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DRAFT RED HERRING PROSPECTUS
Dated: June 26, 2025
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

WAKEFIT INNOVATIONS LIMITED

CORPORATE IDENTITY NUMBER: U52590KA2016PLC086582

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Umiya Emporium, 97-99, 2nd and 4th Floor, Adugodi, Tavarekere, Opp. Forum Mall, Hosur Road, Bengaluru 560 029, Karnataka, India	Surbhi Sharma *Company Secretary and Compliance Officer*	**Email:** investorscompliance @wakefit.co **Tel:** 080 67335544	www.wakefit.co

OUR PROMOTERS: ANKIT GARG AND CHAITANYA RAMALINGEGOWDA

DETAILS OF THE OFFER TO THE PUBLIC

TYPE	SIZE OF FRESH ISSUE	SIZE OF THE OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATIONS AMONG QIB, NIB, RIB AND ELIGIBLE EMPLOYEES
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹ 4,682.21 million	Up to 58,399,085 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	The Offer is being made pursuant to Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) as our Company does not fulfil the requirements under Regulation 6(1)(a) and 6(1)(b) of SEBI ICDR Regulations. For further details, see “*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*” on page 377. For details in relation to share reservation among QIBs, NIBs, RIBs and Eligible Employees (*as defined hereinafter*) see “*Offer Structure*” on page 397.

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION

NAME OF SELLING SHAREHOLDER (*)	TYPE	NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹1 OFFERED#	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)* #^
Ankit Garg	Promoter Selling Shareholder	Up to 7,729,488 Equity Shares aggregating up to ₹[●] million	0.02
Chaitanya Ramalingegowda	Promoter Selling Shareholder	Up to 4,452,185 Equity Shares aggregating up to ₹[●] million	0.04
Nitika Goel	Other Selling Shareholder	Up to 719,364 Equity Shares aggregating up to ₹[●] million	0.04
Peak XV Partners Investments VI	Other Selling Shareholder	Up to 25,061,428 Equity Shares aggregating up to ₹[●] million	20.52
Redwood Trust	Other Selling Shareholder	Up to 169,800 Equity Shares aggregating up to ₹[●] million	17.18
Verlinvest S.A.	Other Selling Shareholder	Up to 10,193,506 Equity Shares aggregating up to ₹[●] million	82.67
SAI Global India Fund I, LLP	Other Selling Shareholder	Up to 826,300 Equity Shares aggregating up to ₹[●] million	85.93
Investcorp Growth Equity Fund	Other Selling Shareholder	Up to 5,455,909 Equity Shares aggregating up to ₹[●] million	87.85
Investcorp Growth Opportunity Fund	Other Selling Shareholder	Up to 726,245 Equity Shares aggregating up to ₹[●] million	85.02
Paramark KB Fund I	Other Selling Shareholder	Up to 3,064,860 Equity Shares aggregating up to ₹[●] million	80.93

**As certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of their certificate dated June 26, 2025.*
 # Assuming conversion of CCCPS.
^ This includes shares acquired pursuant to bonus issuance of Equity Shares and CCCPS.
For further details, see “*The Offer*” on page 67.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹1 each. The Floor Price and Cap Price, determined by our Company, in consultation with the Book Running Lead Managers, and the Offer Price determined by our Company, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Offer Price*” beginning on page 124 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" on page 33.

COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

Each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus, to the extent such statements are solely in relation to such Selling Shareholder and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. No Selling Shareholder assumes responsibility for any other statements, disclosures and undertakings in this Draft Red Herring Prospectus, including without limitation, any of the statements, disclosures or undertakings made or confirmed by or in relation to our Company or our Company's business, or by any other Selling Shareholder or any other person(s).

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" and together with BSE, the "**Stock Exchanges**"). In compliance with and pursuant to the SEBI ICDR Regulation, we undertake to finalize and appoint the designated stock exchange, prior to the filing of the Red Herring Prospectus.

BOOK RUNNING LEAD MANAGERS

NAMES AND LOGOS OF THE BRLMS		CONTACT PERSON	EMAIL AND TELEPHONE
AXIS CAPITAL	**Axis Capital Limited**	Simran Gadh / Jigar Jain	**E-mail:** wakefit.ipo@axiscap.in **Tel:** +91 22 4325 2183
IIFL CAPITAL	**IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)**	Dhruv Bhavsar/Pawan Kumar Jain	**E-mail:** wakefit.ipo@iiflcap.com **Tel:** +91 22 4646 4728
NOMURA	**Nomura Financial Advisory and Securities (India) Private Limited**	Vishal Kanjani / Kshitij Thakur	**E-mail:** wakefitipo@nomura.com **Tel:** +91 22 4037 4037

REGISTRAR TO THE OFFER

NAME OF THE REGISTRAR	CONTACT PERSON	E-MAIL AND TELEPHONE
MUFG MUFG Intime MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)	Shanti Gopalkrishnan	**E-mail**: wakefitinnovations.ipo@in.mpms.mufg.com **Tel**: +91 810 811 4949

BID/OFFER PERIOD

ANCHOR INVESTOR OFFER PERIOD	[●](1)
BID/OFFER OPENS ON	[●]
BID/OFFER CLOSES ON	[●](2)(3)*

(1) *Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.*

(2) *Our Company, in consultation with the BRLMs, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.*

(3) *Our Company, in consultation with the Book Running Lead Managers, may consider an issue of specified securities ("**Pre-IPO Placement**") aggregating up to ₹936.44 million at its discretion, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

* *The UPI mandate end time and date shall be at 5.00 p.m. on the Bid/ Offer Closing Date.*

DRAFT RED HERRING PROSPECTUS
Dated: June 26, 2025
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

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.

Registered and Corporate Office: Umiya Emporium, 97-99, 2nd and 4th Floor, Adugodi, 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

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 REFFERED 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".

OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER A PRE-IPO PLACEMENT AGGREGATING UP TO ₹*936.44* MILLION, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE OFFER, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER, OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND THE PROSPECTUS.

THIS OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹1 EACH (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION") AND NET OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹1 EACH. THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY

THE FACE VALUE OF EQUITY SHARES IS ₹1 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER AND THE [●] EDITION OF [●], A KANNADA DAILY NEWSPAPER (KANNADA BEING THE REGIONAL LANGUAGE OF KARNATAKA, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Self-Certified Syndicate Banks ("**SCSBs**"), other Designated Intermediaries and the Sponsor Bank(s), as applicable.

This is an Offer in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. This Offer is being made through the Book Building Process in compliance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**" and such portion the "**QIB Portion**") provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not more than 15% of the Net Offer shall be available for allocation to NIBs of which (a) one third portion shall be reserved for Bidders with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-thirds of the portion shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to Bidders in other sub-category of the NIBs in accordance with SEBI ICDR Regulations and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders ("**RIB**") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID (in case of UPI Bidders (defined herein) using the UPI Mechanism), in which case the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion of the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 401.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹1 each. The Floor Price and Cap Price, determined by our Company, in consultation with the BRLMs, and the Offer Price determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 124, in accordance with the SEBI ICDR Regulations, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" on page 33.

COMPANY AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus, to the extent such statements are solely in relation to such Selling Shareholder and their respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. No Selling Shareholder assumes responsibility for any other statements, disclosures and undertakings in this Draft Red Herring Prospectus, including without limitation, any of the statements, disclosures or undertakings made or confirmed by or in relation to our Company or our Company's business, or by any other Selling Shareholder or any other person(s).

LISTING

The Equity Shares to be Allotted through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered to the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 456.

BOOK RUNNING LEAD MANAGERS TO THE OFFER			REGISTRAR TO THE OFFER
AXIS CAPITAL	IIFL CAPITAL	NOMURA	MUFG MUFG Intime
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**: wakefitipo@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.ipo@in.mpms.mufg.com **Website**: https://.in.mpms.mufg.com/ **Investor Grievance E-mail**: wakefitinnovations.ipo@in.mpms.mufg.com **Contact Person**: Shanti Gopalkrishnan **SEBI Registration No**: INR000004058

BID/ OFFER PERIOD	
BID/ OFFER OPENS ON	**[●]**[(1)]
BID/ OFFER CLOSES ON	**[●]**[(2)*]

(1) Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.
(2) Our Company and, in consultation with the BRLMs, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.
** The UPI mandate end time and date shall be at 5.00 p.m. on the Bid/ Offer Closing Date.*

TABLE OF CONTENTS

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meanings as provided below. References to any legislation, act, regulation, rules, guidelines, clarifications or policies or articles of association or memorandum of association shall be to such legislation, act, regulation, rules, guidelines, clarifications or policies or articles of association or memorandum of association as amended, updated, supplemented, re-enacted or modified from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meanings ascribed to such terms under the SEBI ICDR Regulations, the SEBI Act, the Companies Act, the SCRA, the Depositories Act and the rules and regulations notified thereunder.

Notwithstanding the foregoing, the terms used in "Objects of the Offer", "Basis for Offer Price", "Statement of Possible Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "History and Certain Corporate Matters", "Restated Financial Information", "Financial Indebtedness", "Outstanding Litigation and Material Developments", "Other Regulatory and Statutory Disclosures" and "Description of Equity Shares and Terms of Articles of Association" on pages 111, 124, 134, 139, 217, 224, 252, 364, 366, 376 and 423, respectively, shall have the meanings ascribed to them in the relevant section.

General terms

Term	Description
"we", "us", "our", "our Company" or "the Company"	Wakefit Innovations Limited, a company incorporated under the Companies Act, 2013, having its Registered and Corporate Office at Umiya Emporium, 97-99, 2nd and 4th Floor, Adugodi, Tavarekere, Opp. Forum Mall, Hosur Road, Bengaluru 560 029, Karnataka, India

Company related terms

Term	Description
Amendment Agreement	Amendment agreement dated June 25, 2025 to the shareholders' agreement dated May 13, 2025 entered into by and among our Company, Ankit Garg, Chaitanya Ramalingegowda, Nitika Goel, Peak XV Partners Investments VI, Redwood Trust, Verlinvest S.A., SAI Global India Fund I LLP, Investcorp Growth Equity Fund, Investcorp Growth Opportunity Fund, Indigo Circle Advisors, Paramark KB Fund I and Elevation Capital VIII Limited
"Articles of Association" or "AoA" or "Articles"	Articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and as described in "*Our Management – Committees of our Board – Audit Committee*" on page 236
"Auditors" or "Statutory Auditors"	B S R & Co. LLP, current independent statutory auditors of our Company
"Board" or "Board of Directors"	Board of directors of our Company. For details see "*Our Management*" on page 230
CCCPS	Compulsorily convertible cumulative preference shares
Chairperson	The chairperson of our Company, namely Ankit Garg
"Chief Financial Officer" or "CFO"	Chief financial officer of our Company, namely, Navesh Gupta, as disclosed in "*Our Management*" on page 230
Committee(s)	Duly constituted committee(s) of our Board
Company Secretary and Compliance Officer	Company Secretary and Compliance Officer of our Company, being Surbhi Sharma, as disclosed in "*Our Management*" on page 230
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and as described in "*Our Management – Committees of the Board – Corporate Social Responsibility Committee*" on page 240
Director(s)	The directors on our Board, as appointed from time to time. For details, see "*Our Management*" on page 230
Equity Shares	Equity shares of our Company having face value of ₹1 each
Erstwhile Bengaluru Facility II	Erstwhile manufacturing facility operated by our Company located at Plot no. 23 and 24, Bommasandra Industrial Area, Survey No. 270, Bommasandra Village, Atibele Hobli Anekal, Taluk Bengaluru district, 560 099
Erstwhile Bengaluru Facility IV	Erstwhile manufacturing facility operated by our Company located at No.279,280,282, 283, Sub Layout of Kachanayakanahalli, Bommsandra Anekal Taluk, Bengaluru (Bangalore) Urban, Karnataka, 560 105
Erstwhile Gurugram Facility	Erstwhile manufacturing facility operated by our Company located at 4//2/2, 9/1, NH-8, Behind Bestech IT Park, Narshingpur, Gurgaon, Haryana, 122 004

Term	Description
Erstwhile Pune Facility	Erstwhile manufacturing facility operated by our Company located at Gram Panchayat Milkat No. 3149, 3149/1, 3149/2, 3149/3, 3149/4, 3149/5, 2767 situated at Survey No. 35/2, Dagde Wasti Road, Pisoli, Pune, Maharashtra, 411 060
Erstwhile Hyderabad Facility	Erstwhile manufacturing facility operated by our Company located at Sy. No. 140A 140B Sai Geeta Ashram Road Kandlakoya Village Medchal District Hyderabad 501 401
Erstwhile Jodhpur Facility I	Erstwhile manufacturing facility operated by our Company located at Unit-1, G-793, 793/A, 768, 768/A, 769, 4th Phase, Boranada Industrial Area, Jodhpur, Rajasthan 342 012
Erstwhile Jodhpur Facility II	Erstwhile manufacturing facility operated by our Company located at 956/957, 4th Phase, RIICO Industrial Area, Boranada, Jodhpur, Rajasthan 342 012
Erstwhile Jodhpur Facility III	Erstwhile manufacturing facility operated by our Company located at 723,4th Phase, RIICO Industrial Area, Boranada, Jodhpur, Rajasthan 342 012
Erstwhile Jodhpur Facility IV	Erstwhile manufacturing facility operated by our Company located at Khasra No. 186/1, 182/2, 186/2, Village Narnadi, Tehsil Luni, Jodhpur, Rajasthan
ESOP 2019	Wakefit Employee Stock Option Plan - 2019, as amended from time to time
Executive Director(s)	Executive Directors on our Board, as disclosed in "*Our Management*" on page 230
Independent Chartered Accountant	Manian & Rao, Chartered Accountants
"Independent Director(s)" or "Non-Executive Independent Director(s)"	Independent directors on our Board, as disclosed in "*Our Management*" on page 230
Individual Selling Shareholder	Nitika Goel
Investcorp Growth Equity Fund	Investcorp Growth Equity Fund, a scheme of Investcorp Private Equity Fund III, a category II alternative investment fund registered under the SEBI AIF Regulations, represented through IDBI Trusteeship Services Limited and acting through its investment manager, Investcorp India Asset Managers Private Limited
Investcorp Growth Opportunity Fund	Investcorp Growth Opportunity Fund, a scheme of Investcorp India Alternatives Fund, a category II alternative investment fund registered under the SEBI AIF Regulations, represented through IDBI Trusteeship Services Limited and acting through its investment manager, Investcorp India Asset Managers Private Limited
Investor Selling Shareholder(s)	Collectively, Peak XV Partners Investments VI, Redwood Trust, Verlinvest S.A., SAI Global India Fund I, LLP, Investcorp Growth Equity Fund, Investcorp Growth Opportunity Fund and Paramark KB Fund I
IPO Committee	The IPO committee of our Board as described in "*Our Management – Committees of our Board – IPO Committee*" on page 241
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act and as disclosed in "*Our Management – Key Managerial Personnel*" on page 245
Manufacturing Facility I	Manufacturing facility operated by our Company and located at Khasra No 22/4,2,3 min,6/2/1/7/1,1/42/1/1/2min4/2/2,5/1,5/2,6,2/1.6/2/2,6/2/3.7/2min.1/7/1 min 14/2, Revenue Estate of Village Libaspur Bhalgarh, Sonipat, Haryana, 131 021
Manufacturing Facility II	Manufacturing facility operated by our Company and located at Plot no. 275, In Survey No.110, Sublayout of Kachanayakanahalli Village, Bomasandra 1st Phase, Jigani Hobli, Anekal Taluk, Bengaluru (Bangalore) Urban, Karnataka, 560 099
Manufacturing Facility III	Manufacturing facility operated by our Company and located at Plot No.277, In Sub Layout of Kachanayakanahalli, Bommasandra Industrial Area, 1st Phase, Jigani, Anekal Taluk, Bengaluru (Bangalore) Urban, Karnataka, 560 099
Manufacturing Facility IV	Manufacturing facility operated by our Company and located at Block 04, Avigna Industrial Park, S.No. 168/1E, 170/3, 169/1D, 569/3, 169/2A, 570/1, 575/1, Nagondapalli Village, Hosur, Krishnagiri, Tamil Nadu 635 110
Manufacturing Facility V	Manufacturing facility operated by our Company and located at Block-02, Avigna Industrial Park, Survey No. 167/1C6, 168/1C, Nagondapalli Village, Hosur, Krishnagiri, Tamil Nadu, 635 110
"Memorandum of Association" or "MoA"	Memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and as described in "*Our Management – Committees of our Board – Nomination and Remuneration Committee*" on page 238
Non-Executive Director(s)	Independent Directors and the Nominee Directors on our Board, as disclosed in "*Our Management*" on page 230
Non-Executive Nominee Director(s)	Non-Executive nominee directors on our Board, as disclosed in "*Our Management*" on page 230
Other Selling Shareholders	Collectively, Nitika Goel, Peak XV Partners Investments VI, Redwood Trust, Verlinvest S.A., SAI Global India Fund I, LLP, Investcorp Growth Equity Fund, Investcorp Growth Opportunity Fund and Paramark KB Fund I
Peak XV Partners Investments VI	Peak XV Partners Investments VI (formerly known as SCI Investments VI)
"Promoters" or "Promoter Selling Shareholders"	Ankit Garg and Chaitanya Ramalingegowda
Promoter Group	The individuals and the entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in "*Our Promoters and Promoter Group*" on page 248

Term	Description
Redwood Trust	Redwood Trust (formerly known as Sequoia Capital India Trust)
Registered and Corporate Office	Registered and corporate office of our Company located at Umiya Emporium, 97-99, 2nd and 4th Floor, Adugodi, Tavarekere, Opp. Forum Mall, Hosur Road, Bengaluru 560 029, Karnataka, India
"Registrar of Companies" or "RoC"	Registrar of Companies, Karnataka at Bengaluru
Restated Financial Information	Restated financial information of our Company, as at and for the nine months period ended December 31, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 comprising the restated statement of assets and liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flows, for the nine months period ended December 31, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, the material accounting policies and other explanatory notes, prepared as per requirement of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, SEBI ICDR Regulations, as amended and the Guidance Note on 'Reports on Company Prospectuses (Revised 2019)' issued by the Institute of Chartered Accountants of India, as amended and an e-mail dated October 28, 2021 from the SEBI to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide financial statements prepared in accordance with Ind AS for all the three years and stub period. The Restated Financial Information have been prepared to comply in all material respects with the Indian Accounting Standards ("**Ind AS**") as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the financial statements and other relevant provisions of the Companies Act, 2013.
Risk Management Committee	The risk management committee of our Board, constituted in accordance with the applicable provisions of the SEBI Listing Regulations, as amended and as described in "*Our Management – Committees of our Board – Risk Management Committee*" on page 239
Selling Shareholders	Collectively, Promoter Selling Shareholders and Other Selling Shareholders
Senior Management	Senior management of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "*Our Management – Senior Management*" on page 245
Series A CCCPS	Series A compulsorily convertible cumulative preference shares
Series B CCCPS	Series B compulsorily convertible cumulative preference shares
Series C CCCPS	Series C compulsorily convertible cumulative preference shares
Series D CCCPS	Series D compulsorily convertible cumulative preference shares
Series D1 CCCPS	Series D1 compulsorily convertible cumulative preference shares
"SHA" or "Shareholders' Agreement"	Shareholders' agreement dated May 13, 2025 entered into by and amongst our Company, Ankit Garg, Chaitanya Ramalingegowda, Nitika Goel, Peak XV Partners Investments VI, Redwood Trust, Verlinvest S.A., SAI Global India Fund I LLP, Investcorp Growth Equity Fund, Investcorp Growth Opportunity Fund, Indigo Circle Advisors, Paramark KB Fund I and Elevation Capital VIII Limited, as amended by the Amendment Agreement
Shareholder(s)	Shareholder(s) of our Company from time to time
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Board, constituted in accordance with the applicable provisions of the SEBI Listing Regulations and as described in "*Our Management – Committees of our Board – Stakeholders Relationship Committee*" on page 239

Offer Related Terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by SEBI in this regard
Acknowledgement Slip	The slip or document to be issued by a Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of Offered Shares pursuant to the Offer for Sale, in each case to successful Bidders
Allotment Advice	The note or advice or intimation of Allotment sent to each of the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors during the Anchor Investor Bid Period in terms of the Red Herring Prospectus and the Prospectus, which will be determined by our Company, in consultation with the BRLMs
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and which will be considered as an application for Allotment in terms of the Red Herring Prospectus

Term	Description
"Anchor Investor Bidding Date" or "Anchor Investor Bid/ Offer Period"	The day, being one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be determined by our Company, in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
"Anchor Investor Portion"	Up to 60% of the QIB Portion, which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder in which the Bid Amount is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Axis	Axis Capital Limited
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Bank(s) and the Refund Bank(s), as the case may be
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" on page 401
Bid(s)	An indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to the Equity Shares at a price within the Price Band, including all revisions and modifications thereto, as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut Off Price and the Bid amount shall be Cap Price, multiplied by the number of Equity Shares Bid for such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be published in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Kannada daily newspaper (Kannada being the regional language of Karnataka, where our Registered and Corporate Office is located), each with wide circulation. Our Company, may, in consultation with the BRLMs consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the revised Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the BRLMs and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), and shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations

Term	Description
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be published in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Kannada daily newspaper (Kannada being the regional language of Karnataka, where our Registered and Corporate Office is located), each with wide circulation
Bid/ Offer Period	Except in relation to Bids received from the Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. Our Company, in consultation with the Book Running Lead Managers, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations
"Bidder" or "Applicant"	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder and an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, namely, Axis Capital Limited, IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*) and Nomura Financial Advisory and Securities (India) Private Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price
Cash Escrow and Sponsor Bank(s) Agreement	The cash escrow and sponsor bank(s) agreement to be entered amongst our Company, the Selling Shareholders, the BRLMs, Syndicate Members, the Banker(s) to the Offer and Registrar to the Offer for, *inter alia*, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, remitting refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof in accordance with the UPI circulars
Client ID	Client identification number maintained with one of the Depositories in relation to dematerialised account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act and registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the SEBI ICDR Master Circular issued by SEBI as per the list available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time and the UPI Circulars
"Confirmation of Allocation Note" or "CAN'	The notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid/ Offer Period
Cut-off Price	The Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only RIBs Bidding in the Retail Portion and Eligible Employees bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and NIBs are not entitled to Bid at the Cut-off Price
Demographic Details	The details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details, PAN and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with the names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank(s)) for the transfer of the relevant amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account and/ or are unblocked, as the case may be, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted to successful Bidders in the Offer

Term	Description
Designated Intermediary(ies)	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion, Eligible Employees bidding in the Employee Reservation Portion by authorising an SCSB to block the Bid Amount in the ASBA Account and HNIs bidding with an application size of up to ₹0.50 million (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and NIBs (not using UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders (except Anchor Investors) can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with the names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Stock Exchange	[●]
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated June 26, 2025 filed with SEBI and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible Employees	Permanent employees, working in India (excluding such employees who are not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), of our Company as on the date of filing the Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company until the submission of the ASBA Form; or a Director of our Company, whether whole-time or not, who is eligible to apply under the Employee Reservation Portion under applicable law as on the date of the filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the date of submission of the Bid cum Application Form, but not including (i) Promoters; (ii) persons belonging to the Promoter Group; (iii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares of face value ₹1 each, aggregating ₹[●] which shall not exceed [●]% of the post-Offer Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis.
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Bidders (excluding ASBA Bidders) will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s) which are clearing members and registered with SEBI as banker to an issue under the SEBI BTI Regulations, as amended and with whom the Escrow Account(s) will be opened, in this case being [●]
"First Bidder" or "Sole Bidder"	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fresh Issue	Fresh issue of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹4,682.21 million by our Company. Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement aggregating up to ₹936.44 million, at its discretion, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the

Term	Description
	amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
"General Information Document" or "GID"	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 suitably modified and updated pursuant to, among others, the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	Gross proceeds of the Fresh Issue that will be available to our Company
IIFL	IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)
Materiality Policy	The policy adopted by our Board in its meeting dated June 25, 2025 for determining identification of group companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Monitoring Agency	[●], being a credit rating agency registered with SEBI
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency
Mutual Fund Portion	Up to 5% of the Net QIB Portion, or [●] Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Offer	The Offer, less the Employee Reservation Portion
Net Proceeds	Proceeds of the Offer, i.e., gross proceeds of the Fresh Issue less the Offer Expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, see "*Objects of the Offer*" on page 111
Net QIB Portion	The QIB Portion less the number of Equity Shares allocated to the Anchor Investors
Nomura	Nomura Financial Advisory and Securities (India) Private Limited
"Non-Institutional Bidders" or "NIBs"	All Bidders that are not QIBs or RIBs or Eligible Employees in the Employee Reservation Portion and who have Bid for Equity Shares for an amount of more than ₹0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not more than 15% of the Net Offer comprising [●] Equity Shares which shall be available for allocation to NIBs, subject to valid Bids being received at or above the Offer Price, in the following manner: (a) one-third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹1.00 million. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to Bidders in the other sub-category of NIBs, in accordance with the SEBI ICDR Regulations
"Non-Resident Indians" or "NRI(s)"	Person resident outside India, as defined under FEMA, and includes a non-resident Indian, FVCIs and FPIs
Offer	The initial public offer of up to [●] Equity Shares of face value of ₹1 each for cash consideration at a price of ₹[●] each, aggregating up to ₹[●] million, comprising of a Fresh Issue and an Offer for Sale, comprising Net Offer and Employee Reservation Portion. Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement aggregating up to ₹936.44 million, at its discretion, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. The Offer comprises of the Net Offer and Employee Reservation Portion
Offer Agreement	The offer agreement dated June 26, 2025, entered into amongst our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements have been agreed to in relation to the Offer
Offer for Sale	The 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. For further information, please see section titled "*The Offer*" on page 67

Term	Description
Offer Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company, in consultation with the BRLMs in terms of the Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company, in consultation with the BRLMs on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale (net of their respective portion of Offer-related expenses and relevant taxes thereon) which shall be available to each of the Selling Shareholders in proportion to the respective portion of Offered Shares of each such Selling Shareholder. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 111
Offered Shares	An aggregate of up to 58,399,085 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million being offered for sale by the Selling Shareholders in the Offer for Sale
Pre-IPO Placement	Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement aggregating up to ₹936.44 million, at its discretion, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.
Price Band	Price band ranging from a minimum price of ₹[●] per Equity Share (i.e., the Floor Price) and the maximum price of ₹[●] per Equity Share (i.e., the Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Kannada daily newspaper (Kannada being the regional language of Karnataka, where our Registered and Corporate Office is located), each with wide circulation, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company, in consultation with the BRLMs will finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	The 'no-lien' and 'non-interest bearing' account to be opened with the Public Offer Account Bank, under Section 40(3) of the Companies Act to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Offer Account Bank(s)	The bank(s) which are a clearing member and registered with SEBI under the SEBI BTI Regulations, as a banker to an issue and with which the Public Offer Account will be opened for collection of Bid Amounts from the Escrow Account and ASBA Accounts on the Designated Date, in this case being [●]
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not less than 75% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors)
"Qualified Institutional Buyers" or "QIB(s)" or "QIB Bidders"	Qualified institutional buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date
"Redseer Report" or "Industry Report"	Industry report titled '*Building India's Home Story: Opportunity Landscape in Mattresses, Furniture, and Furnishings & Decor*' dated June 26, 2025 prepared and issued by Redseer Strategy Consultants Private Limited. The Redseer Report has been exclusively commissioned and paid for by our Company in connection with the Offer
Refund Account(s)	Account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank(s)	The bank(s) which are clearing members registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account(s) will be opened, in this case being [●]

Term	Description
Registered Brokers	The stock brokers registered under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992, as amended with SEBI and the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of SEBI ICDR Master Circular and the UPI Circulars
Registrar Agreement	The registrar agreement dated June 25, 2025, entered into, amongst our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the SEBI RTA Master Circular, as per the list available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), and the UPI Circulars
"Registrar to the Offer" or "Registrar"	MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)
Resident Indian	A person resident in India, as defined under FEMA
"Retail Individual Bidder(s)" or "RIB(s)"	Individual Bidders, whose Bid Amount for the Equity Shares is not more than ₹0.20 million in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs), and does not include NRIs other than Eligible NRIs
Retail Portion	The portion of the Offer being not more than 10% of the Net Offer consisting of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot (subject to availability in the Retail Portion), subject to valid Bids being received at or above the Offer Price
Revision Form	The forms used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and NIBs are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIBs and Eligible Employees bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date
SCORES	SEBI complaints redress system, a centralized web-based complaints redressal system launched by SEBI
"Self-Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, which offer the facility of ASBA services: (i) in relation to ASBA (other than through UPI Mechanism), where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable and updated from time to time and at such other websites as may be prescribed by SEBI from time to time; and (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. In accordance with the SEBI ICDR Master Circular, UPI Bidders using UPI Mechanism may apply through the SCSBs and mobile applications (apps) whose name appears on the SEBI website. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time.
Share Escrow Agent	Share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	The share escrow agreement to be entered into amongst our Company, the Selling Shareholders, and the Share Escrow Agent in connection with the transfer of the respective portion of the Offered Shares by each Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Banks	[●] and [●], being Bankers to the Offer, appointed by our Company to act as conduits between the Stock Exchanges and NPCI in order to push the mandate collect requests and/ or payment instructions of the UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
Stock Exchanges	Together, BSE and NSE

