") WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 ("CAA RULES") TO THE NOTICE OF THE MEETING OF UNSECURED CREDITORS OF NYKAA E- RETAIL LIMITED CONVENED PURSUANT TO ORDERS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("TRIBUNAL") DATED OCTOBER 9, 2024 AND AUGUST 12, 2024, ("TRIBUNAL ORDERS")

I. MEETING FOR THE SCHEME

This is a statement accompanying the Notice convening the Meeting of Unsecured Creditors of Nykaa E- Retail Limited ("**Company**"), for the purpose of their considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between FSN Distribution Limited ("**Demerged Company**") and the Company and their respective shareholders and creditors ("**Scheme**"). The Scheme provides for the demerger, transfer and vesting of the Demerged Undertaking (*as defined in the Scheme*) from the Demerged Company into the Company on a *going concern basis*. The Scheme also provides for various other matters consequent and incidental thereto. A copy of the Scheme is attached hereto as **Annexure I**.

Capital terms not defined herein and used in the Notice and this Statement shall have the same meaning as ascribed to them in the Scheme.

II. DATE, TIME AND MODE OF MEETING

Pursuant to the Tribunal Orders, the meeting of the Unsecured Creditors of the Company, will be held for the purpose of their considering and, if thought fit approving, with or without modification(s), the said Scheme on Friday, November 29, 2024 at 11:45 a.m. (IST) at 3rd Floor, Marathon Chambers, Mafatlal Mills Compound, Lower Parel, Mumbai – 400013, Maharashtra.

III. RATIONALE AND BENEFITS OF THE SCHEME

1. *The demerger of the entire activities, business, operations and undertaking of the Demerged Company forming part of the e-B2B Business from the other businesses of the Demerged Company, pursuant to the Scheme, will enable the Demerged Company and the Resulting Company to concentrate its resources and managerial bandwidth entirely to such businesses which would enable focused strategy, better coordination and cohesiveness in their working and assist in standardization of its business processes.*
2. *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 cities);*
 - (iv) *Optimization in technology and overhead costs;*
 - (v) *effectively utilising cash flows of different businesses and limiting restrictions arising out of different terms of different lenders for different businesses;*
 - (vi) *enabling focused growth strategy for each of the businesses for exploiting opportunities specific to each business;*
 - (vii) *creating greater visibility on performance of each of the businesses; and*
 - (viii) *enhancing operational efficiency.*
3. *The Scheme is in the best interests of the shareholders, employees and the creditors of each of the Parties.*

IV. BACKGROUND OF THE COMPANIES

A. Particulars of the Demerged Company

- (i) **FSN Distribution Limited** now having Corporate Identity Number (CIN) U51909MH2021PLC364942 was incorporated on July 30, 2021 under the provisions of the Act in Mumbai, Maharashtra under the name 'FSN Distribution Private Limited' under erstwhile Corporate Identity Number (CIN) U51909MH2021PTC364942. Subsequently, the name of the Demerged Company has been changed to FSN Distribution Limited upon the conversion from Private Company to Public Company effective from January 12, 2024. The equity shares of the Demerged Company are not listed on any stock exchanges. The Demerged Company is a wholly owned subsidiary of FSN E-Commerce Ventures Limited. The registered office of the Demerged Company is located at 104, Vasan Udyog Bhavan, Sun Mill Compound, Tulsi Pipe Road, Lower Parel, Mumbai – 400013, Maharashtra, India. The Permanent Account Number with Income Tax Department is AAECF6680N. The e-mail address of the Demerged Company is nykaacompanysecretary@nykaa.com. Except as stated above, there has been no change in the name and registered office of the Demerged Company.
- (ii) Main objects of the Demerged Company as per set out in its Memorandum of Association, have been reproduced below for the perusal of the Unsecured Creditors:

"3. (a) The objects to be pursued by the company on its incorporation are:



