



(Please scan this QR Code to view the DRHP)



WAKEFIT INNOVATIONS LIMITED

Our Company was incorporated as 'Wakefit Innovations Private Limited' at Bengaluru, Karnataka as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated March 1, 2016, issued by the Registrar of Companies, Karnataka at Bengaluru (“**RoC**”). Subsequently, our Company was converted from a private limited company to a public limited company and the name of our Company changed from 'Wakefit Innovations Private Limited' to 'Wakefit Innovations Limited' pursuant to a Shareholders' resolution dated June 5, 2025 and a fresh certificate of incorporation dated June 16, 2025 was issued by the RoC. For further details, see “*History and Certain Corporate Matters – Brief History of our Company*” on page 224 of the draft red herring prospectus dated June 26, 2025 (the “**DRHP**” or the “**Draft Red Herring Prospectus**”)

Registered and Corporate Office: Umiya Emporium, 97-99, 2nd and 4th Floor, Adugodri, Tavarekere, Opp. Forum Mall, Hosur Road, Bengaluru - 560 029, Karnataka, India.
Tel: 080 6733 5544; **Website:** www.wakefit.co; **Contact person:** Surbhi Sharma, Company Secretary and Compliance Officer; **E-mail:** investorscompliance@wakefit.co, **Corporate Identity Number:** U52590KA2016PLC086582

OUR PROMOTERS: ANKIT GARG AND CHAITANYA RAMALINGEGOWDA

ADDENDUM: NOTICE TO INVESTORS (“ADDENDUM”)

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH (“EQUITY SHARES”) OF WAKEFIT INNOVATIONS LIMITED (“COMPANY”) FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) (“OFFER PRICE”) AGGREGATING UP TO ₹[●] MILLION COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹4,682.21 MILLION BY OUR COMPANY (“FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 58,399,085 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY THE SELLING SHAREHOLDERS, CONSISTING OF UP TO 7,729,488, EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY ANKIT GARG, UP TO 4,452,185 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY CHAITANYA RAMALINGEGOWDA (COLLECTIVELY “THE PROMOTER SELLING SHAREHOLDERS”), UP TO 719,364 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY NITIKA GOEL, UP TO 25,061,428 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY PEAK XV PARTNERS INVESTMENTS VI, UP TO 169,800 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY REDWOOD TRUST, UP TO 10,193,506 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY VERLINVEST S.A., UP TO 826,300 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY SAI GLOBAL INDIA FUND I, LLP, UP TO 5,455,909 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY INVESTCORP GROWTH EQUITY FUND, UP TO 726,245 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY INVESTCORP GROWTH OPPORTUNITY FUND, AND UP TO 3,064,860 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY PARAMARK KB FUND I (COLLECTIVELY THE “OTHER SELLING SHAREHOLDERS”) (THE PROMOTER SELLING SHAREHOLDERS AND THE OTHER SELLING SHAREHOLDERS, COLLECTIVELY REFERRED TO AS THE “SELLING SHAREHOLDERS” AND SUCH EQUITY SHARES SO OFFERED BY THE SELLING SHAREHOLDERS, THE “OFFERED SHARES” AND SUCH OFFER, THE “OFFER FOR SALE” AND TOGETHER WITH THE FRESH ISSUE, THE “OFFER”

This Addendum is with reference to the Draft Red Herring Prospectus dated June 26, 2025 (“**DRHP**”) filed by our Company with the SEBI and the Stock Exchanges.

Potential Bidders may note the following:

The table on page 169 of the DRHP under the heading ‘Table 2: Financial Metrics’ in the section titled “*Industry Overview*” shall stand replaced with the table mentioned below:

Legal Entity Name	Wakefit Innovations Limited	Lifestyle International Private Limited	Godrej and Boyce Manufacturing Company Limited	Sheela Foam Limited	Ikea India Private Limited	Duroflex Private Limited	D'Décor home Fabrics Private Limited	Royaloak Incorporation Private Limited	Williams-Sonoma Incorporated ^{2,3}	Somnigroup International Incorporated ^{2,3}
Year of Incorporation	2016	1997	1932	1971	2013	1981	1999	2016	1986	2013
Filing Type	Standalone	Standalone	Consolidated	Consolidated	Standalone	Consolidated	Consolidated	Standalone	Consolidated	Consolidated
Financials for 9MFY2025									Financials for H1CY2025	
Revenue from operations (9M'FY2025) (₹ million)	9,710.86	NA		25,895.90			NA			NA
EBITDA (9M'FY2025)(₹ million)	764.01	NA		2,170.00			NA			NA
Financials for FY2024									Financials for CY2024	
Revenue from operations (FY2024) (₹ million)	9,863.53	112,150.00	163,786.60	29,823.10	18,098.00	10,953.00	8,159.98	5,431.75	640,057.90 ⁴	409,264.70
Revenue from Operations CAGR (FY2022-FY2024)	24.87%	19.86%	14.36%	2.02%	29.61%	10.72%	6.23%	16.35%	-5.71% ⁵	0.1%
EBITDA (FY2024) (₹ million)	658.49	19,430.00	13,033.00	3,005.40	-6,362.00	627.40	1,520.04	528.82	NA	69,852.80
Financials for FY2023									Financials for CY2023	
Revenue from operations (FY2023) (₹ million)	8,126.20	116,720.00	147,962.30	28,733.20	17,316.00	10,574.90	7,830.39	5,719.91	643,304.12 ⁶	408,808.20
EBITDA (FY2023) (₹ million)	-857.52	22,090.00	9,322.80	2,981.60	-5,700.00	568.60	1,322.28	762.32	NA	65,520.20
Financials for FY2022									Financials for CY2022	
Revenue from operations (FY2022) (₹ million)	6,325.87	78,060.00	125,228.00	28,655.78	10,773.00	8,934.10	7,230.88	4,012.69	719,976.61 ⁷	408,459.60
EBITDA (FY2022) (₹ million)	-749.22	15,560.00	8,650.70	3,149.00	-4,654.00	-22.80	1,418.71	482.49	NA	71,355.10

Note(s): 1. The revenue figures represent revenue from operations. The elements and definition for Income may vary across companies. Financials are based on data available in public domain basis respective years' Annual reports or MCA filings only and does not include revenue (if any) booked in trusts, sister concerns outside India, etc. which are not reported in filings in India; 2. Net Revenue is considered as revenue from operations for Williams-Sonoma Incorporated and Somnigroup International Incorporated; 3. 1 U.S.\$ = ₹ 83; 4. Figure is for the Fiscal Year Ended February 2, 2025; 5. CAGR is calculated for the period of January 29, 2023 to February 2, 2025; 6. Figure is for the Fiscal Year Ended January 28, 2024; 7. Figure is for the Fiscal Year Ended January 29, 2023

Source(s): Ministry of Corporate Affairs (MCA), Annual Report of Companies

Further, in the section ‘Outstanding Litigation and Material Developments – Litigation involving our Directors – Litigation against our Directors - Criminal litigation’ on page 368 of the DRHP, the following summaries of outstanding litigation shall be included:

- A case was filed on June 30, 2023, against one of our Directors, Gunender Kapur before the court of the SDJM (Sadar) Cuttack for alleged violations regarding non-payment, deductions or delays in paying wages to one of the employee of Airplaza Retail Holdings Private Limited as required under the Payment of Wages Act, 1936. Thereafter, an application under section 151 of the Code of Civil Procedure 1908 was filed by our Director to challenge the maintainability of the case before the SDJM (Sadar) Cuttack which was dismissed vide order dated March 6, 2025 and subsequently a revision petition was filed in order to challenge the said impugned order. Subsequently an application was filed before SDJM, Cuttack to change the nomenclature from criminal to civil and the said application was allowed vide order dated July 2, 2025. This petition and revision are currently pending.
- A complaint was filed by the Assistant Engineer (Electrical Safety) – cum – Assistant Electrical Inspector (“**Complaint**”) on May 01, 2024, under Section 161 in conjunction with 146 of the Electricity Act, 2003 before the Special Judge (Electricity Act, 2003), Bhopal against Airplaza Retail Holdings Private Limited (“**ARHPL**”) and directors of Vishal Mega Mart Limited and others, including one of our directors Gunender Kapur (collectively “**Accused**”). The Complaint was filed in relation to concerns of the accidental death of a nine-year-old boy due to an electric shock allegedly caused by neutral unbalance and voltage differences in a transformer installed outside the premises of the ARHPL at plot no.1, Press Complex, Zone-1, Bhopal, Madhya Pradesh. The District and Sessions Court, Bhopal issued summons to the Accused on July 13, 2024 alleging that the Accused had not complied with orders and directions under the Electricity Act, 2003 (“**Act**”) punishable under sections 151 and 146 of the Act. Subsequently, on September 6, 2024 the directors of Vishal Mega Mart Limited filed a writ petition before the Hon'ble High Court of Madhya Pradesh, Jabalpur (“**High Court**”) seeking the quashing of the Complaint on the ground that ARHPL operates under the name Vishal Mega Mart, and thus the directors cannot be held liable. The High Court issued an interim order on September 19, 2024 staying further proceedings on the Complaint until the next hearing. The above stated matters are currently pending.

Additionally, the summary table of outstanding litigations in the section titled ‘Offer Document Summary’ on page 18 and Risk Factor number 18 – ‘Our Company, Directors, Promoters, Key Managerial Personnel and Senior Management are and may be involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have an adverse effect on our business, financial condition, cash flows and results of operations’ in the section ‘Risk Factors’ on page 43 of the DRHP shall be read as under:

Category of individuals / entities	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigations	Aggregate amount involved (in ₹ million) ⁽¹⁾
Directors²						
Against our Directors	8	Nil	Nil	N.A.	Nil	Nil

⁽¹⁾ To the extent ascertainable and quantifiable.