Term	Description
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the Book Running Lead Managers and the Syndicate Members, to collect ASBA Forms and Revision Forms.
"Syndicate" or "Members of the Syndicate"	Together, the BRLMs and the Syndicate Members
Syndicate Agreement	The syndicate agreement to be entered into amongst our Company, the Selling Shareholders, the BRLMs, the Registrar to the Offer and the Syndicate Members, in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	Merchant bankers or stockbrokers (other than the BRLMs) registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Underwriters	[●]
Underwriting Agreement	The underwriting agreement to be entered into amongst our Company, the Selling Shareholders and the Underwriters on or after the Pricing Date but prior to filing of the Prospectus with the RoC, as applicable
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
UPI Bidder(s)	Collectively, individual Bidders applying as (i) RIBs in the Retail Portion; (ii) Eligible Employee Bidding in Employee Reservation Portion; and (iii) NIBs with an application size of up to ₹0.50 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and RTAs. Pursuant to SEBI ICDR Master Circular, all individual Bidders applying in public issues where the application amount is up to ₹0.50 million shall use the UPI Mechanism and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 (to the extent this circular is not rescinded by the SEBI RTA Master Circular and the SEBI ICDR Master Circular), SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent this circular is not rescinded by the SEBI ICDR Master Circular), SEBI master circular with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI ICDR Master Circular with circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, (to the extent it pertains to the UPI Mechanism), along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by an UPI Bidders in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate UPI transaction
"Wilful Defaulter" or "Fraudulent Borrower"	Wilful defaulter or fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and Bid/ Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. In respect of the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays in India, as per circulars issued by SEBI, including the UPI Circulars

Technical, industry and business-related terms or abbreviations

Term	Description
AR	Augmented reality
B&M	Brick and mortar businesses
ESG	Environmental, social and governance
CAC	Customer acquisition cost
CAGR	Compound annual growth rate
CAD	Computer-aided design
CAM	Computer-aided manufacturing

Term	Description
COCO Stores (inclusive of COCO – Regular Stores and COCO – Jumbo Store(s))	Exclusive retail stores that retail products of the 'Wakefit' brand and are owned and operated by the Company, from premises leased, sub-leased, licensed or constructed on leased land. This includes (i) COCO – Regular Stores which are retail stores operated by the Company from exclusively leased, sub-leased or licensed premises, ranging from 400 square feet to 10,000 square feet in area and (ii) COCO – Jumbo Stores which are large size retail stores to be opened and operated by the Company on leased land or from leased premises, with a retail space ranging from 50,000 square feet to 200,000 square feet in area, with a significantly higher number of products on display and sale
COCO – Regular Stores	Company-owned and company operated store(s) which are retail stores operated by the Company from exclusively leased, sub-leased or leave and licensed premises, with a retail space ranging from 400 square feet to 10,000 square feet in area
COCO – Jumbo Store(s)	Company-owned and company operated retail stores to be opened and operated by the Company on leased land, or from leased premises, with a retail space ranging from 50,000 square feet to 200,000 square feet in area, with a significantly higher number of products on display and sale
D2C	Direct-to-consumer
GDP	Gross domestic products
GNI	Gross national income
MBOs	Multi-branded outlets controlled and operated by third parties
INHPs	Inventory holding points
POD	Points of delivery
R&D	Research and development
CRM	Customer relationship management
PU	Polyurethane
EPEI	Every-part-every-interval
TAM	Total addressable market
RFID	Radio-frequency identification
CSR	Corporate social responsibility
IT	Information technology
GMV	Gross merchandise value
PFCE	Private final consumption expenditure
RERA	Real Estate Regulatory Authority
VR	Virtual reality

Conventional and general terms or abbreviations

Term	Description
"₹" or "Rs." Or "Rupees" or "INR"	Indian rupees
Adjusted EBITDA	Adjusted EBITDA is calculated as Loss for the period/year plus tax expense plus finance costs plus depreciation and amortisation plus share based payment expense .
Adjusted EBITDA Margin	Adjusted EBITDA Margin is calculated as Adjusted EBITDA as a percentage of revenue from operations
AIFs	Alternative investments funds, as defined in, and registered under the SEBI AIF Regulations
AGM	Annual general meeting
BSE	BSE Limited
BNS	Bharatiya Nyaya Sanhita, 2023
Capital employed	Capital Employed is calculated as the sum of total equity, current borrowings, current lease liabilities, non-current borrowings, non-current lease liabilities.
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CGST Act	Central Goods and Services Tax Act, 2017
CIN	Corporate identity number
"Companies Act" or "Companies Act, 2013"	Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications and modifications made thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020
Copyright Act	Copyright Act, 1957
CrPC	Code of Criminal Procedure, 1973
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director identification number

Term	Description
DP ID	Depository participant's identification
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EBIT	EBIT is calculated as loss for the period plus tax expenses plus finance costs
EGM	Extraordinary general meeting
EPS	Earnings per equity share
FCNR	Foreign currency non-resident
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIR	First information report
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
"GoI" or "Government" or "Central Government"	Government of India
GST	Goods and services tax
HUF	Hindu undivided family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards, as issued by the International Accounting Standards Board
Income Tax Act	The Income-tax Act, 1961
"Ind AS" or "Indian Accounting Standards"	Indian Accounting Standards notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015, and other relevant provisions of the Companies Act
Ind AS 24	Indian Accounting Standard 24- Related Party Disclosures
Ind AS 34	Indian Accounting Standard 34 – Interim Financial reporting
Ind AS 37	Indian Accounting Standard 37- Provisions, Contingent Liabilities and Contingent Assets
India	Republic of India
"Indian GAAP" or "IGAAP"	Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Accounting Standards) Rules, 2014, as amended and Companies (Accounting Standards) Amendment Rules, 2016
IPC	Indian Penal Code, 1860
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information technology
IT Act	The Information Technology Act, 2000
KYC	Know your customer
LLP	Limited liability partnership
MCA	Ministry of Corporate Affairs, Government of India
MSMEs	Micro, small and medium enterprises
Mutual Fund(s)	Mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
N/A	Not applicable
NACH	National automated clearing house
"NAV" or "Net Asset Value"	Net asset value
Net Asset Value Per Equity Share	Net asset value per equity share represents Net Worth at the end of the period/ year divided by weighted average number of Equity shares outstanding during the period/year
NBFC	Non-banking financial companies
NEFT	National electronic fund transfer
Net Worth	As per Regulation 2(1)(hh) of SEBI ICDR Regulations, as amended, Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further Net Worth has been computed as a sum of equity share capital, instruments entirely equity in nature and other equity as of the end of the period/year.
NI Act	Negotiable Instruments Act, 1881
NOC	No-objection certificate
NRE	Non- resident external
NRI	A non-resident Indian as defined under the FEMA NDI Rules
NRO	Non-resident ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited

Term	Description
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price to earnings ratio
PAN	Permanent account number
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real time gross settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FUTP Regulations	Securities and Exchange Board of India (Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Master Circular	SEBI master circular bearing number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025
SEBI SBEB & SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
SME	Small and medium enterprises
Stamp Act	The Indian Stamp Act, 1899
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities transaction tax
"Systemically Important NBFC" or "NBFC-SI"	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TAN	Tax deduction account number
TNGST Act	Tamil Nadu Goods and Services Tax Act, 2017
Trade Marks Act	Trade Marks Act, 1999
"U.S." or "USA" or "United States"	United States of America including its territories and possessions, any State of the United States, and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States
U.S. SEC	Securities and Exchange Commission of the United States of America
U.S. QIBs	"Qualified institutional buyers", as defined in Rule 144A. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs"
U.S. Securities Act	The U.S. Securities Act of 1933
"USD" or "US$"	United States Dollars
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations
"Year" or "calendar year"	Unless the context otherwise requires, shall mean the 12 months period ending December 31

Key Performance Indicators ("KPIs")

KPI	Description
GAAP Metrics	
Revenue from operations	Revenue from operations is the Revenue from operations for the period/year

KPI	Description
Revenue from operations Growth	Revenue from operations growth is calculated as (Current period Revenue from operations - Previous period Revenue from operations) divided by previous period Revenue from operations *100
PAT	PAT is the loss for the period/year
Non-GAAP Metrics	
EBITDA	EBITDA is the loss for the period/year plus tax expense plus finance costs plus depreciation and amortisation
PAT Margin (in %)	PAT margin is calculated as loss for the period/year as a percentage of revenue from operations
EBITDA Margin	EBITDA margin is calculated as EBITDA as a percentage of revenue from operations
Net working capital days	Net working capital days is calculated as (Average Net working capital divided by Revenue from operations)*365. However, for the nine months period ended December 31, 2024, Net working capital days is calculated as (Average Net working capital divided by Revenue from operations)*275. Net working capital is calculated as inventories plus trade receivables minus trade payables
Return on Capital Employed	Return on capital employed is calculated as (Earnings before interest and taxes ("**EBIT**") divided by capital employed) *100. EBIT is calculated as loss for the period/year plus tax expenses plus finance costs. Capital employed is calculated as the sum of total equity, current borrowings, current lease liabilities, non-current borrowings, non-current lease liabilities
Return on Net Worth (%)	Return on Net Worth (%) is computed as loss for the period/year divided by Net Worth as at the end of the period/year. As per Regulation 2(1)(hh) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, Net Worth has been computed as a sum of equity share capital, instruments entirely equity in nature and other equity as of the end of the period/year
Operational Metrics	
COCO – Regular Stores at the end of the relevant period	COCO – Regular Stores at the end of the relevant period is the total number of operational COCO – Regular Stores at the end of the relevant period
Revenue by category	Revenue by category is the category wise (mattresses, furniture and furnishings) revenue from the revenue register of the Company
Volume data by category	Volume data by category is the category wise (mattresses, furniture and furnishings) sales volume data from the revenue registers consisting of quantitative details

OFFER DOCUMENT SUMMARY

The following is a general summary of certain disclosures and the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Our Promoters and Promoter Group", "Restated Financial Information", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Description of Equity Shares and Terms of the Articles of Association" on pages 33, 67, 82, 111, 139, 172, 248, 252, 366, 401, and 423, respectively.

Summary of the primary business of our Company

We are a home and furnishings company in India, offering a wide range of products, including mattresses, furniture, and furnishings, through our omnichannel presence, ensuring a seamless customer experience across all touchpoints. We sell our products both through our own channels (comprising our website and our COCO Stores) and external channels (comprising various marketplaces, such as major e-commerce platforms and multi-branded outlets). We are a full-stack vertically integrated Company, enabling us to control every aspect of our operations, from conceptualizing, designing and engineering our products to manufacturing, distributing and providing customer experience and engagement.

Summary of the industry in which our Company operates

India's home and furnishings market which is broadly classified into three key categories, namely, furniture, mattresses and furnishings, including décor, is estimated to be worth ₹ 2.8 to ₹ 3.0 trillion as of calendar year 2024, projected to grow to reach ₹ 5.2 to 5.9 trillion by calendar year 2030. The growth in this market is primarily driven by rising disposable income, urbanization, and homeownership, a focus on comfort, functionality, and wellness, rise in consumption of organized players offerings, easy financing and affordability-driven premiumization, and an increasing frequency of home makeovers and seasonal buying. (*Source: Redseer Report*). For further information, see "*Industry Overview*" on page 139.

Our Promoters

Our Promoters are Ankit Garg and Chaitanya Ramalingegowda. For further details, see *"Our Promoters and Promoter Group"* on page 248.

Offer Size

The details of the Offer are set out below:

Offer(1)(2)(3)	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million
of which:	
(i) Fresh Issue(1)	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹4,682.21 million
(ii) Offer for Sale(2)	Up to 58,399,085 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million
The Offer comprises:	
Employee Reservation Portion(4)	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million
Net Offer	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million

(1) *The Offer has been authorised by our Board pursuant to the resolution passed at its meeting dated June 16, 2025 and June 26, 2025, and the Fresh Issue has been approved by our Shareholders pursuant to a special resolution passed at their extraordinary general meeting dated June 17, 2025.*

(2) *Our Board has taken on record the authorisations for the Offer for Sale by each of the Selling Shareholders, severally and not jointly, specifically authorised, to participate in the Offer for Sale pursuant to its resolution dated June 26, 2025. For details on the authorisation and consent of each of the Selling Shareholders in relation to the Offered Shares, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 67 and 376 respectively.*

(3) *Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement aggregating up to ₹936.44 million at its discretion, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to Allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

(4) *The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹0.50 million), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits.*

The Offer and Net Offer shall constitute [●]% and [●]% of the post Offer paid up Equity Share capital of our Company. For further details, see "*The Offer*" and "*Offer Structure*" on pages 67 and 397, respectively.

Objects of the Offer

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

Particulars	Amount (in ₹ million)^
Capital expenditure to be incurred by our Company for setting up of 117 new COCO – Regular Stores and one COCO – Jumbo Store	821.55
Expenditure for lease, sub-lease rent and license fee payments for our existing COCO – Regular Stores	1,451.99
Capital expenditure to be incurred by our Company for purchase of new equipment and machinery	154.08
Marketing and advertisement expenses towards enhancing the awareness and visibility of our brand	1,084.04
General corporate purposes	[●]#
Total*	**[●]**

* *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. This includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Details of the Pre-IPO Placement, if undertaken, will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR, as amended and shall be included in the Red Herring Prospectus.*

\# *The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

^ *Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement aggregating up to ₹936.44 million at its discretion, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to Allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

For further details, see "*Objects of the Offer*" on page 111.

Aggregate pre-Offer shareholding of our Promoters, members of our Promoter Group and Selling Shareholders as a percentage of our paid-up Equity Share capital

The aggregate pre-Offer shareholding, of each of our Promoters, members of our Promoter Group and the Other Selling Shareholders as on the date of this Draft Red Herring Prospectus is set forth below:

Name of the Shareholder	Number of Equity Shares of face value of ₹1 each	Number of CCCPS	Number of Equity Shares of face value of ₹1 each on a fully diluted basis^	Percentage of pre- Offer paid-up Equity Share capital on a fully diluted basis (%)^	Post- Offer number of Equity Shares of face value of ₹1 each#	Post- Offer number of Equity Shares of face value of ₹1 each#
Promoters						
Ankit Garg*	103,190,136	Nil	103,190,136	33.38	[●]	[●]
Chaitanya Ramalingegowda*	31,180,908	Nil	31,180,908	10.09	[●]	[●]
Promoter Group						
Nil	-	-	-	-	[●]	[●]
Other Selling Shareholders						
Nitika Goel	3,596,820	Nil	3,596,820	1.16	[●]	[●]
Peak XV Partners Investments VI	4,775,280	5,381,402	70,195,761	22.70	[●]	[●]
Redwood Trust	36,360	36,360	475,603	0.15	[●]	[●]
Verlinvest S.A.	121,200	2,256,365	30,580,574	9.89	[●]	[●]
SAI Global India Fund I, LLP	1,200	1,131,996	16,526,154	5.35	[●]	[●]
Investcorp Growth Equity Fund	120	2,135,469	25,625,748	8.29	[●]	[●]
Investcorp Growth Opportunity Fund	Nil	284,257	3,411,084	1.10	[●]	[●]
Paramark KB Fund I	120	425,665	5,108,100	1.65	[●]	[●]

^ *Assuming conversion of CCCPS and exercise of vested options under ESOP 2019.*
* *Also the Promoter Selling Shareholders.*
\# *Subject to completion of the Offer and finalization of the Allotment.*

Aggregate pre-Offer and post-Offer Shareholding of our Promoters, members of our Promoter Group and additional top 10 Shareholders of the Company

The aggregate pre-Offer and post-Offer shareholding, of each of our Promoters, members of our Promoter Group and additional top 10 Shareholders (apart from our Promoters) as on date of the Price Band advertisement and as at the date of Allotment is set forth below:

Name of Shareholders	Pre-Offer shareholding at the date of the price band advertisement		Post-Offer shareholding as at Allotment(3)			
			At the lower end of the Price Band (₹[●])		At the upper end of the price band (₹[●])	
	Number of Equity Shares of face value of ₹1 each	Percentage of pre- Offer paid-up Equity Share capital on a fully diluted basis (in %)(1)	Number of Equity Shares of face value of ₹1 each (2)	Percentage of post- Offer paid-up Equity Share capital on a fully diluted basis (in %)*(2)	Number of Equity Shares of face value of ₹1 each (2)	Percentage of post- Offer paid-up Equity Share capital on a fully diluted basis (in %)* (2)
Promoters						
Ankit Garg*	[●]	[●]	[●]	[●]	[●]	[●]
Chaitanya Ramalingegowda*	[●]	[●]	[●]	[●]	[●]	[●]
Promoter Group						
Nil	-	-	-	-	-	-
Additional top 10 Shareholders						
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]

Notes:

** Also the Promoter Selling Shareholders.*

(1) *Assuming all vested options under the ESOP 2019 as on date of the pre-Offer shareholding at the date of the Price Band advertisement are exercised. The post Offer shareholding shall be updated in the Prospectus based on options under the ESOP 2019 which have been exercised until such date.*

(2) *To be filled in at the Allotment stage.*

(3) *To be updated at the Prospectus stage. Based on the Offer Price of ₹ [●] and subject to finalization of the Basis of Allotment.*

For further details of the Offer, see "*Capital Structure*" on page 82.

Summary of Selected Financial Information

The following details are derived from the Restated Financial Information as at for the nine months period ended December 31, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022:

(in ₹ million, unless otherwise stated)

Particulars	As at and for the nine months period ended December 31, 2024	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Equity share capital	10.52	10.34	10.11	10.11
Total Income	9,943.65	10,173.34	8,200.09	6,370.26
Loss for the period/year	(88.09)	(150.53)	(1,456.83)	(1,065.20)
Net Worth(1)	5,465.23	5,436.06	5,050.79	3,413.41
Basic earnings per equity share (in ₹)(2)	(0.29)	(0.50)	(5.62)	(4.46)
Diluted earnings per equity share (in ₹)(3)	(0.29)	(0.50)	(5.62)	(4.46)
Borrowings	40.24	73.61	Nil	Nil
Return on Net Worth (%)(1)	(1.61)	(2.77)	(28.84)	(31.21)
Net Asset Value per Equity Share (in ₹)(4)	17.92	17.92	19.48	14.29

Notes:

(1) *Return on Net Worth (%) is computed as loss for the period/year divided by Net Worth as at the end of the period/year. As per Regulation 2(1)(hh) of SEBI ICDR Regulations, as amended, Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, Net Worth has been computed as a sum of equity share capital, instruments entirely equity in nature and other equity as of the end of the period/year.*

(2) *Basic earnings per share is calculated by dividing the loss for the period/year attributable to equity Shareholders by the weighted average number of Equity Shares outstanding during the period/year.*

(3) *Diluted earnings per share is calculated by dividing loss for the period/year attributable to equity Shareholders by the weighted average number of Equity Shares outstanding during the period/year adjusted for the effects of all dilutive potential Equity Shares.*

(4) *Net Asset Value per equity share represents Net Worth at the end of the period/ year divided by weighted average number of Equity Shares outstanding during the period/year.*

For further details, see "*Restated Financial Information*" and "*Other Financial Information"* on pages 252 and 330, respectively.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Financial Information

There are no qualifications of the Statutory Auditor which has not been given effect to in the Restated Financial Information.

Summary table of outstanding litigation

A summary of outstanding litigation proceedings as on the date of this Draft Red Herring Prospectus as disclosed in the section titled "*Outstanding Litigation and Other Material Developments*" on page 366, in terms of the SEBI ICDR Regulations and the Materiality Policy as of the date of this Draft Red Herring Prospectus is provided below:

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)]
Company						
By our Company	2	Nil	N.A.	N.A.	Nil	0.38
Against our Company	Nil	19	Nil	N.A.	Nil	97.21
Directors[#]						
By our Directors	Nil	Nil	N.A.	N.A.	1	99.00
Against our Directors	6	Nil	Nil	N.A.	Nil	Nil
Promoters						
By our Promoters	Nil	Nil	N.A.	N.A.	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil

[(1)] *To the extent ascertainable and quantifiable.*
\# *Other than the Directors who are also the Promoters of our Company.*

Category of individuals	Criminal proceedings	Statutory or regulatory proceedings	Aggregate amount involved (in ₹ million)[(1)]
Key Managerial Personnel[*]			
By our Key Managerial Personnel	Nil	N.A.	Nil
Against our Key Managerial Personnel	Nil	Nil	Nil
Senior Management			
By our Senior Management	Nil	N.A.	Nil
Against our Senior Management	Nil	Nil	Nil

[(1)] *To the extent ascertainable and quantifiable.*
* *Other than Key Managerial Personnel who are also Directors and Promoters of our Company.*

For further details, see "*Outstanding Litigation and Material Developments*" on page 366.

Risk factors

The following is a summary of the top ten risk factors in relation to our Company:

Sr. No	Risk Factors
1.	Our business and results of operations are significantly dependent on our "Wakefit" brand, under which we offer a wide range of products, including mattresses, furniture, and furnishings, and any impairment, dilution or damage to our brand in any manner may adversely affect our business reputation, results of operations, financial condition and cash flows.
2.	We derive a significant portion of our revenue from our mattress product category. Our revenue from the sale of mattresses accounted for 62.22%, 57.54%, 63.50%, and 65.12% of our revenue from operations in nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Any shifts in consumer preferences, any disruption in the supply chain, or heightened competition could adversely affect our business, results of operations, financial condition and cash flows.
3.	A significant portion of our revenues is derived from the sale of products through our own channels. Our sales from our own channels (i.e., website and COCO – Regular Stores) accounted for 54.78%, 58.30%, 57.50%, and 59.41% of our revenue from operations in nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Any disruption to our website, whether due to technical issues, cyber-attacks, or changes in consumer behaviour or any disruption to the operations of our stores or limitations on our ability to expand and grow these stores may adversely affect our sales, business, results of operations, financial condition and cash flows.
4.	We have incurred losses in the past and we may continue to incur losses in the future.
5.	Our inability to accurately manage inventory and forecast demand for our products may have an adverse effect on our business, results of operations, financial condition and cash flows.
6.	We do not have long term agreements with suppliers for our raw materials and an increase in the cost of or a shortfall in the availability of such raw materials could have an adverse effect on our business, results of operations, financial condition and cash flows.
7.	We rely on third party logistics service providers to transport our products, and any disruption in our transportation arrangements or increases in transportation costs may adversely affect our business, results of operations, financial condition and cash flows.

Sr. No	Risk Factors
8.	We are reliant on our relationships with online marketplaces. Any technological disruptions to such online marketplaces, increase in the cost of their services or their heightened focus on promoting private label brands could adversely affect our business, results of operations, financial condition and cash flows.
9.	Our inability to effectively manage our growth or implement our growth strategies may have an adverse effect on our business, results of operations, financial condition and cash flows.
10.	If we fail to develop and launch new products in response to changes in market demands, trends, spending patterns and customer preferences in a timely and effective manner, our business, results of operations, cash flows, and financial condition may be adversely affected.

Summary of contingent liabilities

The details of our contingent liabilities as on December 31, 2024, as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets as derived from the Restated Financial Information are set forth in the table below:

(*₹ in million*)

Particulars	As at December 31, 2024
Claims against the Company, not acknowledged as debt	9.24

For further details of contingent liabilities as of December 31, 2024 as per Ind AS 37, see "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 252 and 333, respectively.

Summary of related party transactions

A summary of related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations entered into by our Company with related parties as at and for the nine months period ended December 31, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 derived from our Restated Financial Information are as follows:

(*₹ in million*)

Particulars	Nine months period ended December 31, 2024	% of revenue from operations	Financial Year ended March 31, 2024	% of revenue from operations	Financial Year ended March 31, 2023	% of revenue from operations	Financial Year ended March 31, 2022	% of revenue from operations
Key management personnel compensation								
(i) Short term benefits	24.68	0.25%	31.88	0.32%	19.02	0.23%	16.59	0.26%
(ii) Share based payments	0.02	0.00%	6.52	0.07%	0.27	0.00%	0.34	0.01%
(iii) Reimbursement of expenses	-	Nil	-	Nil	0.05	0.00%	0.10	0.00%

For notes relating to the above and details of other related party transactions, see "*Restated Financial Information – Notes to Restated Financial Information – Note 40: Related party disclosures*" on page 312.

Financing Arrangements

Our Promoters, members of our Promoter Group, our Directors and their relatives have not financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Weighted average price at which the Equity Shares and CCCPS were acquired by our Promoters and Other Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which the Equity Shares were acquired by our Promoters and the Other Selling Shareholders, in the last one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name	Number of Equity Shares of face value of ₹1 each acquired in the last one year	Weighted average price of acquisition per Equity Share*(in ₹)
Promoters		
Ankit Garg^	96,507,320	0.02
Chaitanya Ramalingegowda^	29,269,868	0.02
Other Selling Shareholders		
Nitika Goel	3,297,095	0.00
Peak XV Partners Investments VI	4,377,340	Nil
Redwood Trust	33,330	Nil

Name	Number of Equity Shares of face value of ₹1 each acquired in the last one year	Weighted average price of acquisition per Equity Share*(in ₹)
Verlinvest S. A.	111,100	Nil
SAI Global India Fund I, LLP	1,100	Nil
Investcorp Growth Equity Fund	110	Nil
Investcorp Growth Opportunity Fund	Nil	N.A.#
Paramark KB Fund I	110	Nil

** As certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of their certificate dated June 26, 2025.*
^ Also the Promoter Selling Shareholders.
 # No Equity Shares were acquired.
Note: For arriving at the weighted average price at which the Equity Shares of the Company were acquired by the Promoters and the Other Selling Shareholders, only acquisition of Equity Shares has been considered while arriving at weighted average price per Equity Share for the last one year.

Our Promoters do not hold any CCCPS as on the date of this Draft Red Herring Prospectus. None of the Other Selling Shareholders acquired any CCCPS in the last one year preceding the date of this Draft Red Herring Prospectus.

For further details, see "*Capital Structure – Notes to the Capital Structure – Share capital history of our Company – Equity share capital*" on page 84.

Average cost of acquisition of Equity Shares of our Promoters and the Other Selling Shareholders

The average cost of acquisition of Equity Shares by the Promoters and the Other Selling Shareholders as at the date of this Draft Red Herring Prospectus is set forth below:

Category of Shareholder	Number of Equity Shares of face value of ₹1 each	Number of Equity Shares of face value of ₹1 on a fully diluted basis*	Average cost of acquisition per Equity Share on a fully diluted basis*# (in ₹)
Promoters			
Ankit Garg^	103,190,136	103,190,136	0.02
Chaitanya Ramalingegowda^	31,180,908	31,180,908	0.04
Other Selling Shareholders			
Nitika Goel	3,596,820	3,596,820	0.04
Peak XV Partners Investments VI	4,775,280	70,195,761	20.52
Redwood Trust	36,360	475,603	17.18
Verlinvest S. A.	121,200	30,580,574	82.67
SAI Global India Fund I, LLP	1,200	16,526,154	85.93
Investcorp Growth Equity Fund	120	25,625,748	87.85
Investcorp Growth Opportunity Fund	Nil	3,411,084	85.02
Paramark KB Fund I	120	5,108,100	80.93

As certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of their certificate dated June 26, 2025.
^ Also the Promoter Selling Shareholders
** Assuming conversion of CCCPS.*
 # Includes Equity Shares and CCCPS acquired by way of bonus issuances by the Company.