1.
 - a. *To carry on the business, either on its own or through franchisee agreements, licensees, agents, stockists, resellers, distributors, contractors or otherwise of purchasing, selling, distributing, trading, acting as an agent, franchising, collaborating, exporting, warehousing, importing, merchandising, designing, packaging and dealing and providing a platform, technology and/or other mechanism/services including through any future and known technology to facilitate transactions, commerce, electronic commerce and any other types of commerce by and between businesses with all kinds of products, goods, commodities, merchandise, home appliances, electronics, accessories and equipments relating to, which includes but is not limited to, beauty, fitness, personal health care, skin care, hair care, diet related, home remedies, homeopathy, ayurvedic, herbal and other alternative medical or therapeutic treatments, wellness products and equipments, apparel, fashion including footwear and accessories for men, women and kids and any other women centric products, men grooming and styling products, baby and kids products and home centric products on the Company's online portals or websites as well as through eB2B, modern trade, traders, retailers, salons, e-commerce, m-commerce, internet, intranet, stores, stalls or kiosks set up across India or abroad or in any other manner.*
 - b. *To carry on the business, in India or abroad, either on its own or through franchisee agreements, licensees, agents, contractors or otherwise of providing a dedicated platform for salons, beauty professionals and academies, so as to gives access to professional product, exclusive offers and training relating to, which includes but is not limited to, beauty, fitness, personal health care, skin care, hair care, diet related, home remedies, homeopathy, ayurvedic, herbal and other alternative medical or therapeutic treatments, wellness products and equipments and any other women centric products and home centric products.*
 - c. *To undertake the business of providing logistics transportation business to include, without limitation, transportation of goods, parcels, commodities and other articles from the warehouses of consignors, packers, importers and/or warehouses, either I owned or leased, to delivery stations of consignors, packers, importers and/or warehouses of the company, either owned or leased, by the company; setting of delivery stations and warehouses located within a particular city to provide work space and to carry out the work of loading, unloading, handling, forwarding, and clearing agents for and on the behalf of the owner of goods, luggage, parcels, articles, commodities, merchandise and other movables of every description and nature whatsoever in India or any part of the world.*
 - d. *To carry on the business of providing services towards (i) merchandising and marketing activities at the point of sale and (ii) data, insights and technology services.*
 - e. *To carry on the business of providing suggestions, advice, consultancy, training programs and other related services including after sales support services in any form and through any medium, including through online portals, websites, magazines, newsletters, periodicals, journals in any language, relating to financial products or any other products and equipments referred to, sold or distributed directly or indirectly by the Company, undertake marketing and publicity of the products and activities of the Company, and hiring or employing expert personnel as and when considered necessary to provide such services."*

- (iii) The Demerged Company is engaged in the business of selling beauty, hygiene and wellness products through its distribution network to the wholesalers and retailers using online and offline channels of sales.
- (iv) The authorised, issued, subscribed and paid-up share capital of the Demerged Company as on the date of this notice:

Particulars	Amount (in INR)
Authorized share capital	
1,50,000 equity shares of INR 10 each fully paid up	15,00,000
Total	15,00,000
Issued, subscribed and paid up share capital	
10,000 equity shares of INR 10 each fully paid up	1,00,000
Total	1,00,000

- (v) The audited financial statements of the Demerged Company as of March 31, 2024 are attached hereto as **Annexure II**. The unaudited accounts of the Demerged Company as of June 30, 2024, are attached hereto as **Annexure III**.
- (vi) The details of Directors and Promoters of the Demerged Company as on the date of this notice along with their addresses are mentioned herein below:

Details of Directors			
Sr. No.	Name	Designation	Address
1.	Mr. Sanjay Omprakash Nayar	Non-Executive Director	104, Vasan Udyog Bhavan, Sun Mill Compound, Tulsi Pipe Road, Lower Parel, Mumbai – 400013, Maharashtra, India
2.	Mr. P. Ganesh	Non-Executive Director	
3.	Mr. Surender Dharam Mehta	Non-Executive Director	
4.	Mr. Vishal Gupta	Non-Executive Director	