² Other than the Directors who are also the Promoters of our Company.

The information in this Addendum supplements the information in the DRHP and the above changes are to be read in conjunction with the DRHP and accordingly, relevant references in the DRHP stand updated pursuant to the disclosures in this Addendum. This Addendum does not reflect all the other changes that have occurred between the date of filing of the DRHP with the SEBI and the Stock Exchanges and the date hereof, and accordingly, does not include all the changes and/or updates that will be included in the Red Herring Prospectus and the Prospectus. The DRHP will be suitably updated, pursuant to the aforementioned changes, in the Red Herring Prospectus and the Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchanges.

All capitalised terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the DRHP.

This Addendum shall be made available to the public for comments, if any, for a period of 21 days, from the date of this Addendum and shall be made available on the website of SEBI at www.sebi.gov.in, the website of the Stock Exchanges at www.nseindia.com and www.bseindia.com, the website of our Company at www.wakefit.co and the websites of the BRLMs at www.axiscapital.co.in, www.iiflcap.com and http://www.nomuraholdings.com/company/group/asia/india/index.html. Our Company hereby invites the public to give their comments on the Addendum dated July 29, 2025 with respect to disclosures made in it. The members of public are requested to send a copy of their comments to SEBI, to the Company Secretary and Compliance Officer of our Company and/or the BRLMs at their respective addresses mentioned herein below. All comments must be received by SEBI and/or our Company and/or the BRLMs and/or the Company Secretary and Compliance Officer of our Company at their respective addresses mentioned herein below in relation to the Offer on or before 5:00 p.m. on August 20, 2025, i.e. the 21st day from the publication of this Addendum.

BOOK RUNNING LEAD MANAGERS TO THE OFFER			REGISTRAR TO THE OFFER
Axis Capital Limited 1st Floor, Axis House, P.B. Marg, Worli Mumbai - 400 025, Maharashtra, India Tel: +91 22 4325 2183 E-mail: wakefit ipo@axiscap.in Website: www.axiscapital.co.in Investor Grievance E-mail: complaints@axiscap.in Contact Person: Simran Gadh / Jigar Jain SEBI Registration No: INM000012029	IIFL Capital Services Limited (formerly known as IIFL Securities Limited) 24th Floor, One Lodha Place Senapati Bapat Marg, Lower Parel (West) Mumbai - 400 013, Maharashtra, India Tel: +91 22 4646 4728 E-mail: wakefit ipo@iiflcap.com Website: www.iiflcap.com Investor Grievance E-mail: ig.ib@iiflcap.com Contact Person: Dhruv Bhavsar/ Pawan Kumar Jain SEBI Registration No: INM000010940	Nomura Financial Advisory and Securities (India) Private Limited Ceejay House, Level 11, Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400 018 Maharashtra, India Tel: +91 22 4037 4037 E-mail: wakefit ipo@nomura.com Website: http://www.nomuraholdings.com/company/group/asia/india/index.html Investor Grievance E-mail: investorgrievances-in@nomura.com Contact Person: Vishal Kanjani / Kshitij Thakur SEBI Registration No.: INM000011419	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli West Mumbai - 400 083, Maharashtra, India Tel: +91 91 810 811 4949 E-mail: wakefitinnovations.ipoin@in.mpms.mufg.com Website: https://in.mpms.mufg.com/ Investor Grievance E-mail: wakefitinnovations.ipoin@in.mpms.mufg.com Contact Person: Shanti Gopalkrishnan SEBI Registration No: INR000004058

For WAKEFIT INNOVATIONS LIMITED

On behalf of the Board of Directors

Sd/-

Surbhi Sharma

Company Secretary and Compliance Officer

Place: Bengaluru, Karnataka

Date: July 29, 2025

WAKEFIT INNOVATIONS LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the DRHP dated June 26, 2025 with SEBI and the Stock Exchanges on June 27, 2025. The DRHP is available on the website of SEBI at www.sebi.gov.in, as well as on the websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, on the website of the Company at www.wakefit.co and on the websites of the Book Running Lead Managers (“**BRLMs**”), i.e. Axis Capital Limited, IIFL Capital Services Limited (formerly known as IIFL Securities Limited) and Nomura Financial Advisory and Securities (India) Private Limited at www.axiscapital.co.in, www.iiflcap.com and http://www.nomuraholdings.com/company/group/asia/india/index.html respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see “*Risk Factors*” on page 33 of the DRHP filed with SEBI and the details set out in the RHP, when filed. Potential Bidders should not rely on the DRHP filed with SEBI and the Stock Exchanges for making any investment decision.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“**U.S. Securities Act**”), or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) within the United States to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.