Details of price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoters, members of the Promoter Group, the Other Selling Shareholders and the Shareholders with rights to nominate directors on the Board or other rights in our Company

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters (also the Promoter Selling Shareholders), members of the Promoter Group, the Other Selling Shareholders and Shareholders with rights to nominate directors on the Board or other rights in our Company:

Name of the acquirer / shareholder	Class of securities	Date of acquisition of the specified security	Number of specified securities acquired	Acquisition price per specified security (in ₹)	Nature of Transaction
Equity Shares					
Paramark KB Fund I	Equity	May 23, 2023	10	971.18	Private Placement
Elevation Capital VIII Limited	Equity	October 31, 2023	234,200	1,152.86	Transfer from Chaitanya Ramalingegowda to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	October 31, 2023	69,392	1,152.86	Transfer from Nitika Goel to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	October 31, 2023	173,482	1,152.86	Transfer from Kumar Gaurav to Elevation Capital VIII Limited

Name of the acquirer / shareholder	Class of securities	Date of acquisition of the specified security	Number of specified securities acquired	Acquisition price per specified security (in ₹)	Nature of Transaction
Elevation Capital VIII Limited	Equity	October 31, 2023	8,674	1,152.86	Transfer from Sharad Sodhani to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	October 31, 2023	477,074	1,152.86	Transfer from Ankit Garg to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	November 3, 2023	52,044	1,152.86	Transfer from Rachit Saran to Elevation Capital VIII Limited
Investcorp Growth Equity Fund	Equity	December 14, 2023	10	1,054.20	Transfer from Investcorp India Private Equity Opportunity Limited to Investcorp Growth Equity Fund
Elevation Capital VIII Limited	Equity	February 25, 2025	3,573	1,600.00	Transfer from Anuj Jindal to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 4, 2025	239	1,600.00	Transfer from Abhishek Khandelwal to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 6, 2025	77	1,600.00	Transfer from Sneha Prabhu to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	February 25, 2025	933	1,600.00	Transfer from Ipshit Kumar to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	February 27, 2025	110	1,600.00	Transfer from Umme Kubra to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	February 27, 2025	1,673	1,600.00	Transfer from Dibyendu Panda to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	February 27, 2025	478	1,600.00	Transfer from Achintya Kalipattapu to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	February 27, 2025	571	1,600.00	Transfer from Pawni Bhave to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	February 27, 2025	14,592	1,600.00	Transfer from Sreeram Tripunitara Veeraraghavan to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	February 27, 2025	9,020	1,600.00	Transfer from Lokesh Gupta to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	February 28, 2025	364	1,600.00	Transfer from Vishal Khandelwal to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	February 28, 2025	160	1,600.00	Transfer from Meghana Hiremath to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	February 28, 2025	674	1,600.00	Transfer from Manoj Reddy Mugi to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 1, 2025	458	1,600.00	Transfer from Stuti Kataria to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 1, 2025	274	1,600.00	Transfer from Shaishav S Sheth to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 3, 2025	182	1,600.00	Transfer from Balu T P to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 3, 2025	31,755	1,600.00	Transfer from Rachit Saran to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 3, 2025	365	1,600.00	Transfer from Namit Kumar to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 3, 2025	10,297	1,600.00	Transfer from Kaustabh Chakraborty to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 3, 2025	107	1,600.00	Transfer from Zaiba Naaz S to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 3, 2025	494	1,600.00	Transfer from Udit Unnikrishnan to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 4, 2025	2,188	1,600.00	Transfer from Sneha Priya to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 4, 2025	741	1,600.00	Transfer from Akshita Pathania to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 4, 2025	485	1,600.00	Transfer from Pannagaraj J to Elevation Capital VIII Limited

Name of the acquirer / shareholder	Class of securities	Date of acquisition of the specified security	Number of specified securities acquired	Acquisition price per specified security (in ₹)	Nature of Transaction
Elevation Capital VIII Limited	Equity	March 27, 2025	471	1,600.00	Transfer from Vikash Kumar to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 27, 2025	239	1,600.00	Transfer from Mohit Garg to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 5, 2025	394	1,600.00	Transfer from Delight Nissy to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 5, 2025	291	1,600.00	Transfer from Sunaina B G to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	February 25, 2025	77	1,600.00	Transfer from Pruthvi K B to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 6, 2025	1,079	1,600.00	Transfer from Vipin Kumar to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 7, 2025	894	1,600.00	Transfer from Sayeed Ahmed Ansari to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 7, 2025	1,518	1,600.00	Transfer from Ranaram to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 7, 2025	336	1,600.00	Transfer from Chandan M to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 24, 2025	274	1,600.00	Transfer from John Paul T to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 10, 2025	1,082	1,600.00	Transfer from Tapis Gangwar to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 10, 2025	421	1,600.00	Transfer from Sushma Singh T to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 10, 2025	73	1,600.00	Transfer from Ummesaniya Inamdar to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 10, 2025	1,136	1,600.00	Transfer from Vasantha Kumar S to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 10, 2025	280	1,600.00	Transfer from Manohar Shetty to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 11, 2025	52	1,600.00	Transfer from Ibrahim Malik T to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 11, 2025	215	1,600.00	Transfer from Maria Arockia Aivansi Samy to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 11, 2025	917	1,600.00	Transfer from Mohit Goyal to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 11, 2025	547	1,600.00	Transfer from Savijeet Singh to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 11, 2025	203	1,600.00	Transfer from Kavya M K to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 12, 2025	296	1,600.00	Transfer from Venkataswamy M to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 12, 2025	257	1,600.00	Transfer from Krishnaprasad to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 12, 2025	6,436	1,600.00	Transfer from Anil Arya to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 13, 2025	661	1,600.00	Transfer from Nikita Bhatnagar to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 13, 2025	24,783	1,600.00	Transfer from Nitika Goel to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 13, 2025	142	1,600.00	Transfer from Jaffar Ali Siddique to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 13, 2025	3,862	1,600.00	Transfer from Puneet Kumar Tripathi to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 15, 2025	389	1,600.00	Transfer from Sunitha Daiya to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 15, 2025	620	1,600.00	Transfer from Anish Kumar Yadav to Elevation Capital VIII Limited

Name of the acquirer / shareholder	Class of securities	Date of acquisition of the specified security	Number of specified securities acquired	Acquisition price per specified security (in ₹)	Nature of Transaction
Elevation Capital VIII Limited	Equity	March 17, 2025	109	1,600.00	Transfer from Priyanshu Mourya to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 17, 2025	2,119	1,600.00	Transfer from Vikatakavi D to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 17, 2025	155	1,600.00	Transfer from Nethravathi Vajrala to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 17, 2025	182	1,600.00	Transfer from Srinatha N to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 17, 2025	128	1,600.00	Transfer from Jose P V to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 17, 2025	20,594	1,600.00	Transfer from Yash Dayal to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 18, 2025	1,313	1,600.00	Transfer from Anoop Kumar B to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 18, 2025	991	1,600.00	Transfer from Bikram Chandra Parida to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 18, 2025	2,613	1,600.00	Transfer from Sri Tilak Ghattamaneni to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 18, 2025	1,118	1,600.00	Transfer from Sai Kiran Gogana to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 18, 2025	641	1,600.00	Transfer from Ravichandra to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 18, 2025	240	1,600.00	Transfer from Bhanu Prakash B to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 18, 2025	773	1,600.00	Transfer from Achal Sharma to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 21, 2025	77	1,600.00	Transfer from Ashish Kumar Vishwakarma to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 19, 2025	638	1,600.00	Transfer from Sucheth Sunil to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 19, 2025	4,555	1,600.00	Transfer from Abhishek Upadhyay to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 19, 2025	752	1,600.00	Transfer from Shubham Bhargava to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 19, 2025	492	1,600.00	Transfer from Rishi Raj Pandey to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 19, 2025	1,555	1,600.00	Transfer from Ajay Kumar Ijral to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 19, 2025	1,355	1,600.00	Transfer from Vipin Patel to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 19, 2025	1,186	1,600.00	Transfer from Shankey Satendra Jain to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 19, 2025	1,287	1,600.00	Transfer from Mohd Arif Yasin Shaikh to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 20, 2025	77	1,600.00	Transfer from Anil K S to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 20, 2025	916	1,600.00	Transfer from Aman Kumar Agrawal to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 21, 2025	144	1,600.00	Transfer from Manas Kumar to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 21, 2025	30	1,600.00	Transfer from Babu M S to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 21, 2025	1,824	1,600.00	Transfer from Anup Kumar Mahakud to Elevation Capital VIII Limited

Name of the acquirer / shareholder	Class of securities	Date of acquisition of the specified security	Number of specified securities acquired	Acquisition price per specified security (in ₹)	Nature of Transaction
Elevation Capital VIII Limited	Equity	March 21, 2025	86	1,600.00	Transfer from Deepak Jangid to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 7, 2025	274	1,600.00	Transfer from Nadirige Shivaprasad Reddy to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 24, 2025	374	1,600.00	Transfer from Mahesha V to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 24, 2025	401	1,600.00	Transfer from Mithun M to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 25, 2025	656	1,600.00	Transfer from Melvin Davis Vallully to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 25, 2025	358	1,600.00	Transfer from Sumit Datta to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 25, 2025	2,597	1,600.00	Transfer from Srikanth Namagiri to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 26, 2025	36	1,600.00	Transfer from Anand Raj to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 26, 2025	2,736	1,600.00	Transfer from Sanjay Kumar Prasad to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 26, 2025	868	1,600.00	Transfer from Vikas Singh Rana to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 26, 2025	2,189	1,600.00	Transfer from Govind Raj Kaushik Metpally to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 26, 2025	643	1,600.00	Transfer from Yash Agrawal to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	February 25, 2025	239	1,600.00	Transfer from Simarpreet Kaur to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 22, 2025	109	1,600.00	Transfer from Prajjwal Singh to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 28, 2025	423	1,600.00	Transfer from Dipesh Chatterjee to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 28, 2025	385	1,600.00	Transfer from Gayathri to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 28, 2025	171	1,600.00	Transfer from Hifza Salaiheen to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 28, 2025	36	1,600.00	Transfer from Abhishek Mishra to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 28, 2025	91	1,600.00	Transfer from Ranjith A S to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 28, 2025	58	1,600.00	Transfer from Nitish Kumar to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 29, 2025	283	1,600.00	Transfer from Adila Munawar to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 1, 2025	501	1,600.00	Transfer from Vamsi Abhinav Manipatruni to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 1, 2025	3,758	1,600.00	Transfer from Rishabh Agarwal to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 1, 2025	313	1,600.00	Transfer from Saju J Kadavan to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 2, 2025	2,098	1,600.00	Transfer from Ashish Dhyani to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 3, 2025	190	1,600.00	Transfer from Vishal Ganesh Sarag to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 3, 2025	149	1,600.00	Transfer from Rahul Kumar to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 4, 2025	358	1,600.00	Transfer from Durlabh Ramteke to Elevation Capital VIII Limited

Name of the acquirer / shareholder	Class of securities	Date of acquisition of the specified security	Number of specified securities acquired	Acquisition price per specified security (in ₹)	Nature of Transaction
Elevation Capital VIII Limited	Equity	April 4, 2025	164	1,600.00	Transfer from Vijay Hondadakatti to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 7, 2025	108	1,600.00	Transfer from Sagar S to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 7, 2025	89	1,600.00	Transfer from Shaik Azhar to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 7, 2025	146	1,600.00	Transfer from Ajith M U to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 8, 2025	167	1,600.00	Transfer from Fouzia to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 8, 2025	286	1,600.00	Transfer from Anshul to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 8, 2025	1,298	1,600.00	Transfer from Praveen B to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 8, 2025	161	1,600.00	Transfer from S Lakshman Rao to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 9, 2025	146	1,600.00	Transfer from Manjunatha A to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 9, 2025	3,006	1,600.00	Transfer from Gavist Baliyan to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 16, 2025	64	1,600.00	Transfer from Suma Anigol to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 16, 2025	156	1,600.00	Transfer from A R Vignesvaran to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 16, 2025	1,049	1,600.00	Transfer from Srijith C Nair to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 17, 2025	410	1,600.00	Transfer from Rahul B Dhammasena to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 17, 2025	182	1,600.00	Transfer from Chowdavarapu Venkata Poorna Pradeep to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 21, 2025	343	1,600.00	Transfer from Sathhiyamurthi Munirathinam to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 19, 2025	77	1,600.00	Transfer from Ramachandra Girish to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	March 27, 2025	109	1,600.00	Transfer from Amar to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 23, 2025	164	1,600.00	Transfer from Faizan Shariff to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	April 25, 2025	344	1,600.00	Transfer from Karpaga Ganesh T to Elevation Capital VIII Limited
Elevation Capital VIII Limited	Equity	May 5, 2025	958	1,600.00	Transfer from Piyush Raj to Elevation Capital VIII Limited
Ankit Garg	Equity	May 13, 2025	1,916,362	1.00	Rights issue
Chaitanya Ramalingegowda	Equity	May 13, 2025	687,369	1.00	Rights issue
Nitika Goel	Equity	May 13, 2025	10	1.00	Rights issue
Elevation Capital VIII Limited	Equity	May 14, 2025	13,401,212	NA	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held by existing shareholders)
Ankit Garg	Equity	May 14, 2025	94,590,958	NA	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held by existing shareholders)
Chaitanya Ramalingegowda	Equity	May 14, 2025	28,582,499	NA	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for every one Equity Share of

Name of the acquirer / shareholder	Class of securities	Date of acquisition of the specified security	Number of specified securities acquired	Acquisition price per specified security (in ₹)	Nature of Transaction
					face value of ₹1 each held by existing shareholders)
Nitika Goel	Equity	May 14, 2025	3,297,085	NA	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held by existing shareholders)
Peak XV Partners Investments VI	Equity	May 14, 2025	4,377,340	NA	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held by existing shareholders)
Redwood Trust	Equity	May 14, 2025	33,330	NA	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held by existing shareholders)
Verlinvest S.A.	Equity	May 14, 2025	111,100	NA	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held by existing shareholders)
SAI Global India Fund I, LLP	Equity	May 14, 2025	1,100	NA	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held by existing shareholders)
Investcorp Private Equity Fund III - Investcorp Growth Equity Fund	Equity	May 14, 2025	110	NA	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held by existing shareholders)
Paramark KB Fund I	Equity	May 14, 2025	110	NA	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held by existing shareholders)
Preference shares					
Peak XV Partners Investments VI	Series D CCCPS	February 17, 2023	168,792	971.18	Private Placement
Verlinvest S.A.	Series D CCCPS	February 17, 2023	337,585	971.18	Private Placement
SAI Global India Fund I, LLP	Series D CCCPS	February 17, 2023	3,29,496	971.18	Private Placement
Investcorp Growth Opportunity Fund	Series D CCCPS	May 16, 2023	100,500	995.02	Transfer from Investcorp India Private Equity Opportunity Limited to Investcorp Growth Opportunity Fund
Paramark KB Fund I	Series D1 CCCPS	May 23, 2023	425,665	971.18	Private Placement
Investcorp Growth Opportunity Fund	Series D CCCPS	October 10, 2023	96,714	1,033.97	Transfer from Investcorp India Private Equity Opportunity Limited to Investcorp Growth Opportunity Fund
Investcorp Growth Opportunity Fund	Series D CCCPS	November 7, 2023	87,043	1,033.97	Transfer from Investcorp India Private Equity Opportunity Limited to Investcorp Growth Opportunity Fund

Name of the acquirer / shareholder	Class of securities	Date of acquisition of the specified security	Number of specified securities acquired	Acquisition price per specified security (in ₹)	Nature of Transaction
Investcorp Growth Equity Fund	Series D CCCPS	December 14, 2023	2,135,469	1,054.20	Transfer from Investcorp India Private Equity Opportunity Limited to Investcorp Growth Equity Fund

As certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of their certificate dated June 26, 2025.

Weighted average cost of acquisition of specified securities transacted in three years, eighteen months and one year immediately preceding this Draft Red Herring Prospectus

Period	Number of Equity Shares transacted of face value ₹ 1 each*	Weighted average cost of acquisition per Equity Share (in ₹)	Cap Price is 'X' times the weighted average cost of acquisition[@]	Range of acquisition price: per Equity Share: lowest price – highest price (in ₹)[#]
Last one year preceding the date of this Draft Red Herring Prospectus	147,385,948	2.23	NA at this stage	Nil – 1,600
Last 18 months preceding the date of this Draft Red Herring Prospectus	147,385,948	2.23	NA at this stage	Nil – 1,600
Last three years preceding the date of this Draft Red Herring Prospectus	221,945,658	34.34	NA at this stage	Nil – 1,600

As certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of their certificate dated June 26, 2025.
[@] *To be updated upon finalization of the Price Band.*
* *Assuming conversion of CCCPS.*
[#] *Includes Equity Shares acquired by way of bonus issuances by the Company.*

Issue of Equity Shares made in the last one year for consideration other than cash (excluding bonus issuance)

Our Company has not issued any Equity Shares for consideration other than cash in the last one year preceding the date of this Draft Red Herring Prospectus.

Any split or consolidation of Equity Shares in the last one year

Our Company has not undertaken sub-division or consolidation of its Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

Details of pre-IPO placement

Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement aggregating up to ₹936.44 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

As on the date of this Draft Red Herring Prospectus, our Company has not applied for any exemption from the SEBI under Regulation 300 (2) of the SEBI ICDR Regulations from compliance with any provisions of securities laws including the SEBI ICDR Regulations.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references to the "US", "U.S.", "USA" or "United States" are to the United States of America and its territories and possessions.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the corresponding page numbers of this Draft Red Herring Prospectus. Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in IST. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Financial Data

Our Company's Financial Year commences on April 1 and ends on March 31 of the next year. Unless stated otherwise, all references in this Draft Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year, are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless stated otherwise or where the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus is derived from the Restated Financial Information.

Restated financial information of our Company, as at and for the nine months period ended December 31, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 comprising the restated statement of assets and liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, and the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flows, for the nine months period ended December 31, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, the material accounting policies and other explanatory notes, prepared as per requirement of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, SEBI ICDR Regulations, as amended and the Guidance Note on 'Reports on Company Prospectuses (Revised 2019)' issued by the Institute of Chartered Accountants of India, as amended and an e-mail dated October 28, 2021 from the SEBI to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide financial statements prepared in accordance with Ind AS for all the three years and stub period. The Restated Financial Information have been prepared to comply in all material respects with the Indian Accounting Standards ("**Ind AS**") as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the financial statements and other relevant provisions of the Companies Act, 2013.

For further information, see "*Restated Financial Information*" on page 252.

There are significant differences between Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.*" on page 59. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal place and all percentage figures have been rounded off to two decimal places. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Unless the context otherwise indicates, any percentage amounts, or ratios (excluding certain operational metrics), relation to the financial information of our Company as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 33, 172 and 333, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Financial Information.

Non-GAAP Financial Measures

Certain non-GAAP financial measures relating to our financial performance, namely EBIT, EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Capital employed and Return on Capital Employed , PAT Margin , Net Worth and Return on Net Worth, Net Asset Value per Equity Share and Net working capital days (together, "**Non-GAAP Measures**"), presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, EBITDA, and EBITDA Margin is not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the period/years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, Non-GAAP Measures are not standardised terms, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measure differently from us, limiting its usefulness as a comparative measure. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Other Financial Information*" and "*Risk Factors – We have included in this Draft Red Herring Prospectus certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies*" on pages 333, 330 and 57, respectively.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupees, the official currency of the Republic of India; and
- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "million" units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000, one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000. One lakh represents 100,000 and one crore represents 10,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus in such denominations as provided in the respective sources.

Exchange Rates

This Draft Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and other foreign currencies:

(amount in ₹, unless otherwise specified)

Currency	Exchange rate as on			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	85.62	83.37	82.22	75.81

Source: Foreign exchange reference rates as available on www.fbil.org.in

Notes:

(1) *Exchange rate is rounded off to two decimal point.*

(2) *If the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed.*

Please note that the above exchange rates have been provided for indicative purposes only and the amounts reflected in our Restated Financial Information may not have been converted using any of the above-mentioned exchange rates.

Industry and Market Data

Unless stated otherwise, information pertaining to the industry in which our Company operates in, contained in this Draft Red Herring Prospectus has been obtained or derived from the Redseer Report which has been exclusively commissioned and paid for by our Company, pursuant to an engagement letter dated February 13, 2025 for the purpose of understanding the industry in connection with this Offer, since no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's services, that may be similar to the Redseer Report. This Draft Red Herring Prospectus contains certain data and statistics from the Redseer Report, which is available on the website of our Company at www.wakefit.co/investor-relations. Redseer Strategy Consultants Private Limited is an independent agency which has no relationship with our Company, our Promoters, any of our Directors, Key Managerial Personnel, Senior Management or the Book Running Lead Managers.

Except for the Redseer Report, we have not commissioned any report for purposes of this Draft Red Herring Prospectus and any market and industry related data, other than that extracted or obtained from the Redseer Report, used in this Draft Red Herring Prospectus.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness and underlying assumptions of such third-party sources are not guaranteed. Although the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation however, no material data in connection with the Offer has been omitted. Data from these sources may also not be comparable.

Industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the Redseer Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks* " on page 56.

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price*" on page 124 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein. Accordingly, no investment decision should be made solely on the basis of such information.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are "forward-looking statements".

These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "seek to", "shall", "objective", "plan", "project", "propose", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements whether made by us or any third parties in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to, regulatory changes pertaining to the industry in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and international laws, regulations and taxes and changes in competition in our industry.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Our business and results of operations are significantly dependent on our "Wakefit" brand, under which we offer a wide range of products, including mattresses, furniture, and furnishings, and any impairment, dilution or damage to our brand in any manner may adversely affect our business reputation, results of operations, financial condition and cash flows.

- We derive a significant portion of our revenue from our mattress product category. Our revenue from the sale of mattresses accounted for 62.22%, 57.54%, 63.50%, and 65.12% of our revenue from operations in nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Any shifts in consumer preferences, any disruption in the supply chain, or heightened competition could adversely affect our business, results of operations, financial condition and cash flows.

- A significant portion of our revenues is derived from the sale of products through our own channels. Our sales from our own channels (i.e., website and COCO – Regular Stores) accounted for 54.78%, 58.30%, 57.50%, and 59.41% of our revenue from operations in nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Any disruption to our website, whether due to technical issues, cyber-attacks, or changes in consumer behaviour or any disruption to the operations of our stores or limitations on our ability to expand and grow these stores may adversely affect our sales, business, results of operations, financial condition and cash flows.

- We have incurred losses in the past and we may continue to incur losses in the future.

- Our inability to accurately manage inventory and forecast demand for our products may have an adverse effect on our business, results of operations, financial condition and cash flows.

- We do not have long term agreements with suppliers for our raw materials and an increase in the cost of or a shortfall in the availability of such raw materials could have an adverse effect on our business, results of operations, financial condition and cash flows.

- We rely on third party logistics service providers to transport our products, and any disruption in our transportation arrangements or increases in transportation costs may adversely affect our business, results of operations, financial condition and cash flows.

- We are reliant on our relationships with online marketplaces. Any technological disruptions to such online marketplaces, increase in the cost of their services or their heightened focus on promoting private label brands could adversely affect our business, results of operations, financial condition and cash flows.

- Our inability to effectively manage our growth or implement our growth strategies may have an adverse effect on our business, results of operations, financial condition and cash flows.

- If we fail to develop and launch new products in response to changes in market demands, trends, spending patterns and customer preferences in a timely and effective manner, our business, results of operations, cash flows, and financial condition may be adversely affected.

Certain information in "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 139, 172 and 333, respectively, of this Draft Red Herring Prospectus have been obtained from the Redseer Report. The Redseer Report is available on the website of our Company at www.wakefit.co/investor-relations.

For further discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 33, 172 and 333, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect current views of our Company as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, nor our Promoters, Directors, KMPs, any of the Selling Shareholders, the Syndicate or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the requirements of the SEBI ICDR Regulations, our Company shall ensure that Bidders in India are informed of material developments, in relation to statements and undertakings confirmed and undertaken by our Company, from the date of filing of the Red Herring Prospectus with the RoC until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer. In accordance with the requirements of the SEBI ICDR Regulations, each of the Selling Shareholders shall, severally and not jointly, ensure (through our Company and BRLMs) that the investors are informed of material developments in relation to the statements and undertakings specifically made or undertaken by such Selling Shareholder in relation to themself as a Selling Shareholder and their respective portion of the Offered Shares in the Red Herring Prospectus, from the date thereof until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer. Only statements and undertakings which are specifically confirmed or undertaken by a Selling Shareholder specifically in relation to themself as a Selling Shareholder and their respective portion of the Offered Shares, as the case may be, in this Draft Red Herring Prospectus shall, severally and not jointly, deemed to be statements and undertakings made by such Selling Shareholder.

SECTION II: RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations, cash flows and financial condition as of the date of this Draft Red Herring Prospectus.

The risks set out in this section may not be exhaustive and additional risks and uncertainties, not currently known to us or that we currently do not deem material, may arise or may become material in the future and may also adversely affect our business, results of operations, cash flows, financial condition and/or prospects. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows, and financial condition and/or prospects could be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Financial Information" on pages 172, 139, 333 and 252, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries. In making an investment decision, prospective investors must rely on their own examinations of us and the terms of the Offer, including the merits and the risks involved.

This Draft Red Herring Prospectus also contains information relating to our strategies, future plans and forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 31.

Our financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that year. Unless otherwise indicated, or the context otherwise requires, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Information" on page 252. Unless the context otherwise requires, in this section, references to "the Company", "our Company" "we", "us" or "our" refers to Wakefit Innovations Limited.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Building India's Home Story: Opportunity Landscape in Mattresses, Furniture, and Furnishings & Decor" dated June 26, 2025 (the "**Redseer Report**") prepared and issued by Redseer Strategy Consultants Private Limited, appointed by us pursuant to an engagement letter dated February 13, 2025 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. Unless otherwise indicated, financial, operational, industry and other related information derived from the Redseer Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. The Redseer Report will form part of the material documents for inspection and a copy of the Redseer Report is available on the website of our Company at www.wakefit.co/investor-relations. For further information, see "- Certain sections of this Draft Red Herring Prospectus disclose information from the Redseer Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 56. Also see, "Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data –Industry and Market Data" on page 29.*

Internal Risk Factors

1. Our business and results of operations are significantly dependent on our "Wakefit" brand, under which we offer a wide range of products, including mattresses, furniture, and furnishings, and any impairment, dilution or damage to our brand in any manner may adversely affect our business reputation, results of operations, financial condition and cash flows.

We sell our products under the "Wakefit" brand. The brand image is a critical factor influencing customer purchasing decisions. Consequently, our success is contingent upon, among other factors, market recognition and acceptance of the "Wakefit" brand and the lifestyle associated with the brand, as well as our ability to maintain and enhance the value and reputation of the "Wakefit" brand, some aspects of which may be beyond our control. To effectively promote the "Wakefit" brand, it is imperative that we build and sustain the brand image through a variety of promotional and marketing activities aimed at increasing brand awareness and enhancing brand presence. The table below sets forth our advertisement and business promotion expenses as a percentage of our revenue from operations in the period/ years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Advertisement and business promotion (₹ *million*)	826.87	773.64	959.09	612.10
Advertisement and business promotion as a percentage of Revenue from operations	8.51%	7.84%	11.80%	9.68%
Advertisement and business promotion as a percentage of Total Income	8.32%	7.60%	11.70%	9.61%

Several factors, some of which are beyond our control, may adversely impact the "Wakefit" brand image if not properly managed. These factors include any failure in our ability to, deliver quality products to our customers, effectively execute marketing and promotional activities, manage relationships with and among our customers, address complaints and incidents of negative publicity, and maintain a positive perception of our Company. A decline in product quality may erode customer trust and lead to negative reviews, damaging our reputation. Any actual or perceived decline in the quality of our products could result in the loss of customers. Negative publicity concerning our Company, products, operations, Directors, senior management, or employees could adversely affect customer perception of the "Wakefit" brand, damage our corporate reputation, and lead to decreased demand for our products. We are also exposed to potential risks arising from our collaborations with social media influencers and celebrities. Any negative impacts on their personal reputation can rapidly escalate on social media, which may impact our brand image, consumer trust, and market position. While we have not experienced any negative publicity in the nine months period ended December 31, 2024 and the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that we will not face any negative publicity in the future. Our brand and reputation could also be adversely impacted by duplicates or counterfeits, passing-off their products under the same brand name as us or which copy the "Wakefit" brand without permission. While we have not experienced any instances of duplicates or counterfeits of our products in the nine months period ended December 31, 2024 and in the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such instances will not arise in the future. Any impact on our ability to continue to promote the "Wakefit" brand or any significant damage to the "Wakefit" brand image could adversely affect our business, results of operations, financial conditions and cash flows. See, "- *If we fail to protect or incur significant costs in defending our intellectual property or if we infringe the intellectual property rights of others, our business, results of operation, financial condition and cash flows could be adversely affected.*" on page 45.