Details of Promoter/ Promoter Group		
Sr. No.	Name	Address
1.	FSN E-Commerce Ventures Limited (Holding Company)	104, Vasan Udyog Bhavan, Sun Mill Compound, Tulsi Pipe Road, Lower Parel, Mumbai – 400013, Maharashtra, India

B. Particulars of the Company/ Resulting Company

- (i) Nykaa E- Retail Limited having Corporate Identity Number (CIN) U74999MH2017PLC291558 was incorporated on February 22, 2017 under the provisions of the Act in Mumbai, Maharashtra under the name 'Nykaa E- Retail Private Limited' under erstwhile Corporate Identity Number (CIN) U74999MH2017PTC291558. Subsequently, the name of the Company has been changed to Nykaa E- Retail Limited upon to conversion from Private Company to Public Company effective from November 24, 2023. The equity shares of the Company are not listed on any stock exchanges. The Company is a wholly owned subsidiary of FSN E-Commerce Ventures Limited. The registered office of the Company is located at 104, Vasan Udyog Bhavan, S Bapat Road, Lower Parel, Mumbai –



400013, Maharashtra, India. The Permanent Account Number with Income Tax Department is AAFCN5072P. The e-mail address of the Company is nykaacompanysecretary@nykaa.com. Except as stated above, there has been no change in the name and registered office of the Company.

- (ii) Main objects of the Company, as per set out in its Memorandum of Association, have been reproduced below for the perusal of the Unsecured Creditors:

"3. The objects for which the Company is established are:

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1.

- a. To carry on the business, either on its own or through franchisee agreements, licensees, agents, stockists, resellers, distributors, contractors or otherwise of purchasing, selling, distributing, trading, acting as an agent, franchising, collaborating exporting, warehousing, importing, merchandising, manufacturing, designing, packaging and dealing and providing a platform, technology and/or other mechanism/ services including through any future and known technology to facilitate transactions, commerce, electronic commerce and any other types of commerce by and between businesses with all kinds of products, goods, commodities, merchandise, home appliances, electronics, accessories and equipment's relating to, which includes but is not limited to, beauty, fitness, personal health care, skin care, hair care, diet related, home remedies, homeopathy, ayurvedic, herbal and other alternative medical or therapeutic treatments, wellness products and equipment's and any other women centric products and home centric products on the Company's online portals or websites as well as through e-commerce, m-commerce, internet, intranet, stores, stalls or kiosks set up across India or abroad or in any other manner.*
- b. To undertake the business of providing logistics transportation business to include, without limitation, transportation of goods, parcels, commodities and other articles from the warehouses of consignors, manufacturers, packers, importers and/or warehouses, either owned or leased, to delivery stations of consignors, manufacturers, packers, importers and/or warehouses of the company, either owned or leased, by the company; setting of delivery stations and warehouses located within a particular city to provide work space and to carry out the work of loading, unloading, handling, forwarding, and clearing agents for and on the behalf of the owner of goods, luggage, parcels, articles, commodities, merchandise and other movables of every description and nature whatsoever in India or any part of the world.*
- c. To carry on the business of providing suggestions, advice, consultancy, training programs and other related services including after sales support services in any form and through any medium, including through online portals, websites, magazines, newsletters, periodicals, journals in any language, relating to financial products or any other products and equipment's referred to, sold or distributed directly or indirectly by the Company, undertake marketing and publicity of the products and activities of the Company, and hiring or employing expert personnel as and when considered necessary to provide such services."*

- (iii) The Company is engaged in the business of selling beauty, hygiene and wellness products through online channels i.e. through its online platforms or websites and other online applications.