2. ***We derive a significant portion of our revenue from our mattress product category. Our revenue from the sale of mattresses accounted for 62.22%, 57.54%, 63.50%, and 65.12% of our revenue from operations in nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Any shifts in consumer preferences, any disruption in the supply chain, or heightened competition could adversely affect our business, results of operations, financial condition and cash flows.***

We derive a significant portion of our revenue from our mattress product category. Our sale of mattresses is dependent on a number of factors, and may decline as a result of increased competition, pricing pressures arising out of increase in raw material costs or fluctuations in the demand for or supply of our products and other factors outside our control. Our results of operations are dependent on our ability to attract customers by anticipating and responding to changes in customer preferences, and modifying our existing mattress products in line with changes in customer demands and preferences. The table below sets forth details of our revenues from the sale of our product categories in the period/ years indicated:

Product Category	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of Revenue from operations	Amount (₹ million)	Percentage of Revenue from operations	Amount (₹ million)	Percentage of Revenue from operations	Amount (₹ million)	Percentage of Revenue from operations
Mattresses	6,041.80	62.22%	5,675.18	57.54%	5,159.77	63.50%	4,119.43	65.12%
Furniture	2,606.51	26.84%	3,012.20	30.54%	1,951.10	24.01%	1,322.10	20.90%
Furnishings	1,062.55	10.94%	1,176.15	11.92%	1,015.33	12.49%	884.34	13.98%
Total	**9,710.86**	**100.00%**	**9,863.53**	**100.00%**	**8,126.20**	**100.00%**	**6,325.87**	**100.00%**

Factors that may affect customer perception of our products include trends in the home and furnishing sector, preferences for more sustainable and eco-friendly materials, and concerns regarding the health effects experienced by consumers due to the use of our mattresses or furnishing products. In the past, we have received two consumer notices from individuals seeking damages for health issues such as back pain and body pain, allegedly resulting from the use of our mattresses. In response to these notices, we have promptly provided detailed replies addressing the concerns raised. Subsequent to the issuance of our replies, the consumers have not provided any further communication, and the matters have been considered closed. Any decrease in demand for our products or our failure to anticipate, identify, or react to changes in these trends, changing consumer preferences and fluctuations in consumer spending patterns could adversely affect our business, results of operations, financial condition, and cash flows. If we are unable to anticipate and gauge customer preferences, or if we are unable to adapt to such changes in a timely basis or at all, we may lose or fail to attract customers, our mattress inventory may become obsolete and we may be subject to pricing pressure to sell such inventory at a discount. While we have not faced any instances of our mattress inventory becoming obsolete in the nine months period ended December 31, 2024 and the last three Fiscals which had an adverse impact on our business, results of operations, financial conditions and cash flows, we cannot assure you that such instances will not occur in the future.

Further, the Government of India may implement new laws or other regulations and policies in relation to the products which we sell, which could lead to new compliance requirements which could have an adverse impact on our business, results of operations, financial condition and cash flows. For example, the Furniture (Quality Control) Order, 2025 was notified on February 13, 2025 and will be effective from February 13, 2026. As per the Furniture (Quality Control) Order, 2025, compliance with BIS standards and obtaining the relevant certification have become mandatory for the sale of specified furniture products, including work chairs, general purpose chairs and stools, tables and desks, storage units, beds and bunk beds. The bureau under the Ministry of Commerce and Industry in India will have the authority to certify some of the specified furniture products which are currently being manufactured and retailed by our Company. Any non-compliance with these regulations could result in legal penalties and restrictions on sales, which could have an adverse impact on our business, results of operations, financial condition and cash flows. Further, any similar directive, if issued for mattresses, could result in increased compliance costs. These costs could stem from having to modify our production processes, invest in new technologies, obtain necessary certificates or undergo additional quality checks to meet the new standards which could have an adverse impact on our business, results of operations, financial condition and cash flows.

3. ***A significant portion of our revenues is derived from the sale of products through our own channels. Our sales from our own channels (i.e., website and COCO – Regular Stores) accounted for 54.78%, 58.30%, 57.50%, and 59.41% of our revenue from operations in nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Any disruption to our website, whether due to technical issues, cyber-attacks, or changes in consumer behaviour or any disruption to the operations of our stores or limitations on our ability to expand and grow these stores may adversely affect our sales, business, results of operations, financial condition and cash flows.***

A significant portion of our revenues is derived from the sale of products through our own channels (i.e., website and COCO – Regular Stores). The table below sets forth a breakdown of revenue generated from multiple sales channels for the period/years indicated:

Channels	**Nine months period ended December 31, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (₹ million)	**Percentage of Revenue from operations**	**Amount (₹ million)**	**Percentage of Revenue from operations**	**Amount (₹ million)**	**Percentage of Revenue from operations**	**Amount (₹ million)**	**Percentage of Revenue from operations**
Our own channels*	5,319.63	54.78%	5,750.60	58.30%	4,672.55	57.50%	3,758.20	59.41%
Others** (includes marketplaces+ and MBOs)^	4,391.23	45.22%	4,112.93	41.70%	3,453.65	42.50%	2,567.67	40.59%
Total	**9,710.86**	**100.00%**	**9,863.53**	**100.00%**	**8,126.20**	**100.00%**	**6,325.87**	**100.00%**

**Our own channels include our website and COCO – Regular Stores.*
***Others include marketplaces and MBOs.*
+ *Marketplaces include e-commerce platforms and quick commerce platforms.*
^ *MBOs refers to outlets where multiple brands products are sold and the same are operated by third parties.*

Technical issues in relation to our website such as server downtime, software bugs, or inadequate website performance can hinder customer access and transactions, leading to potential loss of sales. For instance, server downtime can prevent customers from accessing our website, resulting in missed sales opportunities and potential loss of customer trust. Software bugs can disrupt the functionality of our website, causing frustration for customers and potentially driving them to competitors. Inadequate website performance, such as slow loading times or poor user interface design, can negatively impact the customer experience, reducing the likelihood of repeat purchases. Shifts in consumer behaviour, such as changes in online shopping preferences or reduced trust in e-commerce, could negatively impact our online sales. Additionally, our website is managed by a dedicated in-house team. Any loss of manpower within this team could adversely affect our website operations, which could lead to a decline in customer satisfaction. Our website is also prone to cyber-attacks, including data breaches and hacking attempts, which pose significant risks to the security and integrity of our online platform. Data breaches can result in the unauthorized access to sensitive customer information, leading to financial losses, legal liabilities, and damage to our reputation. In the past, we experienced a sudden surge in traffic on our website, which led to a suboptimal experience for our customers. While this incident did not have any material impact on our business, results of operations, financial condition and cash flows, we cannot assure you that similar incidents will not arise in the future and will not have any impact on our business, results of operations, financial condition and cash flows. Further, while we have not faced any disruptions to our website due to cyber-attacks, data breaches, or software bugs in the nine months period ended December 31, 2024 and the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, any occurrence of the aforesaid could affect our business, results of operations, financial condition and cash flows.

We depend on our COCO – Regular Stores and may depend on our COCO – Jumbo Stores, once operational, to derive growth in our sales, revenue from operations, profitability and brand awareness. Our existing COCO Stores may not achieve our expected level of profitability which may adversely affect our business prospects, financial condition, results of operations and cash flows. The table below sets forth the number of COCO – Regular Stores operated by us as of the dates indicated:

Particulars	As of December 31, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Number of COCO – Regular Stores as at the end of the relevant period	98	56	23	1

We cannot assure you that current locations of COCO – Regular Stores operated by us will continue to be attractive or profitable as demographic patterns change, or as leases/licenses are renewed/extended on terms less favourable to us. Neighbourhood or economic conditions where our COCO – Regular Stores are located could deteriorate in the future, thus resulting in reduced sales in those locations. Alternatively, neighbourhoods could continue to improve and escalate real estate prices, which may not be proportionate to the sales we are able to carry out. In the event real estate prices increase or if we are unable to renew lease/leave and license agreements for our existing COCO – Regular Stores on terms favourable to us, such store locations may not be profitable for our business, and we may be compelled to reassess the feasibility of such stores. Further, our future revenue growth depends upon the successful operation of our COCO Stores, the efficiency of our supply chain management systems and the successful management of our sales, marketing, and support and service teams in various states across India where our customers are located. The expansion of our business may require that we establish COCO Stores and manage businesses in widely disparate states with different statutory, legal and regulatory framework. In addition, we may be affected by various factors inherent in carrying out business operations in several states in India, such as coordinating and managing operations in several locations, including different political, economic and business conditions and labour laws and associated uncertainties, exposure to different legal standards and enforcement mechanisms and compliance with regulations; and difficulties in staffing and managing operations, including coordinating and interacting with our local representatives and business partners to fully understand the local business and regulatory requirements. Any of these factors, alone or in combination, could adversely affect our business, results of operations and financial condition and prospects. Further, as we expand our network of COCO Stores, we anticipate an increase in rent expenses. If we are unable to generate adequate revenues from new stores, the increased rent expenses could have an adverse impact on our business, financial condition, results of operations and cash flows.

Our COCO Stores may experience varying levels of revenue and sales performance due to factors such as location-specific demand, seasonal trends, competitive dynamics, and economic conditions in the respective regions. Due to these factors, some of our COCO Stores may outperform while others may underperform. A consistent decline in revenue from any particular COCO Stores may necessitate their closure. Frequent closures may adversely affect brand perception and customer trust in the affected regions, potentially resulting in a loss of customer loyalty. In the last three Fiscals and nine-months period ended December 31, 2024, we have closed seven COCO – Regular Stores. These closures were primarily due to low revenue generation and/or the strategic relocation of these stores to other locations within same or similar catchment area. While we monitor the performance of our COCO – Regular Stores and implement strategies to enhance their profitability, we cannot assure you that future closures will not be necessary or that such actions will not have an adverse impact on our business, results of operations, financial condition, and cash flows.

In addition, we derive a portion of our revenues from MBOs where multiple brands' products are sold and the same are operated by third parties. We cannot assure you that these MBOs will consistently meet our standards for customer service. If they fail to do so, it could lead to customer dissatisfaction and negative reviews, which may in turn reduce our brand reputation and sales. We may also not be able to provide the products as per their demand, which could result in potential damage to our relationships with these MBOs.

4. *We have incurred losses in the past and we may continue to incur losses in the future.*

Our growth depends on several factors, including increased demand for our products, an increase in the overall market, and our ability to capitalize on growth opportunities, among others. We have, in the past, incurred losses in our operations and we may continue to incur losses in the future. The table below sets forth loss for the period/ years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Loss for the period/ year (₹ *million*)	(88.09)	(150.53)	(1,456.83)	(1,065.20)

The losses in Fiscal 2024, Fiscal 2023 and Fiscal 2022 were primarily due to our total expenses exceeding our total income. In particular, we have also incurred an increase in depreciation and amortisation costs, amounting to ₹ 638.89 million, ₹ 472.74 million and ₹ 240.45 million in Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively, which is attributable to the expansion of our manufacturing facilities, warehouse infrastructure, and COCO – Regular Store network. For more details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Fiscal 2024 compared to Fiscal 2023*" and *"Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Fiscal 2023 compared to Fiscal 2022*" on page 354 and 356, respectively. We have expended and expect to continue to expend substantial financial and other resources on, among others, advertising and business promotion costs to attract customers. These efforts may be more costly than we expect and may not result in increased revenue or growth in our business. Any failure to increase our revenue sufficiently to keep pace with our investments and other expenses could prevent us from maintaining or increasing profitability or positive cash flow on a consistent basis. If we are unable to successfully address these risks and challenges as we encounter them, our business, cash flows, financial condition and results of operations could be adversely affected. If we are unable to generate adequate revenue growth and manage our expenses and cash flows, we may continue to incur significant losses in the future.

5. ***Our inability to accurately manage inventory and forecast demand for our products may have an adverse effect on our business, results of operations, financial condition and cash flows.***

Demand for our products is forecasted using past trends and anticipated demand. We use various data tools to capture sales information, customer behaviour and other metrics from our various sales and marketing channels. This data is then analysed and used to design new products, decide inventory levels, create manufacturing schedules, optimise raw material purchasing and also used as an input in many other aspects of our business cycle. Any inaccuracy or our inability to accurately collect and analyse this data may result in our forecasts and estimates as well as business plans to be inaccurate and incorrect. If we fail to accurately forecast customer demand, we may experience excess inventory levels or a shortage of products available for sale. If we underestimate demand, we may manufacture fewer quantities of products than required, which could result in the loss of business and dissatisfied customers, which could adversely affect our goodwill. If we overestimate demand, any unsold inventory may have to be sold at a discount or discarded, potentially leading to losses. We cannot assure you that we will be able to sell surplus stock in a timely manner, or at all, which in turn may adversely affect our business, results of operations, financial condition and cash flows. While we have experienced inventory write downs due to surplus stock in the nine months period ended December 31, 2024 and the last three Fiscals, such inventory write downs did not have a material impact on our business, results of operations, financial condition and cash flows, and we cannot guarantee that such instances will not arise in the future.

The table below sets forth details of certain parameters as of the dates indicated:

Particulars	As of December 31, 2024	As of March 31,		
		2024	2023	2022
Inventories (₹ million)	1,926.31	1,306.83	1,155.85	1,370.20
Total current assets (₹ million)	5,771.11	5,741.18	3,855.80	2 ,841.14
Inventories as a percentage of Total current assets (%)	33.38%	22.76%	29.98%	48.23%
Inventory turnover ratio[(1)]	2.68	3.78	3.69	3.50
Net working capital days[(2)]	11.92	6.89	20.44	27.36

Notes:

1. Inventory turnover ratio is calculated as (cost of materials consumed plus purchase of stock in trade plus changes in inventories) divided by average inventory.

*2. Net working capital days is calculated as (Average Net working capital divided by Revenue from operations) * by 365. However, for the nine months period ended December 31, 2024, Net working capital days is calculated as (Average Net working capital divided by Revenue from operations) * by 275. Net working capital is calculated as Inventories plus Trade Receivables minus Trade Payables.*

6. ***We do not have long term agreements with suppliers for our raw materials and an increase in the cost of or a shortfall in the availability of such raw materials could have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our primary raw materials are chemicals, natural wood, processed wood, fabrics, glue and metal goods. The cost of our products is dependent on our ability to source these raw materials at acceptable prices and maintain a stable and sufficient supply of such raw materials. The price and availability of raw materials are subject to volatility and unavailability caused by various external conditions, including supply and demand dynamics, logistics and processing costs, our bargaining power with suppliers, inflation, governmental regulations and policies, overall economic conditions, production levels, market demand and competition for such materials, production, duties and taxes, and trade restrictions. The table below sets forth details of cost of materials consumed by us in the period/years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Cost of materials consumed (₹ million)	4,468.88	4,639.71	4,717.11	3,800.26
Revenue from operations (₹ million)	9,710.86	9,863.53	8,126.20	6,325.87
Cost of materials consumed as a percentage of Revenue from operations	46.02%	47.04%	58.05%	60.07%

We typically do not enter into long term supply contracts with any of the raw material suppliers and typically place orders with them in advance of our anticipated requirements. The absence of long term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require and we may be unable to pass these costs onto our consumers. We also face a risk that one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure raw materials from alternate suppliers in a timely fashion, or on terms acceptable to us, may adversely affect our operations. While we have not experienced material disruption in the supply of our raw materials in the nine months period ended December 31, 2024 and the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such disruption will not occur in the future and if any such disruption occurs, such disruption may result in unexpected increases in prices of our raw materials and packaging material costs.

We import certain of our raw materials, including toluene diisocyanate, polymer polyol, base polyol, cell opener and wood from various countries such as the United State of America, China, Singapore, Malaysia, Singapore, Vietnam and Thailand. The table below provides our cost of imported materials as a percentage of our total purchases of raw materials in the period/ years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Cost of imported materials (₹ million)	1,115.55	1,046.29	988.38	1,435.48
Cost of imported materials as a percentage of total purchases of raw materials	22.74%	21.90%	22.48%	33.70%

Any restrictions imposed by the Government of India on the import of such raw materials or any embargoes on the jurisdictions where our suppliers are located, or any increases in import duties on these raw materials, may adversely affect our business, results of operations and prospects. While we have not faced any such restrictions on the import of required raw materials in the nine months period ended December 31, 2024 and in the last three fiscal years which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure that these issues will not arise in the future. We are also subject to the risks associated with changing international trade policies, including the imposition of anti-dumping duties. Anti-dumping duties can increase the cost of imported raw materials, making our products less competitive in the market, which could have an adverse impact on our business, results of operations, financial condition, and cash flows.

7. ***We rely on third party logistics service providers to transport our products, and any disruption in our transportation arrangements or increases in transportation costs may adversely affect our business, results of operations, financial condition and cash flows.***

We rely on third party logistics service providers to transport our products between our manufacturing facilities and intermediate delivery points such as our warehouses, retail stores and inventory holding points, or to transport some of our products to our customers. We transport our finished products by road and sea. Transportation strikes may have an adverse effect on supplies and deliveries to our customers. In addition, our products may be lost or damaged in transit for various reasons including occurrence of accidents, natural disasters or adverse weather conditions. There may also be a delay in delivery of our products which may also affect our business and results of operation negatively. Any failure to maintain continuous delivery of our products to our customers in an efficient and reliable manner could have an adverse effect on our business, financial condition, results of operations and cash flows. Any recompense received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on courier and delivery charges, which could have an adverse impact on our business, results of operations, financial condition and cash flows. While we have not had instances of delays in deliveries due to any disruption in our transportation arrangement or increases in transportation costs which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that the same will not occur in the future. The table below sets forth details of courier and delivery charges, which is also expressed as a percentage of our revenue from operations for the period/ years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Courier and delivery charges (₹ million)	749.92	821.87	658.60	581.19
Courier and delivery charges as a percentage of Revenue from operations	7.72%	8.33%	8.10%	9.19%

8. We are reliant on our relationships with online marketplaces. Any technological disruptions to such online marketplaces, increase in the cost of their services or their heightened focus on promoting private label brands could adversely affect our business, results of operations, financial condition and cash flows.

We are reliant on online marketplaces for the sale of our products. The table below sets forth our revenues from the sale of our products through online marketplaces for the period/ years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from the sale of products through online marketplaces* (₹ million)	3,950.63	3,817.70	3,347.27	2,512.82
Revenue from the sale of products through online marketplaces as a percentage of our Revenue from operations	40.68%	38.71%	41.19%	39.72%

**Online marketplaces include e-commerce platforms and quick commerce platforms.*

If our competitors offer online marketplaces more favourable terms or have more products available to meet their needs or utilize the leverage of broader product lines to be sold through them, the online marketplaces may de-emphasize or decline to sell our products. We may also face significant competition from these marketplaces that promote other brands for various commercial reasons including promotion of their private label brands. These marketplaces have the advantage of controlling the platform and can prioritize their own or third party products in search results, advertising, and promotions. This may lead to reduced visibility and sales for our products. Additionally, these marketplaces may create similar or identical items at competitive prices. This may have an adverse impact on our market share and pricing power which could have an adverse impact on our business, results of operations, financial condition, and cash flows. Furthermore, an increase in commission or advertising costs by online marketplaces could lead to a reduction in our profit margins, which in turn could have an adverse impact on our business, results of operations, financial condition, and cash flows. We cannot assure you that we will be able to secure promotion of our products on online marketplaces, and our inability to do so may affect our brand visibility on these online marketplaces.

The online marketplaces may be disrupted due to technological disruptions. Should such disruptions occur, it may adversely impact our production schedules and inventories. Online marketplaces could increase the cost of their services, due to inflationary pressures or other reasons, which may adversely impact our business, results of operations, financial condition and cash flows. Further, we are also exposed to risks related to product deliveries by online marketplaces. Any incidents of delivery delays or unprofessional behaviour by the platform workers employed by these marketplaces could damage our brand image and adversely impact our business, results of operations, financial conditions, and cash flows. While we have not had incidents of delivery delays or unprofessional behaviour by platform workers employed at these marketplaces which had an adverse impact on our business, results of operations, financial conditions and cash flows in the nine months period ended December 31, 2024 and the last three Fiscals, we cannot assure you that such incidents will not occur in the future.

9. Our inability to effectively manage our growth or implement our growth strategies may have an adverse effect on our business, results of operations, financial condition and cash flows.

We have experienced growth in our financial performance over the past three Fiscals and the nine months period ended December 31, 2024. The table below sets forth details of our revenue from operations for the periods/ years indicated:

Particulars	Nine months ended period December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from operations (₹ million)	9,710.86	9,863.53	8,126.20	6,325.87
Revenue from operations growth (%)	Not applicable*	21.38%	28.46%	Not applicable**

**Revenue from operations growth for nine months period ended December 31, 2024 has not been included as the comparative period financial information has not been included in this Draft Red Herring Prospectus.*
***Revenue from operations growth for the year ended March 31, 2022 has not been included as the comparative period figure under Ind AS*

for Fiscal 2021 is not available.

Our growth strategies include the strategic expansion of COCO – Regular Stores and setting up of COCO – Jumbo Stores, and enhance sales on our website, synergistic, data-driven product category expansion with a focus on scaling our operations, developing, investing and increasing brand salience and brand awareness, leveraging technology to enhance customer experience and driving operational efficiencies, increasing customer lifetime value and offer interior designing services. For further information, see "*Our Business – Our Strategies*" on page 189. The implementation of these growth strategies will place significant demands on our management and other resources, necessitating continuous development and improvement of our operational, financial, and other internal controls to ensure effective execution and sustainability of these strategies. We cannot assure you that our future growth strategy will be successful or that we will be able to continue to expand further, or at the same rate. Our ability to manage our future growth will also depend on our ability to expand, train, motivate and manage our personnel. We cannot assure you that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Our inability to manage our business and implement our growth strategies could have an adverse effect on our business, results of operations, financial condition and cash flows.

10. ***If we fail to develop and launch new products in response to changes in market demands, trends, spending patterns and customer preferences in a timely and effective manner, our business, results of operations, cash flows, and financial condition may be adversely affected.***

Our results of operations are dependent on our ability to anticipate, gauge and respond to changes in the market demand and customer preference for the products we manufacture, and develop new products, or modify our existing offerings in line with these changes. If we misjudge the market for our products or are unable to offer new products or modify our existing products in line with changes in market trends, our sales may get adversely affected. While we continue to undertake product development initiatives and introduction of new products, we are subject to general risks associated with introduction of new products including the lack of market acceptance. We cannot assure you that new products will receive market acceptance or address changing consumer trends or emerging industry standards. Any rapid change in the expectations of our consumers in our business on account of changes in technology or introduction of new alternate products could adversely affect our business, results of operations and financial condition.

11. ***Our business is dependent on our manufacturing facilities and we are subject to certain risks in our manufacturing processes. Any unscheduled, unplanned or prolonged disruption of our manufacturing operations could materially and adversely affect our business, financial condition, cash flows and results of operations.***

We operate five manufacturing facilities, of which two are situated at Bengaluru, Karnataka, two at Hosur, Tamil Nadu and one at Sonipat, Haryana. Our business is dependent on our ability to efficiently manage our manufacturing facilities and the operational risks associated with it, including those beyond our reasonable control. Any unscheduled, unplanned or prolonged disruption of our manufacturing operations, including on account of power failure, fire, mechanical failure of equipment, performance below expected levels of output or efficiency, obsolescence, non-availability of adequate labour or disagreements with our workforce, lock-outs, earthquakes and other natural disasters, industrial accidents, any significant social, political or economic disturbances or infectious disease outbreaks, could have an adverse impact our sales, overall business, results of operations, financial condition and cash flows. Disruptions in our manufacturing operations could delay production or require us to temporarily or permanently cease operations at our manufacturing facilities and require us to incur additional expenditure to attempt to mitigate such disruption. While we have not experienced any prolonged disruptions at our manufacturing facilities in the nine months period ended December 31, 2024 and the last three Fiscals, we cannot assure you that such instances will not arise in the future.

Certain of our manufacturing processes such as foam production or the use of cutting machines are inherently hazardous. If any industrial accident, loss of human life or injuries were to occur, we could be subject to significant penalties, other actionable claims and, in some instances, criminal prosecution. In the past, we have had a case of a minor accident where a workman suffered an injury, and a complaint was filed before the Chief Judicial Magistrate, Krishnagiri, Tamil Nadu against our Chairperson, Chief Executive Officer and Executive Director, Ankit Garg, upon inspection by the Deputy Director, Department of Industrial Safety and Health. Appropriate compensation and fine was paid in this case and the same was closed. In addition to adversely affecting our reputation, any such accidents may result in a loss of property or disruption in our manufacturing operations entirely, levy of fines, penalties or compensation or adverse action against our employees, officers or management, which may have an adverse effect on our business operations, results of operations, financial condition and cash flows. We may also be subject to manufacturing disruptions in case of any contravention by us of applicable regulatory approvals until such regulatory issues are resolved, which may have an adverse effect on our business, financial condition, cash flows and results of operations. While we have not faced any regulatory action due to non-compliances related to our manufacturing operations in the nine months period ended December 31, 2024 and the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such instances will not arise in the future. For further details, please also see "*Risk Factors - Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, may adversely affect our business, financial condition, results of operations* *and cash flows*" on page 44.

12. The home and furnishings industry is competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.

The home and furnishings industry in India is competitive, fragmented and largely unorganised and faces certain threats and challenges that impact scalability and profitability. Economic sensitivity, discretionary spending risks, and supply chain disruptions due to inflation and geopolitical issues may erode margins and disrupt operations. Regulatory and environmental compliance adds complexity, while intense competition and the bulky nature of products create logistical hurdles and limit repeat purchases. Given the inherently low barriers to entry in these markets, a significant proportion of the home solutions products industry in India, and in particular, the mattresses and furniture industries is unorganised, with competitors running unbranded and smaller scale operations. Our unorganised competitors may incur lesser operating expenses, given the size and scale of their operations and have a deeper retail reach in the territories that they operate in, than us. We cannot assure you that we can effectively compete with entities in the unorganised markets.

We also compete with various organised players in the home and furnishings industry. Some of our competitors may be larger than us, have more financial and other resources and have products with greater brand recognition than ours. Our competitors in certain regions may also have better access to raw materials required in our operations and may procure them at lower costs than us, and consequently be able to sell their products at lower prices. Some of our competitors may also sell inferior quality products at lower prices, thereby increasing pricing pressure on us. This competitive pricing strategy can lead to a perception of higher costs associated with our products, potentially driving customers towards cheaper alternatives. As a result, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that our business and results of operations will not be adversely affected by increased competition. Increased competition may lead to a reduction in our market share as competitors may introduce innovative products and employ aggressive pricing strategies. In addition, our competitors may significantly increase their advertising and brand building activities to promote their brands and products, which may require us to similarly increase our advertising and marketing expenses and engage in effective pricing strategies, which may have an adverse effect on our business, financial condition, cash flows and results of operations. For information regarding revenue from operations and EBITDA for Fiscals 2024, 2023 and 2022 of our Indian peers which include 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 and Royaloak Incorporation Private Limited, see "*Industry Overview – Financial Benchmarking of players in the home & furnishings space*" on pages 168.

13. Any failure in our quality control processes or if the quality of our products does not meet our customers' expectations, could have an adverse effect on our business, results of operations, financial condition and cash flows.

While we have internal quality standards and our quality control teams perform quality control processes for raw materials and the final products before they are dispatched to our customers, our products may contain quality issues or undetected errors or defects. For further information, see "*Our Business - Business Operations - Quality Assurance and Quality Control*" on page 213. In particular, advanced sleep tech products such as Track8 and Regul8 expose us to risks related to product malfunctions, which necessitate stringent quality control processes to ensure product reliability. We cannot assure you that our quality standards will be adhered to, and if they are not, that our quality control processes and inspections will accurately detect all deficiencies in the quality of our products at all times, before such products reach the customers. We have, from time to time, due to quality defects, replaced or accepted returns of products sold to our customers in accordance with our replacements and returns policy. In the event the quality of our products is not in accordance with our standards or our products are defective, our customers may return our products, we may be required to recall or replace such products at additional cost to us and our reputation may be impacted. Also, see "*Risk Factors - We provide product warranties and, if our product warranty obligations are significantly in excess of our warranty provisions, our business, financial condition and results of operations could be adversely affected.*" on page 42.

In addition, material quality issues can expose us to product liability claims in the event that our products fail to meet the required quality standards, or are alleged to cause harm to customers. We face the risk of legal proceedings and product liability claims being brought against us by our consumers, for various reasons including for defective products sold. We have not been subject to any legal proceedings in relation to the product liability claims in the nine months period ended December 31, 2024 and the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows. We cannot assure you that we will not experience any product liability claims in the future or that we will not incur significant costs to defend any such claims. Product liability claims, successful or otherwise, may adversely affect our reputation, brand image and sales. Our inability to avoid or defend product liability claims may adversely affect our business, results of operations and financial condition.

14. We have experienced negative cash flows from operating activities in Fiscal 2023 and Fiscal 2022. We may continue to have negative cash flows in the future.

We have had negative cash flows from operating activities in Fiscal 2023 and Fiscal 2022, details of which are set out below:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash generated from/(used in) operating activities (₹ million)	64.90	805.93	(204.63)	(1,475.94)

We experienced negative cash flows in Fiscal 2022 primarily due to loss before tax and increase in inventories due to expansion of furniture category. In Fiscal 2023, we experienced negative cash flows primarily due to loss before tax. Further, in the nine months ended December 31, 2024, while our operating profit before working capital changes was ₹ 688.79 million, however our net cash generated from operating activities was ₹ 64.90 million on account of increase in inventories of ₹ 619.51 million as a result of chemical hedging which led to higher raw material costs and the need to procure wood in bulk because of import conditions imposed by the Bureau of Indian Standards. We cannot assure you that we will be able to generate positive cash flow from operating activities in the future. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows*" on page 357.

15. ***Our business requires working capital. Any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, cash flows and financial condition.***

We require working capital for purchasing key raw materials. The table below sets forth details regarding our Net working capital days for the period/years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(₹ millions, unless otherwise stated)			
Inventories (I)	1,926.31	1,306.83	1,155.85	1,370.20
Trade receivables (II)	358.50	280.88	168.30	136.57
Trade payables (III)	1,586.71	1,444.20	1,095.19	825.55
Net working capital (I+II-III)	698.10	143.51	228.96	681.22
Average net working capital (IV)	420.81	186.24	455.09	474.24
Revenue from operations (V)	9,710.86	9,863.53	8,126.20	6,325.87
Net working capital days (IV/V) (Number of days in the period/ year)	11.92	6.89	20.44	27.36

Notes:
*Net working capital days is calculated as (Average Net working capital divided by Revenue from operations)*365. However, for the nine months period ended December 31, 2024, Net working capital days is calculated as (Average Net working capital divided by Revenue from operations)*275. Net working capital is calculated as Inventories plus Trade Receivables minus Trade Payables.*

Our working capital requirements may increase if the payment terms in our arrangements with our multi-brand outlets include reduced advance payments or longer payment schedules or increased advance payments or shorter credit period from our suppliers. These factors may result in increases in the amount of, our receivables, short-term borrowings and the cost of availing such working capital funding. Additionally, our inability to obtain adequate amount of working capital at such terms which are favourable to us and in a timely manner or at all may also have an adverse effect on our financial condition. Continued increases in our working capital requirements may have an adverse effect on our business, results of operations, financial condition and cash flows.

16. ***Sales of our products are affected by seasonality, particularly during the festive season during which our sales are comparatively higher, which could result in fluctuations in our operating results.***

Sales of our products are affected by seasonality, particularly during the festive season during which our sales are comparatively higher. As a result, our results of operations are likely to fluctuate from period to period and comparisons of our revenue and results of operations within a single Fiscal or in different Fiscals may not necessarily be meaningful and should not be relied on as indicators of our performance for any future fiscal period. Further, demand for our products, including mattresses, furniture, and furnishings, tends to increase significantly during these periods. If we are unable to accurately forecast and manage this increased demand, we may face stockouts or delayed deliveries. Additionally, any disruptions in our supply chain or production processes during these peak periods can have an adverse impact on our operations. Failure to effectively manage seasonal fluctuations could adversely affect our business, results of operations, financial condition, and cash flows.

17. ***We provide product warranties and, if our product warranty obligations are significantly in excess of our warranty provisions, our business, financial condition and results of operations could be adversely affected.***

We provide warranties on our products, ranging from three months to fifteen years, depending on the product and subject to various limitations. We recognize a provision for expected warranty claims in respect of products sold during the year, based on our estimates regarding return trends of products and the costs of repair and replacement. The table below sets forth details about movement in warranty provision as of the dates indicated:

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
At the beginning of the period/ year (₹ million)	45.60	31.52	19.52	10.32
Addition during the period/ year (₹ million)	14.38	15.07	12.00	9.20
Utilised during the period/ year (₹ million)	(9.38)	(0.99)	-	-
At the end of the period/ year (₹ million)	50.60	45.60	31.52	19.52

We cannot assure you that our warranty provision will be adequate for all warranty claims that arise. Warranty obligations in excess of our reserves could have an adverse impact on our business, results of operations, financial condition, and cash flows.

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.

There are outstanding legal and regulatory proceedings involving our Company and Directors which are pending at different levels of adjudication before various courts, tribunals and other authorities. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally, as applicable. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, continuity of our management, business, cash flows, financial condition and results of operations. The summary of such outstanding material legal and regulatory proceedings as on the date of this Draft Red Herring Prospectus is set out below:

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)]
Company						
By our Company	2	Nil	N.A.	N.A.	Nil	0.38
Against our Company	Nil	19	Nil	N.A.	Nil	97.21
Directors#						
By our Directors	Nil	Nil	N.A.	N.A.	1	99.00
Against our Directors	6	Nil	Nil	N.A.	Nil	Nil
Promoters						
By our Promoters	Nil	Nil	N.A.	N.A.	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil

(1) To the extent ascertainable and quantifiable.
\# *Other than the Directors who are also the Promoters of our Company.*

Category of individuals	Criminal proceedings	Statutory or regulatory proceedings	Aggregate amount involved (in ₹ million)[(1)]
Key Managerial Personnel*			
By our Key Managerial Personnel	Nil	N.A.	Nil
Against our Key Managerial Personnel	Nil	Nil	Nil
Senior Management			
By our Senior Management	Nil	N.A.	Nil
Against our Senior Management	Nil	Nil	Nil

(1) To the extent ascertainable and quantifiable.
** Other than Key Managerial Personnel who are also Directors and Promoters of our Company.*

We cannot assure you that any of these matters will be settled in favour of our Company or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may have an adverse effect on our business, financial position, prospects, cash flows, results of operations and our reputation. For further information, see "*Outstanding Litigation and Other Material Developments*" on page 366.

19. Our proposed expansion plans relating to the opening of new COCO – Regular Stores and one COCO – Jumbo Store

are subject to the risk of unanticipated delays in implementation and cost overruns.

Our capital expenditure plans in relation to the proposed setting up of new COCO – Regular Stores and one COCO – Jumbo Store are subject to potential risks and uncertainties that these activities typically face, including cost overruns or delays. Problems that could adversely affect our expansion plans include labour shortages, increased costs of equipment or manpower, delays in completion, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, increase in other expenses, not securing properties or lease or license rights to properties for proposed stores and other external factors which may not be within the control of our management. We cannot assure you that the proposed expansion will be completed as planned or on schedule, and if they are not completed in a timely manner, or at all, our budgeted costs may be insufficient to meet our proposed capital expenditure requirements. If our actual capital expenditure significantly exceeds our budgets, or even if our budgets were sufficient to cover such activities, we may not be able to achieve the intended economic benefits of such capital expenditure, which in turn may adversely affect our business, financial condition, results of operations, cash flows, and prospects. We cannot assure you that we will be able to complete the aforementioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

Further, we propose to utilise a portion of the Net Proceeds towards the capital expenditure to be incurred by our Company for setting up 117 new COCO – Regular Stores in India; and one COCO – Jumbo Store. For further information, see "*Objects of the Offer*" on page 111. There is a risk of cost overruns, especially with the COCO – Jumbo Store as we lack prior experience in opening such large stores. Any unforeseen increases in construction costs, equipment prices, or other related expenses could lead to variations in the allocation of the Net Proceeds. Also, see "*-Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.*" on page 49.

20. Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, may adversely affect our business, financial condition, results of operations and cash flows.

We are required to obtain certain approvals, registrations, permissions and licenses from regulatory authorities, to undertake our operations including environmental approvals, shops and establishments license, factory licenses and labour and tax related approvals. For further information on the nature of approvals and licenses required for our business and details of their validity, see "*Government and Other Approvals*" on page 371. These approvals, licenses, registrations and permissions may be subject to numerous conditions. If we fail to obtain some or all of these approvals or licenses, or renewals thereof, in a timely manner or at all, or if we fail to comply with applicable conditions or it is claimed that we have breached any such conditions, our license or permission for carrying on a particular activity may be suspended or cancelled and consequently we may not be able to carry on such activity, which could adversely affect our business, results of operations, financial condition and cash flows. In the past, we have had an instance where our GST registration in Andhra Pradesh was suspended as the principal place of business recorded in the registration certificate was not updated. However, the matter was resolved and the suspension was subsequently revoked. Further, in the past we have received show cause notices under the provisions of the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1982 alleging non-compliance with certain conditions of the consent to establish with respect to Manufacturing Facility V. While we have responded to these notices, no further action has been taken against us. We cannot assure you that similar incidents will not arise in the future or any further actions will not be taken against us in relation to such notices.

We have and may need to in the future, apply for certain additional approvals, including the renewal of approvals, which may expire from time to time. We have, *inter alia*, made applications for certain approvals which are pending as on the date of this Draft Red Herring Prospectus. For instance, we have applied for authorizations under the Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016, in relation to certain of our Manufacturing Facilities, registration of establishment under the respective state shops and establishment acts, trade licenses, under the respective municipal corporation acts for certain of our COCO – Regular Stores. For details, see "*Government and Other Approvals*" on page 371. We cannot assure you that such approvals and licenses will be granted or renewed in a timely manner or will not be cancelled or withdrawn by the relevant governmental or regulatory authorities. Failure to obtain or renew such approvals and licenses in a timely manner would make our operations non-compliant with applicable laws and may result in the imposition of penalties by relevant authorities and may also prevent us from carrying out our business.

21. We have incurred indebtedness and an inability to obtain further financing or to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, financial condition and cash flows.

We have entered into various financing arrangements with various lenders for short-term and long terms facilities. The table below sets forth certain information of our working capital loan and interest expense on our working capital loan, as of and for the period/years as indicated:

Particulars	As of/ for the nine months period ended December 31, 2024	As of/ for the year ended March 31, 2024	As of/ for the year ended March 31, 2023	As of/ for the year ended March 31, 2022
Working capital loan (₹ million)	40.24	73.61	-	-
Interest expense on working capital loan (₹ million)	4.22	8.35	1.53	0.63

Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to generate sufficient cash flows to service such debt. Any additional indebtedness we incur may have consequences, including, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditure and reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions.

Our financing arrangement include conditions that require us to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions including altering our capital structure, change in our shareholding pattern, changing the management including changes in the key managerial personnel of the Company, dilution of Promoters' shareholding, change in nature of the business, alteration in the constitutional documents and creation of security. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. While there has been no breach of such covenants or delay or defaults towards our payment obligations in the last three Fiscals and the nine months period ended December 31, 2024, we cannot assure you that we will be able to comply with these financial or other covenants at all times or that we will be able to obtain the consent necessary to take the actions that we believe are required to operate and grow our business. Further, there has been no re-scheduling/ re-structuring in relation to borrowings availed by us from any financial institutions or banks in the last three Fiscals and the nine months period ended December 31, 2024. As of the date of this Draft Red Herring Prospectus, we have received all consents required from our lenders in connection with the Offer.

In terms of security, we have created hypothecation over the present and future current assets of our Company, created a charge by a first charge *pari passu* by way of hypothecation, on both present and future current assets of our Company, fixed deposits for bank guarantee margin *pari pasu* on current assets, *pari passu* second charge over 25% of the Company's stocks. In an event of default, the hypothecated assets may be subject to seizure by creditors, which could adversely affect our business, results of operations, financial condition and cash flow.

22. ***We have capital expenditure requirements and may require financing in the future and our operations could be curtailed if we are unable to obtain the required financing when needed.***

We have incurred capital expenditure to expand and upgrade our existing manufacturing facilities and expand our COCO – Regular Stores. The following table sets forth details of our additions to property, plant and equipment in the period/years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Additions to the property, plant and equipment (₹ million)	319.57	383.28	756.52	671.40
Additions to the property, plant and equipment as a percentage of Revenue from operations	3.29%	3.89%	9.31%	10.61%
Additions to the property, plant and equipment as a percentage of operating cash flow	492.40%	47.56%	(369.70)%	(45.49)%

Our sources of additional capital required to meet our capital expenditure plans, may include the incurrence of debt or the issue of equity or debt securities or a combination of both. Further, our budgeted resources may prove insufficient to meet our requirements which could drain our internal accruals or compel us to raise additional capital. If we are required to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. We may also become subject to additional restrictive covenants in our financing agreements, which could limit our ability to access cash flows from operations and undertake certain types of transactions. Any issuance of equity, on the other hand, would result in a dilution of the shareholding of existing shareholders. If any of the foregoing were to occur, our business, results of operations, cash flows and financial condition could be adversely affected.

Further, our Company proposes to utilise ₹154.08 million from the Net Proceeds towards the purchase of new machinery and equipment which will be installed at our Company's manufacturing unit situated at Hosur, Tamil Nadu (Manufacturing Facility IV – Hosur, Tamil Nadu) to enhance our existing manufacturing capabilities. For further details, see "*Objects of the Offer – Capital expenditure to be incurred by the Company for purchase of new equipment and machinery*" on page 118. We may encounter various challenges such as issues with procurement of the equipment or machinery and increased costs of equipment. If there are significant cost overruns, the overall benefit of such capital expenditure to our revenues and profitability may decline. If the expenditure that we incur does not produce anticipated or desired results, our profitability and financial condition will be adversely affected.

23. If we fail to protect or incur significant costs in defending our intellectual property or if we infringe the intellectual property rights of others, our business, results of operation, financial condition and cash flows could be adversely affected.

As of the date of this Draft Red Herring Prospectus, we had registered 78 trademarks under class 6, 7, 8, 9, 10, 11, 14, 16, 18, 20, 21, 22, 23, 24, 26, 27, 28, 37, 41, 42, 43 with the Registrar of Trademarks under the Trademarks Act, 1999. Further, as of the date of this Draft Red Herring Prospectus, we have applied for 35 trademarks under classes 9, 10, 20, 24, 35, and 42 and 1 patent in India which is pending approval. Further, we have registered one trademark in the United Kingdom, one trademark in Australia and have made six applications outside India through the World Intellectual Property Organization procedure, including Oman, Japan, USA, Singapore, Canada and UAE which are currently pending.

For further details, see "*Our Business – Intellectual Property*" on page 214. Our future success depends, in part, on our ability to protect these intellectual property and other proprietary rights that we may develop. We rely primarily on patents, trademarks and anti-trust laws, as well as other contractual provisions, to protect our intellectual property and other proprietary rights. Despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property or otherwise gaining access to our technology. In the past, we have had instances where products were listed on certain online platforms with names that infringed on our trademarks. To address this, we submitted 'take-down' requests to the relevant online platforms, to ensure the protection of our intellectual property. Further, in the past, we identified certain trademark applications that were similar to our registered trademarks. To address this, we issued cease and desist notices to the relevant parties and also initiated opposition proceedings before the relevant authorities. Certain of our notices of opposition submitted under the Trade Marks Act, 1999 continue to be pending before the relevant authorities. Further, we have also received notices of opposition from third parties against certain marks that we intend to register as our trademark. We cannot assure you that the aforesaid instances will not arise in the future. If we fail to protect our intellectual property and other proprietary rights, then our business, results of operation and financial condition could be adversely affected.

While we ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights. We have in the past and are currently subject to certain proceedings initiated by third-parties, alleging infringement of their intellectual property. Further, we have received an email notice from Snoozer Bedding Limited, alleging infringement of its registered trademark, to which have responded on March 7, 2025. This matter is currently on-going. Additionally, our Company received a cease-and-desist notice dated April 2, 2025, alleging infringement of intellectual property owned by Tips Films Limited in relation to an advertisement published by our Company. Our Company responded to this notice on April 30, 2025. Any claims of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. As a result of such infringement claims, we could be required to pay third party infringement claims, alter our technologies, obtain licenses or cease some portions of our operations.

24. We may incur uninsured losses or losses in excess of our insurance coverage which could have an adverse impact on our business, results of operations, financial condition and cash flows.

We maintain insurance cover for our properties, including leasehold improvements, plant and machinery, office equipment, furniture and fixtures, raw materials, semi-finished goods, finished goods and stock in trade. For further information on the insurance policies availed by us, see "*Our Business – Insurance*" on page 215. These insurance policies are generally valid for one year and are renewed yearly. We cannot assure you that the renewal of our insurance policies in the future will be granted in a timely manner, at acceptable cost or at all.

The following tables set forth details of coverage of our insurance policies against the total insurable assets in the years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Coverage of insurance policies (₹ million)	16,764.38	10,829.07	9,323.47	4,801.13
Coverage of insurance policies as a percentage of total insurable assets*	373.41%	301.59%	303.36%	162.94%

* *Insurable assets include gross property, plant and equipment, inventories, cash on hand and capital work in progress.*

We could face liabilities or otherwise suffer losses should any unforeseen incident such as malfunction or failure of manufacturing equipment, natural disaster, fire, flood, and accidents affect our manufacturing units. Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain types of risks. We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part, on time, or at all. The table below sets forth details of the insurance amount claimed and insurance amount received for the period/years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Insurance amount claimed (₹ million)	0.17	Nil	0.52	19.17
Insurance amount received (₹ million)	0.15	Nil	0.45	18.67*

**The amount was received in Fiscal 2023 however it has been shown in the above table under Fiscal 2022 to correlate it with the insurance amount claimed.*

To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, cash flows, financial condition and results of operations could be adversely affected. Any damage suffered by us in excess of such limited coverage amounts, or in respect of uninsured events, not covered by such insurance policies will have to be borne by us. While we have not experienced any instance where we incurred losses exceeding our insurance coverage in the nine months period ended December 31, 2024 and the last three Fiscals, we cannot assure you that such instance will not arise in the future.

25. We have never operated COCO – Jumbo Stores in the past. Our lack of experience in operating such stores may impact our business, results of operations, financial condition and cash flows.

We intend to set up COCO – Jumbo Stores, in India, with an estimated size ranging between 50,000 square feet to 200,000 square feet to offer a comprehensive range of our products. While these COCO – Jumbo Stores will be set up across multiple geographical locations, we will be starting with two COCO – Jumbo Stores to be set up and opened in Bengaluru, India. Of the two COCO – Jumbo Stores, one will be funded through a portion of our Net Proceeds and the other through internal accruals. For further details, see "*Objects of the Offer – Capital expenditure to be incurred by our Company for setting up of 117 new COCO – Regular Stores and one COCO – Jumbo Store*" on page 112. Since we do not have any past experience in opening and operating a retail store of this size and magnitude, this initiative presents several significant risks.

We may face challenges from an operational perspective, as managing such large stores will require expertise in areas such as space management and inventory control. Efficiently managing a store of this scale requires timely restocking, and maintaining optimal inventory levels to meet customer demand without overstocking. Staffing a large store requires careful planning to ensure adequate coverage during peak times while avoiding unnecessary labour costs during slower periods. Given our lack of prior experience, we may face challenges in these areas, leading to inefficiencies and higher operational costs.

Further, there is a risk that the market may not respond as expected to the opening of these large-format stores. If we are unable to generate proportionate revenues to cover the increased costs associated with these stores, it could negatively impact our business, results of operations, financial condition, and cash flows. We cannot assure you that the market demand will be sufficient to support the sales volumes needed to achieve profitability from these stores.

26. Our change in strategy to open smaller sized COCO – Regular Stores in the future may have an adverse impact on our business, results of operations, financial condition and cash flows.

We propose to utilise a portion of the Net Proceeds towards the capital expenditure to be incurred by our Company for setting up 117 new COCO – Regular Stores in India. As on December 31, 2024, the average size of our COCO – Regular Stores (*aggregate area divided by number of active COCO – Regular Stores*) is 3,440.90 square feet per COCO – Regular Store. We intend to open COCO – Regular Stores of varied sizes, tailored to specific catchment areas for mattress, furniture and furnishings products. We also intend to tap into smaller cities and towns and underserved pockets of metropolitan cities in

India. As a result, some of the new COCO – Regular Stores we intend to open may be smaller than our current average store size. For further details, see "*Objects of the Offer - Capital expenditure to be incurred by our Company for setting up of 117 new COCO – Regular Stores and one COCO – Jumbo Store*" on page 112.

While this strategy of opening smaller-sized COCO – Regular Stores offers opportunities for market expansion and increased customer reach, it also introduces several risks that could impact our business, results of operations, financial condition, and cash flows. Smaller stores may have limited floor space, which could restrict the variety and quantity of products displayed. This might result in lower sales volumes compared to larger stores, especially if the smaller size limits the ability to showcase a comprehensive range of products. A smaller store may not provide the same level of customer experience as a larger store. Limited space could affect the layout and ambiance, potentially impacting customer satisfaction and loyalty.

Furthermore, smaller stores may require different operational strategies, including efficient space utilization, streamlined inventory management, and tailored staffing levels. Given that we do not have prior experience operating such smaller-sized stores, we may face challenges in effectively managing these aspects. If we are unable to do so, it could have an adverse impact on the performance of these stores and, consequently, on our overall business, results of operations, financial condition, and cash flows.

27. ***Our business is manpower intensive. Our business may be adversely affected by work stoppages, strikes, lockouts, increased wage demands by our employees, or an increase in minimum wages, and if we are unable to engage new employees at commercially attractive terms.***

Our operations are manpower intensive and we are dependent on our workforce for a significant portion of our operations. The success of our operations depends on the availability of and maintaining good relationships with our workforce. Shortage of workforce or disruptions caused by disagreements with workforce could have an adverse effect on our business, results of operations, financial condition and cash flows. While we have not experienced any labour unrest in the nine months period ended December 31, 2024 and the last three Fiscals, which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that we will not experience disruptions in work or our operations due to disputes, strikes, work stoppages, work slow-downs or lockouts at our manufacturing units or other problems with our work force, which may adversely affect our ability to continue our business operations. Any labour unrest could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations.

Our success also depends on our ability to attract, hire, train and retain skilled manufacturing personnel. Our inability to recruit, train and retain suitably qualified and skilled personnel could adversely impact our business, results of operations, financial condition and cash flows. As at December 31, 2024, we were supported by 2,085 employees out of which 1,504 were employees (excluding skilled and unskilled labours) and 581 were skilled and unskilled labours. For further details, see "*Our Business – Employees*" on page 214. The following table sets forth the details regarding rate of attrition of our employees, and skilled and unskilled labours in the period/years indicated:

Particulars	As at / for the nine months period ended December 31, 2024	As at/ for the year ended March 31, 2024	As at/ for the year ended March 31, 2023	As at/ for the year ended March 31, 2022
Number of employees (excluding skilled and unskilled labours)	1,504	1,220	1,076	906
Attrition rate of our employees (excluding skilled and unskilled labours)	35.40%	41.36%	54.38%	64.63%
Number of skilled and unskilled labours	581	474	474	551
Attrition rate of our skilled and unskilled labours	43.15%	33.16%	53.66%	41.42%

Note : Attrition rate represents number of resignations in the relevant category as a percentage of average of opening number plus closing number of employees in the relevant category as at the end of respective year.

We cannot assure you that attrition rates for our employees will not increase. Further, we are subject to stringent labour laws, and any violation of these laws may lead regulators or other authorities to order a suspension of certain or all of our operations. We may need to increase compensation and other benefits either to attract and retain key personnel or due to increased wage demands by our employees, or an increase in minimum wages and that may adversely affect our business, results of operations, financial condition and cash flows. The following table sets forth the details regarding our employee benefits expense in the period/years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Employee benefits expense (₹	1,257.70	1,346.32	1,057.72	915.23

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
million)				
Employee benefits expense as a percentage of the total expenses	12.54%	13.04%	10.95%	12.31%

Additionally, as of nine months period ended December 31, 2024, we engaged 3,049 contract labourers for carrying out certain of our operations. While we hire such contract labour through independent contractors, we may be held responsible for paying the wages of such workers, if the independent contractors default on their obligations, and such obligations could have an adverse effect on our business, results of operations, financial conditions and cash flows.

28. We may grow inorganically through strategic acquisitions. If we fail to integrate or manage acquired companies or businesses efficiently, or if the acquired companies or businesses are difficult to integrate, our business, results of operations, financial conditions and cash flows may be adversely affected.

We intend to explore and consider opportunities that can create synergies between the target companies and us and are in line with our growth strategy. We intend to acquire entities that expand our opportunities in existing or other new products. We cannot assure you that we will be able to successfully integrate these acquired entities into our existing operations as planned. These integration activities are complex and time-consuming, and we may encounter unexpected difficulties or incur unexpected costs, including:

- our inability to achieve the operating synergies anticipated in the acquisitions;
- possible cash flow interruption or loss of revenue as a result of transitional matters;
- generating sufficient revenues and net income to offset acquisition costs;
- retaining key senior management and key sales and marketing and research and development personnel, particularly those of the acquired operations;
- diversion of management attention from on-going business concerns to integration matters;
- failing to realise the potential cost savings or other financial benefits and/or the strategic benefits of the acquisition; and
- integrating and documenting processes and controls.

If we fail to properly evaluate acquisitions or investments, we may not achieve the anticipated benefits of any such acquisitions, and we may incur costs in excess of what we anticipate. The failure to successfully integrate the operations or otherwise to realise any of the anticipated benefits of the planned acquisitions could seriously harm our business, results of operations, financial conditions and cash flows.

29. We engage in foreign currency transactions and fluctuations in the exchange rate between the rupee and other currencies may adversely affect our operating results.

Our financial statements are presented in Rupees. However, our results of operations may be influenced by the currencies that we export in as well as by currencies of countries from where we procure raw material. Exchange rate fluctuations between the Indian Rupee and foreign currencies, especially USD and Euro, may have an adverse impact on our results of operations, cash flows and financial condition. The table below sets forth details of foreign currency exposure as of the dates indicated:

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Absolute total foreign currency exposure on trade receivable (₹ million)	Nil	Nil	Nil	Nil
Absolute total foreign currency exposure on trade payable (₹ million)	296.38	289.98	135.96	185.30
Absolute total foreign currency exposure on capital advances (₹ million)	3.90	Nil	44.24	28.60

We do not actively hedge our exposure to foreign currency in order to safeguard our cash flows and financial performance, and as a result, our operations, cash flows and financial performance could be adversely affected in case these currencies fluctuate significantly. While we have not experienced any adverse impacts on our results of operations, financial condition, or cash flows due to not hedging foreign exchange risks in the nine months period ended December 31, 2024 and the last three Fiscals, we cannot assure that such instances will not occur in the future.

30. Our funding requirement and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency. Our Management will have broad discretion over the use of the Net Proceeds.

We intend to utilize the Net Proceeds of the Offer as set forth in "*Objects of the Offer*" beginning on page 111. The funding requirements disclosed as a part of the objects of the Offer are based on internal management estimates in view of past expenditures and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances, costs, other financial conditions or business strategies. Our management, in accordance with the policies established by our Board of Directors from time to time, will have flexibility in deploying the Net Proceeds of the Offer. Based on the competitive nature of our industry, we may have to revise our business plan and/or management estimates from time to time and consequently our funding requirements may also change. Our management estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws, and may have an adverse impact on our business, financial condition, results of operations and cash flows.

Various risks and uncertainties, including those set forth in this section as well as in "*Objects of the Offer*" beginning on page 111, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. For example, the modes we shall utilize to undertake expenditures and investments towards our advertising and marketing strategies are not specific or identified at this stage. Further, the outcome of this expenditure and investment is not ascertainable or quantifiable at this stage and may be disproportionate to the revenue generated or consumer conversion rates. Similarly, we are also yet to identify the exact locations or enter into agreements for lease/ leave and license/sub-lease of properties for the COCO – Regular Stores and one of the COCO – Jumbo Stores which we intend to utilize the Net Proceeds towards the setting up of. While we have included estimated capital expenditure for the setting up of such COCO – Regular Stores and COCO – Jumbo Store of estimated size on the basis of quotations, we have not yet placed any orders for expenditure to be incurred for setting up the COCO – Regular Stores and the COCO – Jumbo Store. As a consequence of any increased costs, our actual deployment of funds may be higher than our management estimates. We may also face delays or incur additional costs due to failure to receive regulatory approvals, technical difficulties, human resource, technological or other resource constraints, or for other unforeseen reasons, events or circumstances. Further, we may not be able to attract personnel with sufficient skills or sufficiently train our personnel to manage our expansion plans. Accordingly, the use of Net Proceeds for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

31. Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.

We propose to utilize the Net Proceeds towards the following: (i) capital expenditure to be incurred by our Company for setting up of 117 new COCO – Regular Stores and one COCO – Jumbo Store; (ii) expenditure for lease, sub-lease rent and license fee payments for our existing COCO – Regular Stores; (iii) capital expenditure to be incurred by our Company for purchase of new equipment and machinery ; (iv) marketing and advertisement expenses towards enhancing the awareness and visibility of our brand and (v) for general corporate purposes. For further information of the proposed objects of the Offer, see "*Objects of the Offer*" on page 111. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability to obtain such shareholders' approval may adversely affect our business or operations.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any or vary the terms of any contract referred to in the Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of the Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business of operations.

32. We are exposed to consumer complaints and our failure to address these complaints in a timely manner could lead to litigation, which may adversely affect our business, results of operations, financial condition, and cash flows.

We receive complaints from our customers in the course of delivering our products to them. We receive such complaints through various portals including our website and customer helpline. Such complaints may be made against us on grounds of alleged deficiency in products (arising from different perceptions of results compared to that marketed or advertised). We may also be liable for claims from our customers if our products are found to be defective or unfit for their intended purposes. In addition, we may be subject to complaints based on malicious rumours regarding our products. Such events may generate negative publicity concerning our product quality, reduce consumers' confidence in our products and negatively impact our reputation. As a result, our business, profitability and financial performance may be adversely affected and we may also have to incur additional costs to restore our image and reputation. In the event that complaints from our consumers escalate into legal claims, our image and market reputation could be adversely affected. In addition, resources such as time and legal costs would have to be utilized and incurred to address such claims, thereby further affecting our business and financial performance. We cannot assure you that litigation would not be brought against us in the future. Our liabilities in respect of such claims could have an adverse effect on our business, financial condition and results of operations. As on the date of this Draft Red Herring Prospectus, there are 11 legal proceedings initiated by our customers that are currently pending before various forums. The aggregate amount claimed in these proceedings is approximately ₹ 2.03 million.