- (iv) The authorised, issued, subscribed and paid-up share capital of the Company as on the date of this notice is as follows:

Particulars	Amount (In INR)
Authorized Share Capital	
1,20,00,000 equity shares of INR 10 each fully paid up	12,00,00,000
Total	12,00,00,000
Issued, subscribed and paid-up share capital	
95,10,000 equity shares of INR 10 each fully paid up	9,51,00,000
Total	9,51,00,000

- (v) The audited financial statements of the Company as of March 31, 2024 are attached hereto as **Annexure IV**. The provisional accounts of the Company as of June 30, 2024 are attached hereto as **Annexure V**.
- (vi) The details of Directors and Promoters of the Company as on the date of this notice along with their addresses are mentioned herein below:

Details of Directors			
Sr. No.	Name	Designation	Address
1.	Mr. Pradeep Parameswaran	Non-Executive Director	104, Vasan Udyog Bhavan, Sun Mill Compound, Tulsi Pipe Road, Lower Parel, Mumbai – 400013, Maharashtra
2.	Ms. Falguni Sanjay Nayar	Executive Director	
3.	Mr. Anchit Nayar	Managing Director and Chief Executive Officer	
4.	Mr. Pranab Barua	Non-Executive Director	
5.	Mr. P. Ganesh	Non-Executive Director	

Details of Promoter/ Promoter Group		
Sr. No.	Name	Address
1.	FSN E-Commerce Ventures Limited (Holding Company)	104, Vasan Udyog Bhavan, Sun Mill Compound, Tulsi Pipe Road, Lower Parel, Mumbai – 400013, Maharashtra, India

V. SALIENT FEATURES OF THE SCHEME

The salient features of the Scheme, *inter alia*, are as stated below. The capitalized terms used herein shall have the same meaning as ascribed in the Scheme.

- (a) This Scheme is presented under Sections 230 to 232 and other applicable provisions of the Act read with Section 2(19AA) and other applicable provisions of the Income Tax Act, 1961 and provides for the demerger, transfer and vesting of the Demerged Undertaking (*as defined in the Scheme*) from the Demerged Company into the Company. The Scheme also provides for various other matters consequent and incidental thereto;
- (b) The Appointed Date means the opening business hours of April 1, 2024 or such other date as may be mutually agreed by respective Board of the Demerged Company and the Company or as may be directed by the Appropriate Authority;

- (c) The Effective Date means the opening hours of the first day of the month immediately succeeding the month in which the Tribunal sanctions the Scheme;
- (d) The Scheme shall become effective from the Appointed Date but shall be operative from the Effective Date.
- (e) Consideration

In consideration of the demerger of the Demerged Undertaking (*as defined in the Scheme*), the Company shall, issue and allot, on a proportionate basis to each shareholder of the Demerged Company whose name is recorded in the register of members and records of the depository as members of the Demerged Company as on the Effective Date, as under:

1 (One) fully paid-up equity share of INR 10 (Indian Rupees Ten only) each of the Resulting Company, credited as fully paid up, for every 1 (One) equity share of INR 10 (Indian Rupees Ten only) each of the Demerged Company.

Note: The above are the salient features of the Scheme. The Unsecured Creditors are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

VI. RELATIONSHIP SUBSISTING BETWEEN PARTIES TO THE SCHEME

The Demerged Company and the Company, both are wholly owned subsidiaries of FSN E-Commerce Ventures Limited.

VII. BOARD APPROVALS

1. The Board of Directors of the Demerged Company present at its meeting held on February 1, 2024, unanimously approved the Scheme, as given below:

Name of Director	Voted in favour/ against/ did not participate or vote
Mr. Sanjay Omprakash Nayar	Did not attend the Meeting
Mr. P. Ganesh	Voted in Favour
Mr. Surender Dharam Mehta	Voted in Favour
Mr. Vishal Gupta	Voted in Favour

2. The Board of Directors of the Company at its meeting held on February 5, 2024 unanimously approved the Scheme, as given below:

Name of Director	Voted in favour/ against/ did not participate or vote
Mr. Pradeep Parameswaran	Voted in Favour
Ms. Falguni Sanjay Nayar	Voted in Favour
Mr. Anchit Nayar	Voted in Favour

Name of Director	Voted in favour/ against/ did not participate or vote
Mr. Pranab Barua	Voted in Favour
Mr. P. Ganesh	Voted in Favour

3. In addition to the approval of the Tribunal, the Demerged Company will obtain such necessary approvals/ sanctions/ no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, as may be required.