Further, while we have adopted a consumer grievance redressal policy to resolve consumer complaints, our failure to address complaints from customers can result in negative reviews and customer dissatisfaction which could have an adverse effect on our business, results of operations, financial conditions and cash flows.

33. Our operations are dependent on our ability to attract and retain qualified personnel, including our Key Managerial Personnel and Senior Management and any inability on our part to do so, could adversely affect our business, results of operations, financial condition and cash flows.

Our performance depends largely on the efforts and abilities of our Key Managerial Personnel and Senior Management. See "*Our Management*" on page 230. The inputs and experience of our Key Managerial Personnel and Senior Management are valuable for the development of our business and operations and the strategic directions taken by our Company. Our managerial and other employees are critical to maintaining the quality and consistency of our services and reputation and the loss of the services of our personnel may adversely affect our business and operations. While we believe that we currently have adequate qualified personnel for our operations, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel. For details regarding changes in Key Managerial Personnel and Senior Management during the last three Fiscals, see "*Our Management - Changes in the Key Managerial Personnel and Senior Management during the last three years*" on page 246. While there have been changes in Key Managerial Personnel and Senior Management during the last three Fiscals, there has been no instance in the nine months period ended December 31, 2024 and the last three Fiscals where the resignation of any Senior Management or Key Managerial Personnel had an adverse impact on our business, results of operations, cash flows or financial conditions, we cannot assure you that such instance will not arise in the future. Competition for qualified personnel with relevant industry expertise in India is intense and the loss of the services of our Key Managerial Personnel and Senior Management may adversely affect our business, results of operations, financial condition and cash flows.

We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires.

34. Any failure of our information technology systems and tools could adversely affect our business, results of operations, financial conditions and cash flows.

We have information technology systems and tools that support our business processes, including product development, sales, order processing, production, distribution, finance and data analyses. We have made, and will continue to make, significant investments in information technology systems and tools. Such expenditure may adversely affect our operating results if they are not offset by corresponding increase in our operational efficiency. The table below sets forth details of software support and maintenance for the period/ years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Software support and maintenance (₹ million)	98.11	98.98	86.29	57.06
Software support and maintenance as a percentage of Revenue from operations	1.01%	1.00%	1.06%	0.90%

Our systems and proprietary data stored electronically may be vulnerable to computer viruses, cybercrime, computer hacking and similar disruptions from unauthorized tampering. If such unauthorized use of our systems were to occur, data related to our product development and other proprietary information could be compromised. Our Track8 products collect and process certain personal customer data, including sleep analysis information such as movements made during sleep and snoring activity. Although this data is anonymized to protect customer privacy, the collection, storage, and processing of such data pose inherent risks, including unauthorized access to personal data, non-compliance with data protection regulations resulting in significant fines and legal repercussions, erosion of customer trust due to perceived or actual misuse of personal data, and substantial resource allocation to address data privacy and security issues. The Digital Personal Data Protection Act, 2023 and the draft Digital Personal Data Protection Rules, 2025 require us to protect the privacy of our customers and prohibit unauthorised disclosure of personal information. Compliance with new and evolving privacy and security laws, regulations and requirements may result in increased operating costs and may constrain or require us to alter our business model or operations, which may affect or business, results of operations and financial conditions. Any future deficiencies in handling personal data of our customers may lead to civil and criminal liability towards our Company. While we have not experienced any disruptions due to computer viruses, cybercrime, hacking, or similar unauthorized tampering in the nine months period ended December 31, 2024, or the last three Fiscals, we cannot assure you that such incidents will not occur in the future. As cyber-attacks and similar events become increasingly sophisticated, we may need to incur additional costs to implement data security and privacy measures, modify our protective measures and remediate any vulnerability to cyber incidents.

35. ***Under-utilization of our manufacturing capacities over extended periods, or significant underutilization in the short term could increase our cost of production and our operating costs and adversely impact our business, growth prospects and future financial performance.***

The capacity utilization is affected by our product mix, our ability to accurately forecast customer demand, to carry out uninterrupted operations, the availability of raw materials, and industry and market conditions. In the event there is a decline in the demand for our products, or if we face prolonged disruptions at our manufacturing facilities or are unable to procure sufficient raw materials, our capacity utilisation would decline and we would not be able to achieve full capacity utilization of our existing or future manufacturing facilities. The table below sets out our overall capacity utilization for the period/ years indicated:

Manufacturing Unit	**Product Categories**	**As of December 31, 2024**	**As of and for the financial years ended**		
			Fiscal 2024	**Fiscal 2023**	**Fiscal 2022**
		Capacity Utilization[1]			
Manufacturing Facility I	Mattress	81.08%	61.27%	64.48%	38.33%
Manufacturing Facility III	Mattress	88.00%	84.98%	86.31%	85.13%
Manufacturing Facility II	Mattress (Spring)	0.00%	54.70%	33.52%	NA
Manufacturing Facility V	Mattress	84.45%	55.42%	NA	NA
Manufacturing Facility I	Sofa	80.00%	78.00%	NA	NA
Erstwhile Bengaluru Facility IV	Sofa	82.00%	82.00%	80.00%	78.00%
Manufacturing Facility IV	Sofa	80.00%	78.00%	NA	NA
Erstwhile Gurugram Facility	Sofa	0.00%	78.00%	80.00%	77.00%
Erstwhile Pune Facility	Sofa	0.00%	NA	NA	75.00%
Erstwhile Hyderabad Facility	Sofa	0.00%	NA	NA	70.00%
Erstwhile Bengaluru Facility II	Furnishing	79.00%	75.00%	73.00%	70.00%
Manufacturing Facility III	Furnishing	79.00%	NA	NA	NA
Manufacturing Facility II	Chairs	47.19%	68.89%	57.39%	NA
Manufacturing Facility IV	Solid Wood	81.60%	78.32%	47.14%	NA
Erstwhile Jodhpur Facilities I, II, III and IV	Solid Wood	0.00%	NA	55.00%	62.94%
Manufacturing Facility IV	Engineered Wood	86.07%	72.88%	62.98%	13.56%
Erstwhile Gurugram Facility	Engineered Wood	NA	NA	0.00%	70.14%
Manufacturing Facility II	Engineered Wood	NA	NA	59.61%	63.94%

(1) Capacity utilization has been calculated on the basis of actual production in the relevant period/ Fiscal divided by the annual available capacity during such period/ Fiscal.
(2) Solid and engineered wood products refer to a variety of furniture products manufactured to meet the specific demands of the furniture market.

For further information, see "*Our Business - Installed Capacity, Actual Production and Capacity Utilisation*" on page 204.

Underutilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, could limit our ability to leverage our economies of scale, our cost of production and our operating costs which could have an adverse impact our business, growth prospects and future financial performance.

36. ***There have been certain instances of delays in payment of statutory dues by us in the past. Any delay in payment of statutory dues by us in future, may result in the imposition of penalties and in turn may have an adverse effect on our***

business, financial condition, results of operation and cash flows.

We are required to pay certain statutory dues including provident fund contributions, employee state insurance contributions ("**ESIC**"), professional taxes, labour welfare fund, goods and services tax ("**GST**"), tax deducted at source ("**TDS**"), tax collected at source ("**TCS**") and income tax. The table below sets forth details of the statutory dues payable by us:

Particulars	Number of employees as of December 31, 2024	Nine months period ended December 31, 2024 (₹ million)	Number of employees as of March 31, 2024	Fiscal 2024 (₹ million)	Number of employees as of March 31, 2023	Fiscal 2023 (₹ million)	Number of employees as of March 31, 2022	Fiscal 2022 (₹ million)
Employee Provident Fund	2,085	71.64	1,693	77.62	1,550	68.73	1,457	63.39
ESIC	340	2.76	342	3.59	361	3.54	487	4.37
Labour Welfare Fund	1,990	0.26	1,636	0.23	1,528	0.19	1,397	0.17
Professional Tax	1,819	2.53	1,495	2.89	1,433	3.12	1,304	2.61
GST	NA	307.77	NA	62.74	NA	81.68	NA	54.50
TDS	NA	294.89	NA	219.10	NA	198.46	NA	155.74
TCS	NA	1.00	NA	1.96	NA	1.60	NA	1.04

The table below sets forth the details of delays in statutory dues payable by us:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	Amount Delayed (₹ million)			
Employee Provident Fund(1)	0.30	Nil	0.09	Nil
ESIC(1)	0.32	0.32	Nil	0.95
Labour Welfare Fund(1)	Nil	0.11	0.00	0.00
Professional Tax(1)	0.58	0.71	0.00	0.46
GST(1)	Nil	0.11	Nil	4.77
TDS(1)	0.13	0.19	0.05	Nil
TCS(1)	Nil	0.12	Nil	Nil

(1) Delays are attributable to instances which occur in the ordinary course of making such payments, including due to administrative or logistical issues, clerical errors, technical difficulties.

While the fines and/or penalties we have paid in connection with the delays in payment of statutory dues for the periods indicated above, we cannot assure you that we will not be subject to such penalties and fines in the future for delays in payment of statutory dues, which may have an adverse impact on our business, results of operations, financial condition and cash flows.

37. The premises of all of COCO – Regular Stores are leased, sub-leased or are on leave and license basis. If we fail to renew these leases and leave and license agreements on competitive terms or if we are unable to manage our rental costs, our business, results of operations, financial condition and cash flows would be adversely affected.

Our COCO – Regular Stores are on leased, sub-leased or licensed premises. We typically enter into lease, sub-lease or leave and license agreement for a period of 5 years for our COCO – Regular Stores with an option to renew. If a lease, sub-lease or leave and license agreement is renewed at a rate substantially higher than the existing rate, or if any existing favourable terms granted by the lessor/sub-lessor are not extended, we must determine whether it is desirable to renew on such modified terms. If we are unable to renew leases, sub-leases or licenses for our COCO – Regular Stores on acceptable terms or at all, we will have to close or relocate the relevant COCO – Regular Stores, which would eliminate the sales that those COCO – Regular Stores would have contributed to our revenues during the period of closure and could subject us to renovation and other costs and risks. The table below sets forth details of rent expenses related to our COCO – Regular Stores for the period/ years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Rent paid for COCO – Regular Stores (₹ million)	290.85	160.33	45.34	0.58

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Rent paid for COCO – Regular Stores as a percentage of our Revenue from operations	3.00%	1.63%	0.56%	0.01%

We are subject to lock-in provisions in some of our leases/sub-leases which may restrict our ability to terminate such leases/sub-leases, including in the event the location of the leased premises is no longer profitable. Further, certain of our lease, sub-lease and leave and license agreements include provisions specifying fixed increases in rental/fee payments over the respective terms of the lease, sub-lease and leave and license agreements, with an average increase of 5% on an annual basis. While these provisions have been negotiated and are specified in the respective lease, sub-lease and leave and license agreement, they will increase our costs of operation and therefore may adversely affect our results of operation if we are not able to pass on the increased costs to our customers. If our sales do not increase in line with our rent and costs, including setup and interior design costs, our profitability, business, results of operations, financial condition and cash flows could be adversely affected.

Further, our leasehold/ sub-leasehold / license rights secure that any change in ownership of the leased/ sub-leased/ licensed premises shall not adversely affect our rights under the respective agreement. However, some of the lessors/ sub-lessors/ licensors have mortgaged the leased/ sub-leased / licensed premises or created a security interest over such property with their respective creditors. We cannot assure that if due to any change in ownership arising out of such mortgage or security interest, or default of the lessors/ licensors obligations towards their respective creditors will not impact our rights under the respective agreements.

38. Our Registered and Corporate Office and manufacturing facilities are not located on land owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected.

Our Registered and Corporate Office and manufacturing facilities are not located on land owned by us. The table below provides information of our Registered Office, Corporate Office and manufacturing facilities as of the date of this Draft Red Herring Prospectus:

S. No.	Purpose	Address	Nature of the agreement	Date of expiry of agreement	Whether the Lessor is a related party
1.	Registered and Corporate Office	Umiya Emporium, 2nd and 4th Floor, 97-99, Hosur Main Road, Tavarekere, Kaveri Layout, Adugodi, Opp. Forum Mall, Hosur Road, Bengaluru, Karnataka 560029	Lease deeds	For 2nd floor – November 20, 2026 For 4th floor – November 6, 2029	No
2.	Manufacturing Facility I	Khasra No 22/4,2,3 min,6/2/1/7/1,1/42/1/1/2, min4/2/2,5/1,5/2,6,2/1,6/2/2,6/2/3.7/2min.1/7/1 min 14/2, Revenue Estate of Village Libaspur Bhalgarh, Sonipat, Sonipat, Haryana, 131 021	Lease deed	August 19, 2026	No
3.	Manufacturing Facility II	Plot No. 275, Survey No. 110, Kachanayakanahalli Village, Bomasandra 1st Phase, Jigani Hobli, Anekal Taluk, Bengaluru (Bangalore) Urban, Karnataka, 560 099	Lease deed	October 31, 2025 and November 30, 2025	No
4.	Manufacturing Facility III	Plot No. 277, Kachanayakanahalli, Bommasandra, 1st Phase, Jigani, Anekal Taluk, Bengaluru (Bangalore) Urban, Karnataka, 560 099	Lease deed	January 15, 2026	No
5.	Manufacturing Facility IV	Block 04, Avigna Industrial Park, S.No. 168/1E, 170/3, 169/1D, 569/3, 169/2A, 570/1, 575/1, Nagondapalli Village, Hosur, Krishnagiri, Tamil Nadu 635 110.	Lease deed	July 24, 2031	No
6.	Manufacturing Facility V	Block-02, Avigna Industrial Park, Survey No. 167/1C6, 168/1C, Nagondapalli Village, Hosur, Krishnagiri, Tamil Nadu, 635 110	Lease deed	January 29, 2032	No

The termination of our lease agreements, or our failure to renew such agreements, on favourable conditions and in a timely manner, or at all, could require us to vacate such premises at short notice, which could adversely affect our business, results of operations, cash flows and financial condition. While we intend to renew the abovementioned arrangements, we cannot assure you that we will be able to renew any such arrangements when the term of the original arrangement expires, on similar terms or terms reasonable for us or obtain any consent required under these arrangements in a timely manner or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements, and we cannot assure that the new arrangements will be on commercially acceptable terms. While we have not faced any instances of difficulties in negotiating our lease arrangements or premature termination of existing lease agreements that led to any adverse effect on our business or operations in the nine months period ended December 31, 2024 and the last three Fiscals, we cannot assure you that such instances will not occur in the future.

39. After the completion of the Offer, our Promoters will continue to collectively hold significant shareholding in our Company, which will allow them to influence the outcome of matters requiring shareholder approval.

As on the date of this Draft Red Herring Prospectus, our Promoters collectively held 43.47% of the share capital of our Company on a fully diluted basis. For details of their shareholding pre and post-Offer, see "*Capital Structure*" on page 82. After the completion of the Offer, our Promoters will continue to collectively hold significant shareholding in our Company and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures or any other matter requiring special resolution. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of the Promoters as our controlling shareholders could conflict with our interests or the interests of our other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further information in relation to the interests of our Promoters in the Company, see "*Our Promoters and Promoter Group*" and "*Our Management*" on pages 248 and 230, respectively.

40. We have certain contingent liabilities that have been disclosed in the Restated Financial Information (₹ 9.24 million as of December 31, 2024), which if they materialize, may adversely affect our business, results of operations, financial condition and cash flows.

As of December 31, 2024, our contingent liabilities that have been disclosed in our Restated Financial Information, were as follows:

Particulars	**Amount (₹ million)**
Claims against the Company, not acknowledged as debt	9.24
Total	**9.24**

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, results of operations, financial condition and cash flows. For further information, see "*Restated Financial Information – Note 41 – Contingent liabilities and capital commitments*" on page 312.

41. Our Promoters may have interests in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses.

Our Promoters are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. The table below sets forth the details of shareholding of our Promoters and Directors, as applicable:

Names	**Percentage of total pre-Offer paid up Equity Share capital**
Promoters	
Ankit Garg*	33.38%
Chaitanya Ramalingegowda*	10.09%

* *Also an Executive Director*

We cannot assure you that our Promoters will exercise their rights as Shareholders to the benefit and best interest of our Company. For further details, see "*Capital Structure*" and "*Our Management*" on pages 82 and 230 respectively.

42. Information relating to our installed capacity and the historical capacity utilization of our products included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.

The information relating to the installed capacity and capacity utilisation of certain of our products included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by the independent chartered engineer in the calculation of our capacity. These assumptions and estimates include standard capacity calculation practice in the industry in which we operate and capacity of other ancillary equipment installed at the relevant manufacturing facility. Assumptions and estimates taken into account for measuring installed capacity include 300 working days in a year, at 3 shifts per day. These details have been certified by way of a certificate dated June 26, 2025 from Praveen Subramanya, independent chartered engineer, on behalf of AJVA SP Appraisal Services Private Limited. Actual production levels and capacity utilization rates may therefore vary significantly from the installed capacity of our manufacturing facilities. Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our existing facilities included in this Draft Red Herring Prospectus. For further information regarding capacity of our manufacturing units, see "*Our Business – Installed Capacity, Actual Production and Capacity Utilisation*" on page 204.

43. Our Company did not have an internal audit system in place in Fiscal 2024 and we may therefore be subject to penalties for such past non-compliance.

Our Company was required to have an internal audit system in place by way of appointment of an internal auditor as per Section 138 of the Companies Act. However, we were not compliant with this requirement in Fiscal 2024. We have appointed an internal auditor for our Company as required under the Companies Act, 2013 for Fiscal 2025. While we have not received any notice or penalty from the ministry of corporate affairs for our non-compliance in this regard till date, there can be no assurance that we will not be subject to any penalty for such past non-compliance.

44. We will not receive any proceeds from the Offer for Sale.

The Offer consists of a Fresh Issue of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹4,682.21 million and an Offer for Sale by the Selling Shareholders of up to 58,399,085 Equity Shares of face value of ₹1 each aggregating up to [●] million. The Selling Shareholders, shall be entitled to the net proceeds from the Offer for Sale, which comprise proceeds from the Offer for Sale net of Offer expenses for the share of the Offer for Sale, and our Company will not receive any proceeds from the Offer for Sale. For further information, see "*The Offer*" and "*Objects of the Offer – Offer for Sale* " on pages 67 and 111 respectively.

45. Certain sections of this Draft Red Herring Prospectus disclose information from the Redseer Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.

We have availed the services of an independent consulting company, Redseer Strategy Consultants Private Limited ("**Redseer**"), appointed by our Company pursuant to an engagement letter dated February 13, 2025 to prepare an industry report titled "*Building India's Home Story: Opportunity Landscape in Mattresses, Furniture, and Furnishings & Decor*" dated June 26, 2025, for purposes of inclusion of such information in this Draft Red Herring Prospectus to understand the industry in which we operate. The Redseer Report has been commissioned by our Company exclusively in connection with the Offer for a fee. Our Company, Promoters, Directors, Key Managerial Personnel Senior Management Personnel and Book Running Lead Managers are not related to Redseer. This Redseer Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Further the commissioned report is not a recommendation to invest or divest in our Company. Prospective investors are advised not to unduly rely on the commissioned report or extracts thereof as included in this Draft Red Herring Prospectus, when making their investment decisions.

46. Internal or external fraud or misconduct by our employees could adversely affect our reputation and our results of operations.

We may be subject to instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees which may go unnoticed for certain periods of time before corrective action is taken. Fraudulent and unauthorised conduct by our employees could also bind us to transactions that exceed the scope of authorisation and present significant risks to us. As a result, we may be subject to regulatory sanctions, brand and reputational damage or financial harm. It is not always possible to deter fraud or misconduct by employees and the precautions we take and the systems we have put in place to prevent and deter such activities may not be effective in all cases. Further, we employ third parties for certain operations and accordingly, we are exposed to the risk of theft and embezzlement. In addition, we may be subject to regulatory or other proceedings in connection with such acts by our employees, which could adversely affect our goodwill. Even if we identify instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees and pursue legal recourse or file claims, we cannot assure you that we will recover any amounts lost through such instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees. In the past, we have faced an instance of an unauthorized attempt to remove products from our warehouse by some of our ex-employees from the warehouse operated by the Company in Howrah, Kolkata. In this regard, we have lodged an FIR with the concerned police station and the matter is currently pending before the High Court of Calcutta. Further, in the past, we have faced another instance of cheating and criminal breach of trust against our Company by our employee pursuant to which we have lodged an FIR before the Kankarbagh police station, Patna, Bihar. For details, see "*Outstanding Litigation and Other Material Developments*" on page 366. Such instances may arise in the future, and could adversely affect our business, results of operations, financial condition and cash flows.

47. Failures in internal control systems could cause operational errors which may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows.

We are responsible for establishing and maintaining adequate internal control measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no instances of failure to maintain effective internal controls and compliance system in the nine months period ended December 31, 2024 and the last three Fiscals which had an adverse impact on our business, results of operations, financial conditions and cash flows. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

48. Our Statutory Auditors have included remarks in the annexure to the auditors' report issued on the audited financial statements for Fiscals 2024, 2023 and 2022 which do not require any corrective adjustments in the Restated Financial Information. We cannot assure you that any similar remarks will not form part of our financial statements for the future fiscal periods, which could have an adverse effect on our reputation, the trading price of the Equity Shares, results of operations, cash flows and financial condition.

Our Statutory Auditors included certain remarks in the annexure under "*Report on Other Legal and Regulatory Requirements*" to the auditors' reports as at and for the year ended March 31, 2024 which do not require any corrective adjustments in the Restated Financial Information. Our Statutory Auditors have also included certain remarks in the annexure to their audit reports in accordance with the Companies (Auditor's Report) Order, 2020 for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, details of which are as follows:

Fiscal 2024

(a) physical verification of property, plant and equipment, quarterly returns or statements filed by our Company with banks or financial institutions were not in agreement with the books of account, delays in payments of statutory dues, statutory dues relating to goods and service tax not deposited on account of dispute, absence of internal audit system and cash losses incurred by our Company; and

(b) the accounting softwares did not have feature of recording audit trail (edit log) facility, pursuant to the requirements of Rule 11(g) of Companies (Audit and Auditors) Rules, 2014.

Fiscals 2022 and 2023

(a) quarterly returns or statements filed by our Company with banks or financial institutions were not in agreement with the books of account, delays in payments of statutory dues and cash losses incurred by our Company.

These observations did not require any corrective adjustments in the Restated Financial Information. For further information, see, "*Financial Information – Restated Financial Information - Annexure VII – Non adjusting events*" on page 326. We cannot assure you that our auditors' reports for any future fiscal periods will not contain qualifications, matters of emphasis or other observations or remarks which could subject us to additional liabilities, due to which our reputation and financial condition may be adversely affected.

49. We have included in this Draft Red Herring Prospectus certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance such as EBIT, EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Capital Employed and Return on Capital Employed, PAT Margin, Net Worth and Return on Net Worth, Net Asset Value per Equity Share and Net working capital days have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of the industry, many of which provide such non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Draft Red Herring Prospectus. These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*" on page 350.

50. One of our shareholders Elevation Capital VIII Limited is yet to receive certain number of Equity Shares to which they are entitled.

One of our shareholders, Elevation Capital VIII Limited entered into a share purchase agreement dated December 9, 2024 with our Company and certain other individuals ("**Sellers**") through which certain equity shares held by such Sellers were transferred to Elevation Capital VIII Limited. Subsequently, basis the agreement consideration was paid by Elevation Capital VIII Limited. However, our Company was informed that one of the Sellers as on the date of this Draft Red Herring Prospectus has not transferred its respective portion of equity shares as per the agreement. Thus, we cannot assure you if those shares will be transferred or that such instances will not arise in the future.

51. We have, in the last 12 months, issued Equity Shares at a price that could be lower than the Offer Price.

We have issued Equity Shares at prices that could be lower than the Offer Price during the last one year from the date of this Draft Red Herring Prospectus. For details, see "*Capital Structure - Securities or Equity Shares issued at a price lower than the Offer Price in the preceding one year*" on page 94. The prices at which Equity Shares were issued by us in the past year should not be taken to be indicative of the Price Band, Offer Price and the trading price of our Equity Shares after listing.

52. Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, profit after tax available for distribution, cash flows, working capital requirements and capital expenditure and the terms of our financing arrangements.

Any dividends to be declared and paid in the future are required to be recommended by our Company's Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. Our Company's ability to pay dividends in the future will depend upon our future results of operations, financial condition, profit after tax available for distribution, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Company's shareholders in future consistent with our past practices, or at all. We have not declared any dividends on the Equity Shares during the nine months period ended December 31, 2024 and last three Fiscals and during the period from January 1, 2025, until the date of this Draft Red Herring Prospectus. For information pertaining to dividend policy, see "*Dividend Policy*" on page 251.

External Risk Factors

53. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.

The regulatory and policy environment in which we operate are evolving and are subject to change. The Government of India may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements. Any such implementation or amendment may result in us being non-compliant with such governing laws till the time we implement the requirements of such amended laws. In relation to goods and services bought or sold over our website or any digital platform or digital marketplace, the Consumer Protection Act, 2019 and the Consumer Protection (E-Commerce) Rules, 2020 prescribes punishment for false or misleading advertisements. The Legal Metrology Act, 2009 ("**LM Act**") and the Legal Metrology (Packaged Commodities) Rules, 2011 ("**Packaged Commodity Rules**") require certain standards to be followed for labelling, packaging, weights and measures for retail sale, wholesale packages and for export of packaged commodities failing which there can be penalty imposed on the manufacturer or seizure of goods or imprisonment.

For instance, the GoI has introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses.

The Information Technology Act, 2000 ("**IT Act**"), as amended and the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("**IT Security Rules**"), impose limitations and restrictions on the collection, use and disclosure of personal information. It also mandates body corporates to adopt a privacy policy, to obtain consent from data subjects for collecting or transferring their sensitive personal data or information and intimate them about recipients of such collected data, as a mechanism of establishing a robust security standard. The Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 ("**IT Intermediary Rules**") requires intermediaries receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under these IT Intermediary Rules and to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries. The IT Intermediary Rules also make it mandatory for an intermediary to publish, the privacy policy, rules and regulations, and user agreement for access or usage of the intermediary's computer resource by any person on its website, and also establish a grievance redressal mechanism. Practices regarding the collection, use, storage, transmission and security of personal information by companies operating over the internet have recently come under increased public scrutiny around the world.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

54. Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, financial condition or cash flows. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

55. A downgrade in ratings of India and other jurisdictions we operate in may affect the trading price of the Equity Shares.

Our access to the debt capital markets depend significantly on the sovereign credit ratings of India. Any further adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

56. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. The recent hostility between India and Pakistan has further exacerbated regional economic uncertainty. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

57. Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.

The Restated Financial Information is prepared in accordance with Ind AS and restated in accordance with requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI and the requirements of the SEBI e-mail dated October 28, 2021, from SEBI to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide financial statements prepared in accordance with Indian Accounting Standards (Ind AS) for all the three years and stub period. Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. We have not attempted to quantify their impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

58. We may be affected by competition laws in India, the adverse application or interpretation of which could adversely affect our business.

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of consumers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

Further, the Competition Commission of India ("**CCI**") has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. In the event we pursue an acquisition in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and prospects. The manner in which the Competition Act and the CCI affect the business environment in India may also adversely affect our business, financial condition, cash flows and results of operations.

The Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") was recently notified. The Competition Amendment Act amends the Competition Act and give the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, *inter alia*, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position. The Competition Amendment Act also proposed amendments such as introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a "combination," expedited merger review timelines, codification of the lowest standard of "control" and enhanced penalties for failing to provide material information.

If we pursue acquisition transactions in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of our operations, cash flows and prospects.

59. The Indian tax regime has undergone substantial changes which could adversely affect our business and the trading price of the Equity Shares.

Our business, results of operations and financial condition could be adversely affected by any change in the extensive central and state tax regime in India as applicable to us and our business.

Any change in Indian tax laws in a central or state level could have an effect on our operations. The GoI has implemented two major reforms in Indian tax laws, namely the Goods and Services Tax ("**GST**"), and provisions relating to general anti-avoidance rules ("**GAAR**"). The indirect tax regime in India has undergone a complete overhaul. The indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise have been replaced by GST with effect from July 1, 2017. The GST regime continues to be subject to amendments and its interpretation by the relevant regulatory authorities is constantly evolving. GAAR became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement may result in, among others, a denial of tax benefit to us and our business. In the absence of any substantial precedents on the subject, the application of these provisions is subjective. If the GAAR provisions are made applicable to us, it may have an adverse tax impact on us. Further, if the tax costs associated with certain of our transactions are greater than anticipated because of a particular tax risk materializing on account of new tax regulations and policies, it could affect our profitability from such transactions. The Union Finance Minister recently announced the Income Tax Bill, 2025 ("**IT Bill**") on February 13, 2025, which seeks to simplify the language and restructuring of provisions of the existing Income Tax Act, 1961 ("**Income Tax Act**"). The IT Bill is proposed to be enacted and come into force on April 1, 2026.

Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, the GoI has amended the Income-tax Act, 1961 ("**Income Tax Act**") to abolish the DDT regime. Accordingly, any dividend distribution by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the Company is required to withhold tax on such dividends distributed at the applicable rate.

The Government of India announced the union budget for Fiscal 2026, following which the Finance Bill, 2025 ("**Finance Bill**") was introduced in the Lok Sabha on February 1, 2025. The Finance Bill will be enacted on April 1, 2025. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether if at all, any laws or regulations would have an adverse effect on our business. Further, any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability. In addition, we are subject to tax related inquiries and claims.

60. If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our consumers thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages and other expenses. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our consumers, whether entirely or in part, and may adversely affect our business, results of operations, cash flows and financial condition. In particular, we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our consumers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future. In such case, our business, results of operations, financial condition and cash flows may be adversely affected.

61. The determination of the Price Band is based on various factors and assumptions and the Offer Price, price to earnings ratio and market capitalization to revenue multiple based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.

Our revenue from operations for Fiscal 2024 was ₹ 9,863.53 million and loss for Fiscal 2024 was ₹ 150.53 million. The table below provides details of our price to earnings ratio and market capitalization to revenue from operations at the upper end of the Price Band:

Particulars	Price to Earnings Ratio	Market Capitalization to Revenue
Fiscal 2024	[●]*	[●]*

To be populated at Prospectus stage.

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company in consultation with the BRLMs. The relevant financial parameters based on which the Price Band will be determined shall be disclosed in the advertisement that will be issued for the publication of the Price Band. Further, the Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through the book-building process prescribed under the SEBI ICDR Regulations, and certain quantitative and qualitative factors as set out in the section "*Basis for the Offer Price*" on page 124 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. As a result, we cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing. Further, the market price of the Equity Shares may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price.

62. ***Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility.

On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation.

In the event our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market for and trading of our Equity Shares.

63. ***The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Offer Price, or at all.***

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the stock exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Our Equity Shares are expected to trade on NSE and BSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after the Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including, among others:

- the failure of security analysts to cover the Equity Shares after the Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our Shareholders;
- investor perception of us and the industry in which we operate;
- changes in accounting standards, policies, guidance, interpretations of principles;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations; and
- the public's reaction to our press releases and adverse media reports.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

64. Investors may be subject to Indian taxes arising out of income arising on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which the equity shares are sold. Any capital gain realized on the sale of listed equity shares on a recognised stock exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the recognised stock exchanges, the quantum of gains, and any available treaty relief.

The Government of India announced the union budget for Financial Year 2025-2026, following which the Finance Bill, 2025 ("**Finance Bill**") was introduced in the Lok Sabha on February 1, 2025. Subsequently, the Finance Bill received the assent from the President of India and became the Finance Act, 2025, with effect from April 1, 2025 as amended by the Finance Act (No.2), ("**Finance Act**"). As per the Finance Act, in case of domestic company, the rate of income-tax shall be 25% of the total income, if the total turnover or gross receipts of the previous year 2023-24 does not exceed ₹ 400 crores and where the companies continue in Section 115BA regime. In all other cases the rate of income-tax shall be 30% of the total income. However, domestic companies also have an option to opt for taxation under section 115BAA of the Act on fulfilment of conditions contained therein. The rate of income-tax rate is 22% under section 115BAA, having a surcharge at 10% on such tax. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares.

For tax deduction on securities, the Finance Act increases the limit in relation to the amount or the aggregate of amounts of income by way of interest on securities from ₹ 5,000 to ₹ 10,000. With regard to the requirement of no tax being liable to be deducted on dividend, the Finance Act has increased limit on amount of dividend earned from ₹ 5,000 to ₹ 10,000.

The Income Tax Act, 1961 ("**Income Tax Act**") was amended to provide domestic companies an option to pay corporate income tax at the effective rate of 25.17% (inclusive of applicable surcharge and health and education cess), as compared to an effective rate of 34.94% (inclusive of applicable surcharge and health and education cess), provided such companies do not claim certain specified deductions or exemptions. Further, where a company has opted to pay the reduced corporate tax rate, the minimum alternate tax provisions would not be applicable. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Additionally, the Union Cabinet, Government of India has recently approved the Income Tax Bill, 2025 which inter alia, proposes to amend the income tax regime and replace the Income Tax Act, 1961. There is no certainty on the impact of the Income Tax Bill, 2025, once enacted, on tax laws or other regulations, which may adversely affect our business, financial condition, results of operations or on the industry in which we operate.

In the past, the distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Further, the Finance Act, 2021, which followed, removed the requirement for DDT to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident Shareholder for the purposes of deducting tax at source pursuant to any corporate action, including dividends. Any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller.

We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, results of operations, financial condition and cash flows. Unfavorable changes in or interpretations of existing laws, rules and regulations, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

65. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. The Allotment and transfer of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account within the timeline specified under applicable law. There could be a failure or delay in the listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

66. Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by shareholders with significant shareholding may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. Any disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

67. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior approval of the RBI will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all. Further, due to possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline. In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Non-debt Rules, all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Additionally, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all.

For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 421.

68. U.S. holders should consider the impact of the passive foreign investment company ("PFIC") rules in connection with an investment in our Equity Shares.

A non-U.S. corporation will be a PFIC if either (i) 75% or more of its gross income is passive income or (ii) 50% or more of the total value of its assets is attributable to assets, including cash, that produce or are held for the production of passive income. Our Company will be treated as owning its proportionate share of the assets and earning its proportionate share of the income of any other corporation in which it owns, directly or indirectly, 25% or more (by value) of the stock.

Based on the current and expected composition of our Company's income and assets, including the expected cash proceeds from this offering, our Company does not expect to be a PFIC for the current year or any future years. However, no assurance can be given that our Company will or will not be considered a PFIC in the current or future years. The determination of whether or not our Company is a PFIC is a factual determination that is made annually after the end of each taxable year, and there can be no assurance that our Company will not be considered a PFIC in the current taxable year or any future taxable year because, among other reasons, (i) the composition of our Company's income and assets will vary over time, (ii) our Company will hold, and may continue to hold, a substantial amount of cash following this offering and (iii) the manner of the application of relevant rules is uncertain in several respects. Further, our Company's PFIC status may depend on the market price of its Equity Shares, which may fluctuate considerably.

69. Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares.

The U.S. "Foreign Account Tax Compliance Act" (or "FATCA") imposes a new reporting regime and potentially, imposes a 30% withholding tax on certain "foreign passthru payments" made by certain non-U.S. financial institutions (including intermediaries).

If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered "foreign passthru payments". Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered "foreign passthru payments". The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address "foreign passthru payments" and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as "foreign passthru payments". Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

70. Fluctuations in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of the Equity Shares, independent of our operating results.

Upon listing, the Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Indian Rupees and subsequently converted into appropriate foreign currency for repatriation. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders.

71. QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid, and Retail Individual Bidders, and Eligible Employees Bidding the Employee Reservation Portion are not permitted to withdraw their Bids after closure of the Bid/ Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and NIBs are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders and Eligible Employees Bidding the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Investors' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

72. Investors may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.

Under the Companies Act, 2013, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value such custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

73. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder of our Company than as a shareholder of an entity in another jurisdiction.

SECTION III: INTRODUCTION

THE OFFER

The following table sets forth the details of the Offer:

The Offer[*(1)(2)]	Up to [●] Equity Shares of face value of ₹1 each, aggregating up to ₹[●] million
of which:	
Fresh Issue[(1)]	Up to [●] Equity Shares of face value of ₹1 each, aggregating up to ₹4,682.21 million
Offer for Sale[(2)]	Up to 58,399,085 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million
Employee Reservation Portion[(3)]	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million
Net Offer	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million
The Net Offer consists of:	
A) QIB Portion[(4)(5)]	Not less than [●] Equity Shares of face value of ₹1 each
of which:	
- Anchor Investor Portion[(6)]	Up to [●] Equity Shares of face value of ₹1 each
- Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹1 each
of which:	
- Mutual Fund Portion	[●] Equity Shares of face value of ₹1 each
- Balance for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹1 each
B) Non-Institutional Portion[(7)]	Not more than [●] Equity Shares of face value of ₹1 each
of which:	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million	[●] Equity Shares of face value of ₹1 each
Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1.00 million	[●] Equity Shares of face value of ₹1 each
C) Retail Portion[(4)]	Not more than [●] Equity Shares of face value of ₹1 each
Pre-Offer and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	157,526,952 Equity Shares of face value of ₹1 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value of ₹1 each
Use of Net Proceeds	See "*Objects of the Offer*" on page 111 for information about the use of the Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale.

* *Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement aggregating up to ₹936.44 million at its discretion, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

(1) *The Offer has been authorised by our Board pursuant to the resolution passed at its meeting dated June 16, 2025 and June 26, 2025, and the Fresh Issue has been authorised by our Shareholders pursuant to the special resolution passed at their extra-ordinary general meeting dated June 17, 2025. Further, our Board has taken on record the authorisations for the Offer for Sale by the Selling Shareholders, severally and not jointly, to participate in the Offer for Sale pursuant to the resolution dated June 26, 2025.*

(2) *Each of the Selling Shareholders has, severally and not jointly, approved its respective portion of the Offered Shares in the Offer for Sale as set out below:*

Sr. No.	*Selling Shareholders*	*Number of Offered Shares of face value of ₹1 each*	*Aggregate proceeds from the Offered Shares (in ₹ million)*	*Date of consent letter*	*Date of corporate action / board resolution / authorisation letter*
Promoter Selling Shareholders					
1.	*Ankit Garg*	*Up to 7,729,488*	*[●]*	*June 24, 2025*	*N.A.*
2.	*Chaitanya Ramalingegowda*	*Up to 4,452,185*	*[●]*	*June 24, 2025*	*N.A.*
Other Selling Shareholders					
3.	*Nitika Goel*	*Up to 719,364*	*[●]*	*June 24, 2025*	*N.A.*
4.	*Peak XV Partners Investments VI*	*Up to 25,061,428*	*[●]*	*June 26, 2025*	*May 7, 2025*

Sr. No.	*Selling Shareholders*	*Number of Offered Shares of face value of ₹1 each*	*Aggregate proceeds from the Offered Shares (in ₹ million)*	*Date of consent letter*	*Date of corporate action / board resolution / authorisation letter*
5.	*Redwood Trust*	*Up to 169,800*	*[●]*	*June 26, 2025*	*June 24, 2025*
6.	*Verlinvest S.A.*	*Up to 10,193,506*	*[●]*	*June 26, 2025*	*May 7, 2025*
7.	*SAI Global India Fund I, LLP*	*Up to 826,300*	*[●]*	*June 24, 2025*	*June 20, 2025*
8.	*Investcorp Growth Equity Fund*	*Up to 5,455,909*	*[●]*	*June 24, 2025*	*June 24, 2025*
9.	*Investcorp Growth Opportunity Fund*	*Up to 726,245*	*[●]*	*June 24, 2025*	*June 24, 2025*
10.	*Paramark KB Fund I*	*Up to 3,064,860*	*[●]*	*June 24, 2025*	*June 17, 2025*

The Offered Shares are eligible to be offered for sale in the Offer in accordance with Regulations 8 and 8A of the SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus.

(3) *The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹0.50 million), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹ 0.20 million (net of employee discount) in the Employee Reservation Portion. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

(4) *Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added back to the Net QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 401.*

(5) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange. Under-subscription, if any, in the Net QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. In the event of under-subscription in the Offer, subject to receiving minimum subscription as described in "Terms of the Offer – Minimum Subscription" on page 395 and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made in such manner as specified in the Offer Agreement. For further details, see "Terms of the Offer – Minimum Subscription" on page 395.*

(6) *Allocation to Bidders in all categories except the Anchor Investor Portion, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be allocated on a proportional basis. For further details, see "Offer Procedure" on page 401.*

(7) *The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to NIBs shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of NIBs. The allocation of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis.*

Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see "*Offer Procedure*" and "*Offer Structure*" on pages 401 and 397, respectively. For details of terms of the Offer, see "*Terms of the Offer*" on page 391.

SUMMARY OF RESTATED FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Financial Information as at and for the nine months period ended December 31, 2024, and the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022. The summary of financial information presented below should be read in conjunction with the "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 252 and 333, respectively.

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SUMMARY OF RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in ₹ million, except share and per share data, unless otherwise stated)

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Assets				
Non-current assets				
Property, plant and equipment	1,654.62	1,635.63	1,559.31	1,046.08
Capital work-in-progress	10.30	21.40	34.72	429.72
Right of use assets	2,437.89	1,652.33	1,325.62	1,211.11
Intangible assets	9.98	5.76	11.19	13.08
Financial assets				
Other financial assets	482.91	129.90	1,039.75	58.28
Income tax assets	34.45	49.31	34.19	76.72
Other non-current assets	38.05	47.47	57.42	61.10
Total non-current assets	**4,668.20**	**3,541.80**	**4,062.20**	**2,896.09**
Current assets				
Inventories	1,926.31	1,306.83	1,155.85	1,370.20
Financial assets				
(i) Investments	652.90	1,384.18	314.97	650.39
(ii) Trade receivables	358.50	280.88	168.30	136.57
(iii) Cash and cash equivalents	84.48	36.26	615.24	85.65
(iv) Bank balances other than (iii) above	103.39	135.85	1,116.40	91.00
(v) Other financial assets	2,407.12	2,378.80	55.36	41.41
Other current assets	238.41	218.38	429.68	465.92
Total current assets	**5,771.11**	**5,741.18**	**3,855.80**	**2,841.14**
Total assets	**10,439.31**	**9,282.98**	**7,918.00**	**5,737.23**
Equity and liabilities				
Equity				
Equity share capital	10.52	10.34	10.11	10.11
Instruments entirely equity in nature	192.45	192.45	170.75	7.97
Other equity	5,262.26	5,233.27	4,869.93	3,395.33
Total equity	**5,465.23**	**5,436.06**	**5,050.79**	**3,413.41**
Liabilities				
Non-current liabilities				
Financial liabilities				
Lease liabilities	1,978.84	1,376.29	1,134.57	1,028.92
Provisions	78.44	75.81	13.29	8.30
Total non-current liabilities	**2,057.28**	**1,452.10**	**1,147.86**	**1,037.22**
Current liabilities				
Financial liabilities				
(i) Borrowings	40.24	73.61	-	-
(ii) Lease liabilities	671.62	449.11	304.73	226.99
(iii) Trade payables				
total outstanding dues of micro enterprises and small enterprises; and	205.37	185.40	150.50	62.57
total outstanding dues of creditors other than micro enterprises and small enterprises	1,381.34	1,258.80	944.69	762.98
(iv) Other financial liabilities	154.44	96.50	25.03	64.38
Other current liabilities	383.02	272.57	223.43	133.84
Provisions	80.77	58.83	70.97	35.84
Total current liabilities	**2,916.80**	**2,394.82**	**1,719.35**	**1,286.60**
Total equity and liabilities	**10,439.31**	**9,282.98**	**7,918.00**	**5,737.23**

SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS

(Amount in ₹ million, except share and per share data, unless otherwise stated)

Particulars	**Nine months period ended December 31, 2024**	**Year ended March 31, 2024**	**Year ended March 31, 2023**	**Year ended March 31, 2022**
Income				
Revenue from operations	9,710.86	9,863.53	8,126.20	6,325.87
Other income	232.79	309.81	73.89	44.39
Total Income	**9,943.65**	**10,173.34**	**8,200.09**	**6,370.26**
Expenses				
Cost of materials consumed	4,468.88	4,639.71	4,717.11	3,800.26
Purchases of stock-in-trade	43.02	22.61	49.32	84.67
Changes in inventories of finished goods, work in progress and stock in trade	(182.44)	(12.10)	(106.72)	(149.33)
Employee benefits expense	1,257.70	1,346.32	1,057.72	915.23
Other expenses	3,592.48	3,518.31	3,340.18	2,468.65
	9,179.64	**9,514.85**	**9,057.61**	**7,119.48**
Earnings / (loss) before finance cost, depreciation and amortisation and tax	**764.01**	**658.49**	**(857.52)**	**(749.22)**
Finance costs	187.51	170.13	126.57	75.53
Depreciation and amortisation expense	664.59	638.89	472.74	240.45
	852.10	**809.02**	**599.31**	**315.98**
Loss before tax	**(88.09)**	**(150.53)**	**(1,456.83)**	**(1,065.20)**
Tax expense:				
Current tax	-	-	-	-
Deferred tax	-	-	-	-
Loss for the period / year	**(88.09)**	**(150.53)**	**(1,456.83)**	**(1,065.20)**
Other comprehensive income				
Items that will not be reclassified subsequently to profit or loss				
- Remeasurement gain/(loss) on defined benefit plans	0.08	(6.51)	(0.58)	(0.71)
- Income tax relating to above	-	-	-	-
Other comprehensive income / (loss) for the period/year	**0.08**	**(6.51)**	**(0.58)**	**(0.71)**
Total comprehensive income / (loss) for the period/year	**(88.01)**	**(157.04)**	**(1,457.41)**	**(1,065.91)**
Earnings per share				
Basic and diluted (in Rs)	(0.29)	(0.50)	(5.62)	(4.46)

SUMMARY OF RESTATED STATEMENT OF CASH FLOWS

(Amount in ₹ million, except share and per share data, unless otherwise stated)

Particulars	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Cash flow from operating activities				
Loss before tax	**(88.09)**	**(150.53)**	**(1,456.83)**	**(1,065.20)**
Adjustments for:				
(Profit) /loss on sale of property, plant and equipment, net	-	(0.88)	(0.06)	1.54
Change in fair value of financial instruments at fair value through profit or loss (FVTPL)	(5.31)	(36.25)	(2.53)	(7.73)
Provision for doubtful advances	5.60	-	-	9.86
Interest income on financial assets carried at amortised cost	(149.66)	(193.79)	(33.10)	(16.01)
Profit on sale of investments, net	(53.77)	(43.82)	(12.20)	(10.76)
Gain on termination of leases, net	(16.15)	(21.73)	-	-
Share based payment expense	117.00	130.20	71.90	52.00
Finance costs	187.51	170.13	126.57	75.53
Depreciation and amortisation expense	664.59	638.89	472.74	240.45
Warranty expense	14.38	15.07	12.00	9.20
Unrealised foreign currency loss/(gain), net	4.20	(1.62)	(0.90)	(2.50)
Write off of property, plant and equipment	8.49	0.39	2.98	-
	688.79	**506.06**	**(819.43)**	**(713.62)**
Change in operating assets and liabilities:				
(Increase) / decrease in trade receivables	(77.60)	(112.59)	(31.70)	(46.10)
(Increase) / decrease in inventories	(619.51)	(150.98)	214.35	(608.23)
(Increase) / decrease in other financial assets	(241.67)	(62.57)	(32.80)	(61.60)
(Increase) / decrease in other current assets	(25.62)	211.29	36.10	(294.26)
Increase / (decrease) in trade payables	138.31	350.62	270.50	242.77
Increase / (decrease) in provisions	10.21	28.80	27.55	13.60
Increase / (decrease) in other financial liabilities	66.80	1.26	(1.30)	11.80
Increase / (decrease) in other current liabilities	110.32	49.16	89.60	10.70
Cash generated from/(used in) operations	**50.03**	**821.05**	**(247.13)**	**(1,444.94)**
Income taxes refunds/(paid), net	14.87	(15.12)	42.50	(31.00)
Net cash generated from/(used in) operating activities (A)	**64.90**	**805.93**	**(204.63)**	**(1,475.94)**
Cash flow from investing activities				
Acquisition of property, plant and equipment and intangible assets	(332.95)	(290.84)	(399.90)	(940.00)
Proceeds from sale of property, plant and equipment	-	5.15	2.00	7.20
Purchase of mutual fund units	(3,045.00)	(4,678.01)	(953.10)	(2,110.00)
Proceeds from sale of mutual fund units	3,835.30	3,688.91	1,303.22	1,870.90
Investment in fixed deposits	(1,866.85)	(2,262.89)	(3,390.88)	(896.89)
Proceeds from fixed deposits	1,732.70	1,961.59	1,399.85	1,554.13
Interest received	144.44	103.70	27.00	12.53
Net cash generated from/(used in) investing activities (B)	**467.64**	**(1,472.39)**	**(2,011.81)**	**(502.13)**
Cash flows from financing activities				
Proceeds from issue of equity shares*	0.18	0.23	0.01	0.10
Proceeds from issue of CCCPS	-	421.42	3,161.78	2,029.98
(Repayments of)/proceeds from current borrowings, net	(33.37)	73.61	-	Nil
Share issue expenses	-	(9.54)	(70.51)	(2.40)
Finance costs paid	(4.22)	(8.74)	(1.50)	(0.63)
Payment on cancellation of employee stock options	-	-	(68.40)	-
Payment of principal portion of lease liabilities	(264.08)	(228.11)	(150.58)	(50.06)
Payment of interest portion of lease liabilities	(182.83)	(161.39)	(124.77)	(74.90)
Net cash (used in)/generated from financing activities (C)	**(484.32)**	**87.48**	**2,746.03**	**1,902.09**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	48.22	(578.98)	529.59	(75.98)
Cash and cash equivalents at the beginning of the period/year	36.26	615.24	85.65	161.63

Particulars	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Cash and cash equivalents at the end of the period/year	**84.48**	**36.26**	**615.24**	**85.65**

** Amount less than a million*

GENERAL INFORMATION

Registered and Corporate Office of our Company

Wakefit Innovations Limited
Umiya Emporium, 97-99, 2nd and 4th Floor
Adugodi, Tavarekere
Opp. Forum Mall, Hosur Road
Bengaluru 560 029
Karnataka, India

Corporate Identity Number: U52590KA2016PLC086582

Registration Number: 086582

For details of our incorporation and changes to the name and registered and corporate office of our Company, see "*History and Certain Corporate Matters*" on page 224.

Address of the RoC

Our Company is registered with the RoC, situated at the following address:

Registrar of Companies, Karnataka at Bengaluru

E' Wing, 2nd Floor
Kendriya Sadana
Koramangala
Bengaluru 560 034
Karnataka, India

Board of Directors

Details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus are set forth below:

Name	Designation	DIN	Address
Ankit Garg	Chairperson, Chief Executive Officer and Executive Director	07451481	B 1403, Kariyammana Agrahara Road, Bellandur, Bellandur Lake, Bengaluru 560 103, Karnataka, India
Chaitanya Ramalingegowda	Executive Director	03458997	1686, 2nd Cross, Aniketana Road, P and T Block, Kuvempunagar, Mysuru City, 570 023, Karnataka, India.
Sakshi Vijay Chopra	Non-Executive Nominee Director*	07129633	B 3102, 31st Floor, Indiabulls Blu, Ganapatrao Kadam Marg, Worli Naka, Mumbai 400 013, Maharashtra, India
Mukul Arora	Non-Executive Nominee Director^	01099294	9 B- Tower H, Central Park, 2 Resorts, Sohna Road, South city - II, Gurgaon 122 018, Haryana, India
Alok Chandra Misra	Non-Executive Independent Director	01542028	B2, Regency Bliss, 10, Cornwell Road, Near Richmond Circle, Langford Gardens, Bangalore North 560 025, Karnataka, India
Gunender Kapur	Non-Executive Independent Director	01927304	29, CCI Chambers, Dinshan Wachha Marg, Marine Lines, Mumbai 400 020, Maharashtra, India
Sandhya Pottigari	Non-Executive Independent Director	08247709	D 302 Mantri Flora, Iblur Gate, Sarjapura Outer Ring Road, Ambalipura, Bengaluru 560 102, Karnataka, India
Sudeep Nagar	Non-Executive Independent Director	10883909	C 3503 Skycity by Oberio Realty, Off Western Express Highway, Magathane, Borivali East, Mumbai 400 066, Maharashtra, India
Arindam Paul	Non-Executive Independent Director	11022727	Kailash Apartment, Hill Side Colony, Maligaon Guwahati, 103 F Gate No. 1, Mlg Rly Hqs, Kamrup Metro, Assam 781 011, India

Nominee of Peak XV Partners Investments VI
^ *Nominee of Elevation Capital VIII Limited*

For further details of our Board of Directors, see "*Our Management*" on page 230.

Company Secretary and Compliance Officer

Surbhi Sharma is our Company Secretary and Compliance Officer. Her contact details are as set forth below:

Surbhi Sharma
Umiya Emporium, 97-99, 2nd and 4th Floor

Adugodi, Tavarekere
Opp. Forum Mall, Hosur Road
Bengaluru 560 029
Karnataka, India
Tel: 080 67335544
E-mail: investorscompliance@wakefit.co

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of the SEBI ICDR Regulations and pursuant to the SEBI ICDR Master Circular. It will also be filed with the SEBI at:

Securities and Exchange Board of India
Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex
Bandra (E), Mumbai 400 051
Maharashtra, India

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 shall be filed with the RoC and a copy of the Prospectus shall be filed under Section 26 of the Companies Act, 2013 with the RoC, and through the electronic portal of MCA.

Book Running Lead Managers

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: wakefitipo@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

Syndicate Members

[●]

Legal Counsel to the Company as to Indian Law

Trilegal
7th Floor, Mark Square
61, St. Marks Road
Bengaluru 560 001
Karnataka, India
Tel: +91 80 4343 4646
Registrar to the Offer

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 81 0811 4949
Website: https://.in.mpms.mufg.com/
Investor Grievance E-mail: wakefitinnovations.ipo@in.mpms.mufg.com
Contact Person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058

Statutory Auditors to our Company

B S R & Co. LLP, Chartered Accountants
Embassy Golf Links Business Park
Pebble Beach, B Block, 3rd Floor
No. 13/2, Off. Intermediate Ring Road
Bengaluru 560 071
Karnataka, India
Tel: +91 80 4682 3000
E-mail: ubanka@bsraffiliates.com
Firm registration number: 101248W/W-100022
Peer review number: 014196

Changes in Auditors

Except as stated below, there have been no changes in the statutory auditors of our Company in the three years preceding the date of this Draft Red Herring Prospectus:

Name	Date of change	Reason for change
B S R & Co. LLP, Chartered Accountants Embassy Golf Links Business Park Pebble Beach, B Block, 3rd Floor No. 13/2, Off. Intermediate Ring Road Bengaluru 560 071 Karnataka, India **Tel**: +91 80 4682 3000 **E-mail**: ubanka@bsraffiliates.com **Firm registration number**: 101248W/W-100022 **Peer review number**: 014196	September 30, 2024	Reappointment as the statutory auditors of the Company for a consecutive term of 5 years.
B S R & Co. LLP, Chartered Accountants Embassy Golf Links Business Park Pebble Beach, B Block, 3rd Floor No. 13/2, Off. Intermediate Ring Road Bengaluru 560 071 Karnataka, India **Tel**: +91 80 4682 3000 **E-mail**: ubanka@bsraffiliates.com **Firm registration number**: 101248W/W-100022 **Peer review number**: 014196	February 1, 2024	Appointment as the statutory auditors of the Company to fill casual vacancy, on account of transition from B S R & Associates LLP, Chartered Accountants
B S R & Associates LLP, Chartered Accountants Embassy Golf Links Business Park Pebble Beach, B Block, 3rd Floor No. 13/2, Off. Intermediate Ring Road Bengaluru 560 071 Karnataka, India **Tel**: +91 80 4682 3000 **E-mail**: vipinlodha@bsraffiliates.com	January 30, 2024	Resignation due to transition to B S R & Co. LLP, Chartered Accountants since both auditors are members of the B S R & Affiliates network

Name	Date of change	Reason for change
Firm registration number: 116231W/W-100024 **Peer review number**: 014273		

Bankers to the Offer

Escrow Collection Bank(s), Refund Banks and Public Offer Account Bank

[●]

Sponsor Banks

[●]

Bankers to our Company

Axis Bank Limited
Axis House,
6th Floor, C-2 Wadia International Centre,
Pandurang Budhkar Marg,
Worli, Mumbai – 400 025
Tel: 022 24253672
E-mail: naina@axisbank.com
Website: www.axisbank.com
Contact Person: Naina

The Hongkong and Shanghai Banking Corporation Limited, India
2nd floor, HSBC Centre,
No. 7, M.G. Road,
Bangalore 560 001
Karnataka, India
Tel: +91 9930501496
E-mail: somjeet.behera@hsbc.co.in
Website: https://www.hsbc.com/
Contact Person: Somjeet Behera

ICICI Bank Limited
Large Clients Group,
5th Floor, Sobha Pearl,
Commissariat Road,
Ashok Nagar,
Bangalore 560 025
Karnataka, India
Tel: +91 9740833538
E-mail: kunal.ku@icicibank.com
Website: https://www.icicibank.com/
Contact Person: Kunal Kumar

HDFC Bank Limited
No 1, Uma Admirality,
Bannerghatta Road,
Beside Sagar Hospital,
Bangalore 560 029
Karnataka, India
Tel: +91 9379801004
E-mail: rony.mukherjee@hdfcbank.com / support@hdfcbank.com
Website: https://www.hdfcbank.com/
Contact Person: Rony Mukherjee

Designated Intermediaries

Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

In accordance with the SEBI RTA Master Circular, and SEBI ICDR Master Circular read with other applicable UPI Circulars, UPI Bidders Bidding through UPI Mechanism may apply through the SCSBs and mobile applications, using UPI handles, whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI mechanism is provided in the list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as updated from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the respective Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and www.nseindia.com/products-services/initial-public-offerings-asba-procedures, respectively, as updated from time to time and on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and www.nseindia.com/products-services/initial-public-offerings-asba-procedures, respectively, as updated from time to time.