VIII. INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMPS) AND THEIR RELATIVES

None of the Directors, KMPS (as defined under the Act and rules framed thereunder) of the Demerged Company and the Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of their shareholding in the Company, if any.

IX. EFFECT OF SCHEME ON STAKEHOLDERS

The effect of the Scheme on various stakeholders is summarised below:

A. Shareholders, Key Managerial Personnel, Promoter and Non-Promoter Shareholders

The effect of the Scheme on the shareholders, key managerial personnel, promoter and non-promoter shareholders of the Demerged Company and the Company are attached hereto as **Annexure VI and Annexure VII**, respectively, adopted by the respective Board of Directors of the Demerged Company and the Company, respectively, at their meetings pursuant to the provisions of Section 232(2)(c) of the Act.

B. Directors

- i. The Scheme will have no effect on the office of the existing Directors of the Demerged Company and the Company. Further, no change in the Board of Directors of the Demerged Company and the Company is envisaged on account of the Scheme. It is clarified that, the composition of the Board of Directors of the Demerged Company and the Company may change by appointments, retirements or resignations in accordance with the provisions of the Act, and Memorandum and Articles of Association of the Demerged Company and the Company.
- ii. The effect of the Scheme on Directors of the Demerged Company and the Company in their capacity as shareholders of such companies are the same as in case of other shareholders of such company, as mentioned in the aforesaid report, attached as Annexure VI and Annexure VII.

C. Employees

With effect from the Effective Date, the Company undertakes to engage, without any interruption in service, all employees forming part of the Demerged Undertaking of the Demerged Company, on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company immediately prior to the Effective Date.

Apart from the above, employees engaged in the Demerged Company and the Company will continue to be employees of the Demerged Company and the Company, respectively, on the same terms and conditions, as before.

D. Creditors

Except as stated in the Scheme, the creditors of the Demerged Company and the Company will continue to be creditors of the Demerged Company and the Company, respectively, on the same terms and conditions, post the Scheme becoming effective.

Further, pursuant to the Scheme, all creditors of the Demerged Company, forming part of the Demerged Undertaking of the Demerged Company will become creditors of the Company, on the same terms and conditions as were applicable to the Demerged Company, post the Scheme becoming effective.

E. Debenture holders and Debenture Trustees

The Demerged Company has not issued any debentures and accordingly has not appointed any debenture trustee(s). Further, the debenture holders and debenture trustee of the Company will continue to be debenture holders and debenture trustees of the Company, respectively, on the same terms and conditions, post the Scheme becoming effective.

F. Depositors and Deposit Trustees

The Demerged Company and the Company have not taken any deposits within the meaning of the Act and Rules framed thereunder and accordingly have not appointed any deposit trustee(s).

There will be no adverse effect on account of the Scheme on the aforesaid stakeholders. The Scheme is proposed to the advantage of all concerned, including the said stakeholders.

X. NO INVESTIGATION PROCEEDINGS

There are no proceedings pending under Sections 210 to 227 of the Act against the Demerged Company and the Company.

XI. AMOUNTS DUE TO UNSECURED CREDITORS

The amount due to Unsecured Creditors by the Demerged Company and the Company, as on June 30, 2024 is as follows:

Sr. No.	Particulars	Amount in INR
1.	FSN Distribution Limited	42,69,02,199
2.	Nykaa E- Retail Limited	3,28,20,83,464

The Scheme embodies the arrangement between the Demerged Company and the Company, and its shareholders and/or creditors. No change in value or terms or any compromise or arrangement is proposed under the Scheme with any of the creditors.

XII. DETAILS OF CAPITAL OR DEBT RESTRUCTURING, IF ANY

The Scheme does not involve any debt restructuring and therefore the requirement to disclose details of debt restructuring is not applicable.

XIII. VALUATION REPORT

Copy of the Share Entitlement Ratio Report dated February 1, 2024 issued by Samarth Valuation Advisory LLP, Registered Valuer having Registration No. IBBI/RV-E/06/2021/157, (“Share Entitlement Ratio Report”) is attached hereto as Annexure VIII.

XIV. DETAILS OF CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

1. Capital Structure

The pre-scheme share capital structure of the Demerged Company and the Company is specified in Paragraphs IV.A.(iv) and IV.B.(iv) above. Pursuant to the Scheme, there will no change in the share capital structure of the Demerged Company.

The indicative post Scheme share capital of the Company will be as follows:

Particulars	Amount (In INR)
Authorized Share Capital	
1,20,00,000 equity shares of INR 10 each fully paid up	12,00,00,000
Total	12,00,00,000
Issued, subscribed and paid-up share capital	
95,20,000 equity shares of INR 10 each fully paid up	9,52,00,000
Total	9,52,00,000

2. Shareholding Pattern

The pre & post scheme shareholding pattern of the Demerged Company is as follows (based on shareholding data as on August 31, 2024):

Category of shareholder	Pre		Post	
	No. of shares	% of Holding	No. of shares	% of Holding
Promoter	10,000	100	10,000	100
Custodian	0	0	0	0
Total	10,000	100	10,000	100

The pre & post scheme shareholding pattern of the Company is as follows (based on shareholding data as on August 31, 2024):

Category of shareholder	Pre		Post	
	No. of shares	% of Holding	No. of shares	% of Holding
Promoter	95,10,000	100	95,20,000	100
Custodian	0	0	0	0
Total	95,10,000	100	95,20,000	100

XV. AUDITORS CERTIFICATE ON CONFORMITY OF ACCOUNTING TREATMENT IN THE SCHEME WITH ACCOUNTING STANDARDS

1. The Statutory Auditors of the Demerged Company and the Company have certified that the accounting treatment as specified in the Scheme is in compliance with all the applicable accounting standards notified by the Companies (Indian Accounting Standards) Rules, 2015.
2. A copy of the Scheme has been filed by the Demerged Company and the Company with the jurisdictional Registrar of Companies.
3. The notice of the Meeting along with the copy of the Scheme in the prescribed form, will be served on all concerned authorities in terms of the Tribunal Orders. Copy of the Tribunal orders are attached hereto as “**Annexure IX Colly**”.

XVI. INSPECTION OF DOCUMENTS

In addition to the documents attached hereto, the following documents will be available for inspection and for obtaining extracts of or making copies of, by Unsecured Creditors of the Company at 104, Vasan Udyog Bhavan, S Bapat Road, Lower Parel, Mumbai – 400013, Maharashtra, India, during normal business hours on working days prior to the date of the Meeting:

- (a) Copy of the Tribunal Orders;
- (b) Memorandum and Articles of Association of the Demerged Company and the Company;
- (c) Audited financial statements of the Demerged Company and the Company for the year ended March 31, 2023;
- (d) Unaudited accounts of the Demerged Company and the Company for the year ended June 30, 2024;
- (e) Copy of the Scheme;
- (f) Copy of the Share Entitlement Ratio Report; and
- (g) Certificate(s) issued by Statutory Auditors of the Demerged Company and the Company certifying that the accounting treatment as specified in the Scheme is in compliance with all the applicable accounting standards notified by the Companies (Indian Accounting Standards) Rules, 2015

Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Company, its equity shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

The Board of Directors of the Company recommend the Scheme for approval of the Unsecured Creditors.

A copy of this Scheme, Statement, Form of Proxy and Attendance Slip may be obtained free of charge on any working day prior to the date of the Meeting, from the registered office of the Company situated at 104, Vasan Udyog Bhavan, S Bapat Road, Lower Parel, Mumbai – 400013,



Nykaa E-Retail Limited

(formerly 'Nykaa E-Retail Private Limited')

Maharashtra, India.

Mumbai, October 25, 2024

Sd/-

Mr. P Ganesh

Chairperson appointed by the Tribunal for the Meeting

Registered office:

104, Vasan Udyog Bhavan,

S Bapat Road, Lower Parel,

Mumbai – 400013,

Maharashtra, India

CIN: U74999MH2017PLC291558

Email: nykaacompanysecretary@nykaa.com

Tel: +91 22 6638 9616



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

IN CONNECTION WITH COMPANY APPLICATION NO. C.A.(CAA)/321(MB)2024

AND

COMPANY SCHEME APPLICATION NO. C.A. (CAA)/119(MB)2024

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN FSN DISTRIBUTION LIMITED AND NYKAA E-RETAIL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Nykaa E- Retail Limited... Company

Name of the Unsecured Creditor: _____

Registered Address:

Email-Id: _____

I/ We being the Unsecured Creditor(s) of Nykaa E- Retail Limited hereby appoint:

1) Name: _____

Address:

Email-ID: _____

Signature: _____

Or failing him/ her/ it

2) Name: _____

Address:

Email-ID: _____

Signature: _____



Or failing him/ her/ it

3) Name: _____

Address:

Email-ID: _____

Signature: _____

As my/ our proxy and whose signature(s) are appended above to attend and vote (on Poll) for me/ us and on my/ our behalf at the Meeting of the Company to be held on Friday, November 29, 2024 at 11:45 a.m. at 3rd floor, Marathon Chambers, Mafatlal Mills, Lower Parel, Mumbai – 400013, Maharashtra, and at any adjournment or adjournments thereof in respect of such resolutions and in such manner as are indicated below:

Sr. No.	Resolution	For	Against
1	Approval for the Scheme of Arrangement between FSN Distribution Limited (“ Demerged Company ”) and Nykaa E-Retail Limited (“ Company ” or “ Resulting Company ”) and their respective shareholders and creditors (“ Scheme ”)		

Signed this _____ day of _____

Signature of Unsecured Creditor _____

Signature of Proxy holder(s) _____

Please
affix
Revenue
Stamp of
Re. 1

NOTES:

- 1) This Form of Proxy in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) Please affix revenue stamp before putting signature.
- 3) In case of any alterations made in the Form of Proxy, the alteration should be initialed.
- 4) In case of multiple proxies, the proxy later in time shall be accepted.
- 5) Proxy need not be the creditor of the Company.
- 6) Body Corporate Unsecured Creditor(s) would be required to deposit certified copies of board resolutions or power of attorney in original, as the case may be, authorizing the individuals named therein, to attend and vote at the Meeting on its behalf. These documents must be



deposited at the registered office of Company at least 48 hours before the commencement of the Meeting.

- 7) This is only optional, please put 'X' in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against the resolution, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.



ATTENDANCE SLIP

MEETING OF THE UNSECURED CREDITORS ON FRIDAY, NOVEMBER 29, 2024 AT 11:45 A.M.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name of Unsecured Creditor	
Address	
Name of the Proxy holders / Authorised Representative*	

* To be filled in by the Proxy in case he/she attends instead of the Unsecured Creditor.

I/We hereby record my/our presence at the Meeting of the Unsecured Creditors of the Company, convened on Friday, November 29, 2024 at 11:45 a.m. (IST) at 3rd floor, Marathon Chambers, Mafatlal Mills, Lower Parel, Mumbai – 400013, Maharashtra pursuant to the orders dated October 9, 2024 and August 12, 2024 of the Hon'ble Tribunal.

Unsecured Creditor/ Proxy/ Authorised Representative

NOTE:

1. Unsecured Creditors attending the Meeting in person or by proxy or through authorised representative are requested to complete and bring the attendance slip with them and hand it over at the entrance of the Meeting Hall.
2. Unsecured Creditors/ proxy holders who desire to attend the Meeting should bring his/her copy of the Notice for reference at the Meeting.
3. Unsecured Creditors are informed that no duplicate slips will be issued at the venue of the Meeting, and they are requested to bring this slip for the Meeting.

If undelivered, return to:

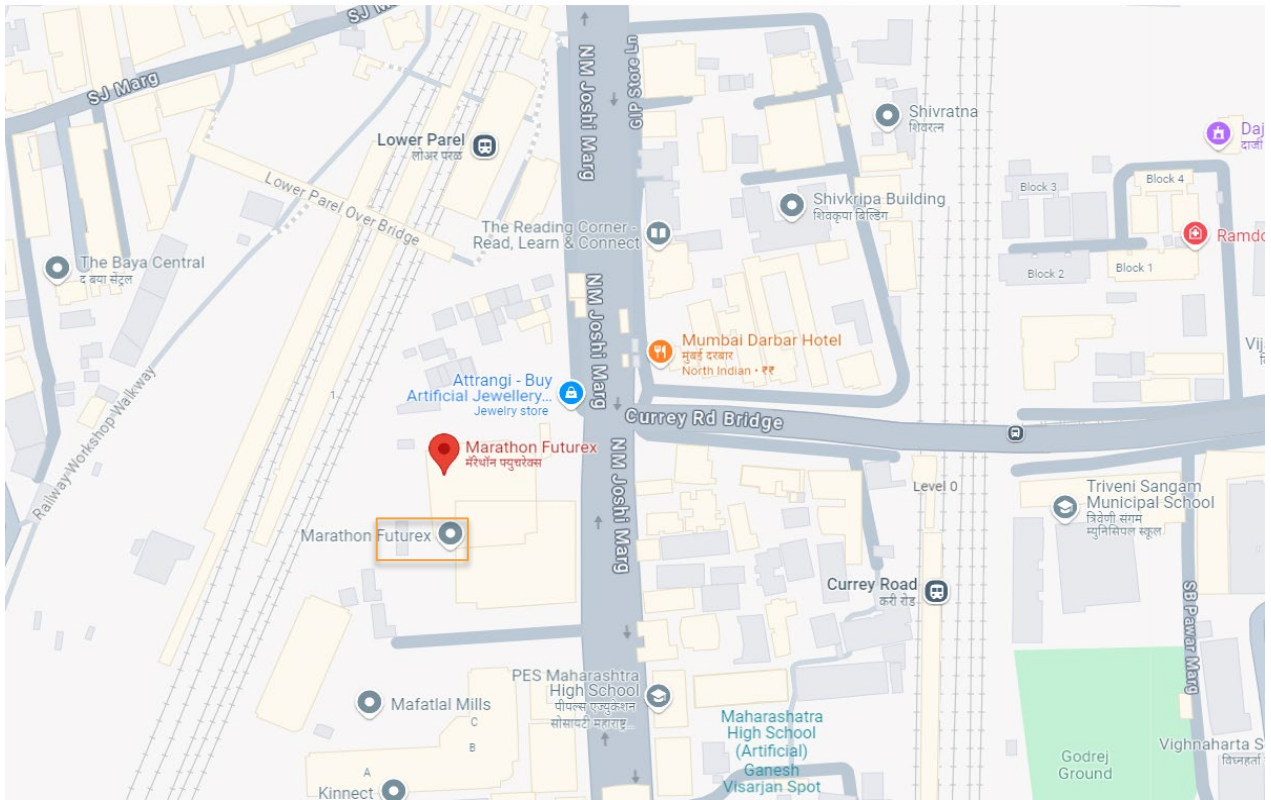
Nykaa E- Retail Limited

104, Vasan Udyog Bhavan,
S Bapat Road, Lower Parel,
Mumbai – 400013,
Maharashtra, India

Email: nykaacompanysecretary@nykaa.com

Tel: +91 22 6638 9616

Map to the Meeting venue



- 3rd floor, Marathon Chambers, Mafatlal Mills, Lower Parel, Mumbai – 400013