Experts to the Offer

Except as disclosed below, our Company has not obtained any expert opinions:

Our Company has received a written consent dated June 26, 2025 from our Statutory Auditor, namely, B S R & Co. LLP, holding a valid peer review certificate from the ICAI, to include their names as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their examination report dated June 25, 2025 on the Restated Financial Information included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

It is clarified, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated June 26, 2025 from Manian & Rao, Chartered Accountants, having firm registration number 001983S, holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of Companies Act in respect of the statement of special tax benefits and the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated June 26, 2025, from Praveen Subramanya, an independent chartered engineer to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations in this Draft Red Herring Prospectus, and as an "expert", as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an independent chartered engineer in relation to the certificate dated June 26, 2025, certifying, *inter alia*, the installed capacity, available and utilized capacity; and certain processes and statements in relation to manufacturing capabilities and technological processes of the activities carried out at the Company's manufacturing units and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated June 26, 2025, from Nativity Private Limited, independent architect, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act to the extent and in their capacity as an independent architect in relation to the certificate dated June 26, 2025, certifying, *inter alia*, the expenses which are proposed to be incurred by the Company towards setting up of COCO Stores and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

IPO Grading

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Monitoring Agency

In accordance with Regulation 41 of SEBI ICDR Regulations, our Company will appoint a monitoring agency to monitor utilization of the Gross Proceeds from the Fresh Issue prior to the filing of the Red Herring Prospectus with the RoC. For details in relation to the proposed utilisation of the Net Proceeds, see "*Objects of the Offer*" on page 111.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

As this is an Offer of Equity Shares, credit rating is not required for the Offer.

Debenture Trustees

As this is an Offer of Equity Shares, the appointment of debenture trustees is not required for the Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Inter-se allocation of responsibilities

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

S. No.	Activity	Responsibility	Coordinator
1.	Capital structuring and Due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing.	BRLMs	Axis
2.	Drafting and approval of all statutory advertisements (including audio-visual videos) and uploading documents on repository platform.	BRLMs	Axis
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report.	BRLMs	Nomura
4.	Appointment of intermediaries - Banker(s) to the Offer & Sponsor Bank and monitoring agency including coordination of all agreements to be entered into with such intermediaries.	BRLMs	IIFL
5.	Appointment of Registrar to the Offer, Advertising Agency and Printer to the Offer including co-ordination for their agreements.	BRLMs	Axis
6.	Preparation of road show presentation and frequently asked questions.	BRLMs	Nomura
7.	International institutional marketing of the Offer, which will cover, *inter alia*: • marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	BRLMs	Nomura
8.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	BRLMs	Axis
9.	Retail and Non- Institutional marketing of the Offer, which will cover, *inter alia*, • Finalising media, marketing and public relations strategy including list of frequently asked questions at road shows; • Finalising centres for holding conferences for brokers, etc.; • Follow-up on distribution of publicity and Offer material including application form, the Prospectus and deciding on the quantum of the Offer material; and • Finalising collection centres	BRLMs	IIFL
10.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, anchor coordination, anchor CAN and intimation of anchor allocation.	BRLMs	Nomura
11.	Managing the book and finalization of pricing in consultation with the Company and Selling Shareholder.	BRLMs	IIFL
12.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs, Sponsor Banks and other	BRLMs	IIFL

S. No.	Activity	Responsibility	Coordinator
	Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Other post-Offer activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds, payment of STT on behalf of the Selling Shareholders and coordination with various agencies connected with the post-Offer activity such as Registrar to the Offer, Bankers to the Offer, Sponsor Bank, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for submission of all post-Offer reports including the final post-Offer report to SEBI.		

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus and the Bid Cum Application Forms and the Revision Forms within the Price Band, which will be decided by our Company, in consultation with the Book Running Lead Managers, and which will either be included in the Red Herring Prospectus or will be advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper, and [●] edition of [●], a Kannada daily newspaper (Kannada is the regional language of Karnataka, where our Registered and Corporate Office is located) each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company and the Book Running Lead Managers after the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. For details, see "*Offer Procedure*" on page 401.

All Bidders (other than Anchor Investors) shall participate in this Offer mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Pursuant to SEBI ICDR Master Circular, all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million may use the UPI Mechanism.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIBs, NIBs and the Anchor Investors, allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis. Pursuant to SEBI ICDR Master Circular, all individual investors applying in initial public offerings whose application amount is up to ₹ 0.50 million shall use UPI Mechanism. Eligible Employees Bidding under the Employee Reservation Portion for ₹ [●] million and individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹ 0.20 million and up to ₹ 0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Each Bidder will be deemed to have acknowledged the above restrictions and the terms of the Offer, by submitting their Bid in the Offer.

The process of Book Building under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

Bidders should note that, the Offer is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment as per the prescribed timelines in compliance with the SEBI ICDR Regulations.

For further details, see "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" on pages 391, 397 and 401, respectively. For details in relation to filing of this Draft Red Herring Prospectus see "*-Filing of this Draft Red Herring Prospectus*" on page 75.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure"* on page 401.

Underwriting Agreement

Our Company and the Selling Shareholders intend to, prior to the filing of the Prospectus with the RoC, enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer in accordance with the Regulation 40(3) of the SEBI ICDR Regulations. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares which they shall subscribe to on account of rejection of bids, either by themselves or by procuring subscription, at a price which shall not be less than the Offer Price.

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares to be underwritten	Amount underwritten (in ₹ million)
[●]	[●]	[●]

The aforementioned underwriting commitments are indicative and will be finalised in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board/ IPO committee, at its meeting held on [●], approved the acceptance and entering into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

Details of the share capital of our Company, as at the date of this Draft Red Herring Prospectus, are as set forth below:

(in ₹, except share data)

	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A	**AUTHORISED SHARE CAPITAL[(1)]**		
	Equity shares comprising:		
	228,532,000 Equity Shares of face value of ₹1 each	228,532,000	
	Preference shares comprising:		
	300,000 preference shares of face value of ₹1 each	300,000	
	5,000,000 Series A preference shares of face value of ₹1 each	5,000,000	
	2,000,000 Series B preference shares of face value of ₹1 each	2,000,000	
	3,000,000 Series C preference shares of face value of ₹1 each	3,000,000	
	5,000,000 Series D preference shares of face value of ₹50 each	250,000,000	
	435,000 Series D1 preference shares of face value of ₹50 each	21,750,000	
	Total	510,582,000	
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL (BEFORE THE OFFER AND PRIOR TO THE CONVERSION OF CCCPS)**		
	Equity shares comprising:		
	157,526,952 Equity Shares of face value of ₹1 each	157,526,952	
	Preference shares comprising:		
	4,736,900 Series A CCCPS of face value of ₹1 each	4,736,900	
	1,752,350 Series B CCCPS of face value of ₹1 each	1,752,350	
	1,481,000 Series C CCCPS of face value of ₹1 each	1,481,000	
	3,255,599 Series D CCCPS of face value of ₹50 each	162,779,950	
	433,892 Series D1 CCCPS of face value of ₹50 each	21,694,600	
	Total	**349,971,752**	
C	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER (UPON CONVERSION OF THE CCCPS)[(6)]**		
	304,614,420 Equity Shares (of face value of ₹1 each)	**304,614,420**	[●]
D	**PRESENT OFFER[(3)]**		
	Offer of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million[(2)(3)]	[●]	[●]
	of which		
	Fresh Issue of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹4,682.21 million[(3)]	[●]	[●]
	Offer for Sale of up to 58,399,085 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million[(4)]	[●]	[●]
	which includes		
	Employee Reservation Portion of up to [●] Equity Shares of face value of ₹1 each[(5)]	[●]	[●]
	Net Offer of up to [●] Equity Shares of face value of ₹1 each	[●]	[●]
E	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of face value of ₹1 each	[●]	-
F	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		7,825,897,031
	After the Offer*		[●]

* *To be updated upon finalisation of the Offer Price, and subject to the Basis of Allotment.*

(1) *For details of changes in the authorised share capital of our Company since incorporation, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 224.*

(2) *Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, for an amount of up to ₹ 936.44 million as may be permitted under the applicable law, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.*

(3) *The Offer has been authorised by our Board pursuant to the resolution passed at its meeting dated June 16, 2025 and June 26, 2025, and the Fresh Issue has been authorised by our Shareholders pursuant to the special resolution passed at their extraordinary general meeting dated June 17, 2025.*

(4) *Our Board has taken on record authorisations for the Offer for Sale by each of the Selling Shareholders to, severally and not jointly, participate in the Offer for Sale pursuant to its resolution dated June 26, 2025. For further details, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 67 and 376, respectively.*

(5) Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹0.50 million. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million.

(6) Prior to filing of the Red Herring Prospectus, the following outstanding CCCPS will convert to a maximum of up to147,087,468 Equity Shares of face value of ₹1 each, in accordance with Regulation 5(2) of the SEBI ICDR Regulations, and the terms of the CCCPS, in the following manner.

Outstanding CCCPS as on date of this Draft Red Herring Prospectus	***Maximum number of resultant Equity Shares^***
4,736,900 Series A CCCPS of face value of ₹1 each	*Up to 56,825,747 Equity Shares of face value of ₹1 each*
1,752,350 Series B CCCPS of face value of ₹1 each	*Up to 22,788,260 Equity Shares of face value of ₹1 each*
1,481,000 Series C CCCPS of face value of ₹1 each	*Up to 23,199,569 Equity Shares of face value of ₹1 each*
3,255,599 Series D CCCPS of face value of ₹50 each	*Up to 39,067,188 Equity Shares of face value of ₹1 each*
433,892 Series D1 CCCPS of face value of ₹50 each	*Up to 5,206,704 Equity Shares of face value of ₹1 each*

^ As per the adjusted CCCPS conversion ratio for issue of bonus shares which were allotted by our Company on May 14, 2025.

Notes to the capital structure

1. Share capital history of our Company

(a) Equity share capital

The history of the equity share capital of our Company is set forth below:

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)	Names of allottees
March 1, 2016	Allotment pursuant to initial subscription to the Memorandum of Association	Cash	10,000	10	10	10,000	100,000	Allotment of 9,500 equity shares of face value of ₹10 each to Ankit Garg and 500 equity shares of face value of ₹10 each to Chaitanya Ramalingegowda
December 22, 2020	Private placement	Cash	10	10	1,060,059	10,010	100,100	Allotment of 10 equity shares of face value of ₹10 each to Verlinvest S.A.
Pursuant to a resolution passed by our Board on February 17, 2021, and a resolution passed by the Shareholders on February 20, 2021, each equity share of face value of ₹10 each has been sub-divided into ten Equity Shares of face value of ₹1 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 10,010 equity shares of face value of ₹10 each to 100,100 Equity Shares of face value of ₹1 each.								
February 27, 2021	Bonus issue in the ratio of 100:1 (100 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held by the then existing shareholders)	N.A.	10,010,000	1	N.A.	10,110,100	10,110,100	Allotment of 7,089,000 Equity Shares of face value of ₹1 each to Ankit Garg, 2,124,000 Equity Shares of face value of ₹1 each to Chaitanya Ramalingegowda, 390,000 Equity Shares of face value of ₹1 each to Nitika Goel, 3,000 Equity Shares of face value of ₹1 each to Redwood Trust, 394,000 Equity Shares of face value of ₹1 each to Peak XV Partners Investments VI, and 10,000 Equity Shares of face value of ₹1 each to Verlinvest S.A.
November 29, 2021	Private placement	Cash	100	1	1,370.62	10,110,200	10,110,200	Allotment of 100 Equity Shares of face value of ₹1 each to SAI Global India Fund I, LLP.
February 17, 2023	Private placement	Cash	10	1	971.18	10,110,210	10,110,210	Allotment of 10 Equity Shares of face value of ₹1 each to Investcorp India Private Equity Opportunity Limited.
May 23, 2023	Private placement	Cash	20	1	971.18	10,110,230	10,110,230	Allotment of 10 Equity Shares of face value of ₹1 each to Paramark KB Fund I and 10 Equity Shares of face value of ₹1 each to Indigo Circle Advisors

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)	Names of allottees
October 12, 2023	Allotment pursuant to ESOP 2019	Cash	234,200	1	1	10,344,430	10,344,430	Allotment of 173,482 Equity Shares of face value of ₹1 each to Kumar Gaurav, 52,044 Equity Shares of face value of ₹1 each to Rachit Saran and 8,674 Equity Shares of face value of ₹1 each to Sharad Sodhani.
December 4, 2024	Allotment pursuant to ESOP 2019	Cash	179,071	1	1	10,523,501	10,523,501	Allotment of 31,755 Equity Shares of face value of ₹1 each to Rachit Saran, 20,594 Equity Shares of face value of ₹1 each to Yash Dayal, 14,592 Equity Shares of face value of ₹1 each to Sreeram T, 10,297 Equity Shares of face value of ₹1 each to Kaustabh Chakraborty, 9,020 Equity Shares of face value of ₹1 each to Lokesh Gupta, 6,436 Equity Shares of face value of ₹1 each to Anil Arya, 4,555 Equity Shares of face value of ₹1 each to Abhishek Upadhyay, 3,862 Equity Shares of face value of ₹1 each to Puneet Kumar Tripathi, 3,758 Equity Shares of face value of ₹1 each to Rishabh Agarwal, 3,573 Equity Shares of face value of ₹1 each to Anuj Jindal, 3,006 Equity Shares of face value of ₹1 each to Gavist Baliyan, 2,736 Equity Shares of face value of ₹1 each to Sanjay Kumar Prasad, 2,597 Equity Shares of face value of ₹1 each to Sreekanth Namagiri, 2,189 Equity Shares of face value of ₹1 each to Govind Raj Kaushik Metpally, 2,188 Equity Shares of face value of ₹1 each to Sneha Priya, 2,119 Equity Shares of face value of ₹1 each to Vikata Kavi D, 2,613 Equity Shares of face value of ₹1 each to Ghattamaneni Sri Tilak, 2,098 Equity Shares of face value of ₹1 each to Ashish Dhyani, 1,824 Equity Shares of face value of ₹1 each to Anup Kumar Mahakud, 1,673 Equity Shares of face value of ₹1 each to Dibyendu Panda, 1,555 Equity

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)	Names of allottees
								Shares of face value of ₹1 each to Ajay Kumar Ijral, 1,518 Equity Shares of face value of ₹1 each to Ranaram, 1,355 Equity Shares of face value of ₹1 each to Vipin Patel, 1,313 Equity Shares of face value of ₹1 each to Anoop Kumar B, 1,298 Equity Shares of face value of ₹1 each to Praveen Bayappa Reddy, 1,287 Equity Shares of face value of ₹1 each to Mohammad Arif Yasin Shaikh, 1,186 Equity Shares of face value of ₹1 each to Shankey Jain, 1,136 Equity Shares of face value of ₹1 each to Vasantha Kumar S, 1,118 Equity Shares of face value of ₹1 each to Gogana Sai Kiran, 1,082 Equity Shares of face value of ₹1 each to Tapis Gangwar, 1,079 Equity Shares of face value of ₹1 each to Vipin Kumar, 1,049 Equity Shares of face value of ₹1 each to Srijith C Nair, 991 Equity Shares of face value of ₹1 each to Bikram Chandra Parida, 958 Equity Shares of face value of ₹1 each to Piyush Raj, 933 Equity Shares of face value of ₹1 each to Ipshit Kumar, 917 Equity Shares of face value of ₹1 each to Mohit Goyal, 916 Equity Shares of face value of ₹1 each to Aman Agrawal, 894 Equity Shares of face value of ₹1 each to Sayeed Ahmed Ansari, 868 Equity Shares of face value of ₹1 each to Vikas Singh Rana, 773 Equity Shares of face value of ₹1 each to Achal Sharma, 752 Equity Shares of face value of ₹1 each to Shubham Bhargava, 741 Equity Shares of face value of ₹1 each to Akshita Pathania, 674 Equity Shares of face value of ₹1 each to Manoj Reddy Mugi, 661 Equity Shares of face value of ₹1 each to Nikita Bhatnagar, 656 Equity Shares of face

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)	Names of allottees
								value of ₹1 each to Melvin Davis Vallully, 643 Equity Shares of face value of ₹1 each to Yash Pramod Agrawal, 641 Equity Shares of face value of ₹1 each to Ravichanadra S, 638 Equity Shares of face value of ₹1 each to Sucheth Sunil, 620 Equity Shares of face value of ₹1 each to Anish Kumar Yadav, 571 Equity Shares of face value of ₹1 each to Pawni Bhave, 547 Equity Shares of face value of ₹1 each to Savijeet Singh, 501 Equity Shares of face value of ₹1 each to Vamsi Abhinav Manipatruni, 494 Equity Shares of face value of ₹1 each to Udit Unnikrishnan, 492 Equity Shares of face value of ₹1 each to Rishi Raj Pandey, 485 Equity Shares of face value of ₹1 each to Pannagaraj Jayaram, 478 Equity Shares of face value of ₹1 each to Achintya K, 471 Equity Shares of face value of ₹1 each to Vikash Kumar, 458 Equity Shares of face value of ₹1 each to Stuti Kataria, 428 Equity Shares of face value of ₹1 each to Shyam Sharma, 423 Equity Shares of face value of ₹1 each to Dipesh Chatterjee, 421 Equity Shares of face value of ₹1 each to Sushma Singh, 410 Equity Shares of face value of ₹1 each to Rahul B Dhammasena, 401 Equity Shares of face value of ₹1 each to Mithun M, 394 Equity Shares of face value of ₹1 each to Delight Nissy, 389 Equity Shares of face value of ₹1 each to Sunitha Daiya, 385 Equity Shares of face value of ₹1 each to Gayathri Mohan, 374 Equity Shares of face value of ₹1 each to Mahesha V, 365 Equity Shares of face value of ₹1 each to Namit Kumar, 364 Equity Shares of

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)	Names of allottees
								face value of ₹1 each to Vishal Khandelwal, 358 Equity Shares of face value of ₹1 each to Sumit Datta, 358 Equity Shares of face value of ₹1 each to Durlabh Ramteke, 344 Equity Shares of face value of ₹1 each to Karpaga Ganesh T, 343 Equity Shares of face value of ₹1 each to Sathyamurthi Munirathinam, 336 Equity Shares of face value of ₹1 each to Chandan M, 313 Equity Shares of face value of ₹1 each to Saju J Kadavan, 296 Equity Shares of face value of ₹1 each to Venkataswamy M, 291 Equity Shares of face value of ₹1 each to Sunaina B G, 286 Equity Shares of face value of ₹1 each to Anshul, 283 Equity Shares of face value of ₹1 each to Adila Munawar, 280 Equity Shares of face value of ₹1 each to Manohar Shetty, 274 Equity Shares of face value of ₹1 each to John Paul T, 274 Equity Shares of face value of ₹1 each to Shaishav Shirish Sheth, 274 Equity Shares of face value of ₹1 each to Nadhirge Shivaprasad Reddy, 257 Equity Shares of face value of ₹1 each to Krishna Prasad, 240 Equity Shares of face value of ₹1 each to Bhanu Prakash, 239 Equity Shares of face value of ₹1 each to Simarpreet Kaur, 239 Equity Shares of face value of ₹1 each to Abhishek Khandelwal, 239 Equity Shares of face value of ₹1 each to Mohit Garg, 215 Equity Shares of face value of ₹1 each to Maria Arockia Samy, 203 Equity Shares of face value of ₹1 each to Kavya M.K, 190 Equity Shares of face value of ₹1 each to Vishal Sarag, 182 Equity Shares of face value of ₹1 each to Chowdavarapu Venkata Poorna Pradeep, 182 Equity Shares of

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)	Names of allottees
								face value of ₹1 each to Srinatha N, 182 Equity Shares of face value of ₹1 each to Balu TP, 171 Equity Shares of face value of ₹1 each to Hifza Salaiheen, 167 Equity Shares of face value of ₹1 each to Fouzia Mukthar, 164 Equity Shares of face value of ₹1 each to Faizan Shariff, 164 Equity Shares of face value of ₹1 each to Vijay Hondadakatti, 161 Equity Shares of face value of ₹1 each to Lakshman Rao S, 160 Equity Shares of face value of ₹1 each to Meghana Hiremath, 156 Equity Shares of face value of ₹1 each to Vigneshwaran, 155 Equity Shares of face value of ₹1 each to Nethravathi Vajrala, 149 Equity Shares of face value of ₹1 each to Rahul Kumar, 146 Equity Shares of face value of ₹1 each to Manjunatha A, 146 Equity Shares of face value of ₹1 each to Ajith M U, 144 Equity Shares of face value of ₹1 each to Manas Kumar, 142 Equity Shares of face value of ₹1 each to Jaffar Ali S, 128 Equity Shares of face value of ₹1 each to Jose P V, 110 Equity Shares of face value of ₹1 each to Umme Kubra, 109 Equity Shares of face value of ₹1 each to Amar, 109 Equity Shares of face value of ₹1 each to Prajjwal Singh, 109 Equity Shares of face value of ₹1 each to Priyanshu Mourya, 108 Equity Shares of face value of ₹1 each to Sagar S, 107 Equity Shares of face value of ₹1 each to Zaiba Naaz. S, 91 Equity Shares of face value of ₹1 each to Ranjith A S, 89 Equity Shares of face value of ₹1 each to Azhar Shaik, 86 Equity Shares of face value of ₹1 each to Deepak Jangid, 77 Equity Shares of face value of ₹1 each to Ashish Kumar Vishwakarma, 77

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)	Names of allottees
								Equity Shares of face value of ₹1 each to Pruthvi K B, 77 Equity Shares of face value of ₹1 each to Anil K S, 77 Equity Shares of face value of ₹1 each to R Girish, 77 Equity Shares of face value of ₹1 each to Sneha Prabhu, 73 Equity Shares of face value of ₹1 each to Ummesaniya Inamdar, 64 Equity Shares of face value of ₹1 each to Suma Anigol, 58 Equity Shares of face value of ₹1 each to Nitish Kumar, 52 Equity Shares of face value of ₹1 each to Ibrahim Malik T, 36 Equity Shares of face value of ₹1 each to Abhishek Mishra, 36 Equity Shares of face value of ₹1 each to Anand Raj, and 30 Equity Shares of face value of ₹1 each to Babu M S.
May 13, 2025	Rights issue	Cash	2,603,745	1	1	13,127,246	13,127,246	Allotment of 1,916,362 Equity Shares of face value of ₹1 each to Ankit Garg, 687,369 Equity Shares of face value of ₹1 each to Chaitanya Ramalingegowda, 10 Equity Shares of face value of ₹1 each to Nitika Goel and 4 Equity Shares of face value of ₹1 each to Indigo Circle Advisors. ^
May 14, 2025	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held by existing shareholders)	N.A.	144,399,706	1	N.A.	157,526,952	157,526,952	Allotment of 94,590,958 Equity Shares of face value of ₹1 each to Ankit Garg, 28,582,499 Equity Shares of face value of ₹1 each to Chaitanya Ramalingegowda, 3,297,085 Equity Shares of face value of ₹1 each to Nitika Goel, 4,377,340 Equity Shares of face value of ₹1 each to Peak XV Partners Investments VI, 33,330 Equity Shares of face value of ₹1 each to Redwood Trust, 111,100 Equity Shares of face value of ₹1 each to Verlinvest S.A., 1,100 Equity Shares of face value of ₹1 each to SAI Global India Fund I, LLP, 110 Equity Shares of face value of ₹1 each to Investcorp Growth Equity Fund, 154 Equity

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)	Names of allottees
								Shares of face value of ₹1 each to Indigo Circle Advisors, 110 Equity Shares of face value ₹1 each to Paramark KB Fund I, 13,401,212 Equity Shares of face value of ₹1 each to Elevation Capital VIII Limited, and 4,708 Equity Shares of face value ₹1 each to Shyam Sharma.

^ *Ankit Garg, Chaitanya Ramalingegowda, Nitika Goel, Peak XV Partners Investments VI, Redwood Trust, Verlinvest S.A., SAI Global India Fund I, LLP, Investcorp Growth Equity Fund, Indigo Circle Advisors, Paramark KB Fund I, Elevation Capital VIII Limited, Shyam Sharma and Piyush Raj were offered 2,403,809 Equity Shares of face value of ₹1 each, 687,401 Equity Shares of face value of ₹ 1 each, 107,811 Equity Shares of face value of ₹ 1 each, 143,139 Equity Shares of face value of ₹ 1 each, 1,090 Equity Shares of face value of ₹ 1 each, 3,633 Equity Shares of face value of ₹ 1 each, 36 Equity Shares of face value of ₹ 1 each, 4 Equity Shares of face value of ₹ 1 each, 4 Equity Shares of face value of ₹ 1 each, 4 Equity Shares of face value of ₹ 1 each, 437,875 Equity Shares of face value of ₹ 1 each, 154 Equity Shares of face value of ₹ 1 each and 345 Equity Shares of face value of₹1 each, respectively, pursuant to the letter of offer issued by our Company, each dated May 5, 2025. However, Ankit Garg, Chaitanya Ramalingegowda, Nitika Goel, Peak XV Partners Investments VI, Redwood Trust, Verlinvest S.A., SAI Global India Fund I, LLP, Investcorp Growth Equity Fund, and Paramark KB Fund I waived 487,447 Equity Shares of face value of ₹ 1 each, 32 Equity Shares of face value of ₹ 1 each, 107,801 Equity Shares of face value of ₹ 1 each, 143,139 Equity Shares of face value of ₹ 1 each, 1,090 Equity Shares of face value of ₹ 1 each, 3,633 Equity Shares of face value of ₹ 1 each, 36 Equity Shares of face value of ₹ 1 each, 4 Equity Shares of face value of ₹ 1 each, and 4 Equity Shares of face value of ₹ 1 each, respectively, pursuant to their respective waiver letters, they waived off their respective rights entitlements in favor of our Company. Additionally, our Company didn't receive any intimation of acceptance or waiver from Piyush Raj, Shyam Sharma and Elevation Capital VIII Limited within the stipulated time and hence were deemed to be declined.*

(b) Preference share capital

Date of allotment/acquisition of CCCPS	Names of allottees/ shareholders	Number of CCCPS allotted/ acquired	Conversion Ratio	Number of equity shares to be allotted/ allotted post conversion	Acquisition price per CCCPS (in ₹)	Estimated price per equity shares (based on conversion) (in ₹)
Series A CCCPS						
December 24, 2018	Allotment of 4,657 Series A CCCPS of face value of ₹10 each to Peak XV Partners Investments VI and 33 Series A CCCPS of face value of ₹10 each to Redwood Trust.	4,690	11.9964: 1	56,263	138,601.39	11,553.58
Pursuant to a resolution passed by our Board on February 17, 2021, and a resolution passed by the Shareholders on February 20, 2021, each Series A CCCPS of face value of ₹10 each has been sub-divided into ten Series A CCCPS of face value of ₹1 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 4,690 Series A CCCPS of face value of ₹10 each to 46,900 Series A CCCPS of face value of ₹1 each which shall result into 562,631 Equity Shares of face value ₹1 each post conversion.						
February 27, 2021	Allotment pursuant to bonus issue of 33,000 Series A CCCPS of face value of ₹1 each to Redwood Trust and 4,657,000 Series A CCCPS of face value of ₹1 each to Peak XV Partners Investments VI.	4,690,000	11.9964: 1	56,263,116	N.A.	N.A.
Series B CCCPS						
December 22, 2020	Allotment of 1,358 Series B CCCPS of face value of ₹10 each to Verlinvest S.A., 374 Series B CCCPS of face value of ₹10 each to Peak XV Partners Investments VI and 3 Series B CCCPS of face value ₹10 each to Redwood Trust.	1,735	13.0044: 1	22,563	1,060,059.00	81,515.41
Pursuant to a resolution passed by our Board on February 17, 2021, and a resolution passed by the Shareholders on February 20, 2021, each Series B CCCPS of face value of ₹10 each has been sub-divided into ten Series B CCCPS of face value of ₹1 each. Accordingly, the issued, subscribed and paid-up capital of our Company was sub-divided from 1,735 Series B CCCPS of face value of ₹10 each to 17,350 Series B CCCPS of face value of ₹1 each which shall result into 225,626 Equity Shares of face value ₹1 each post conversion.						
February 27, 2021	Allotment pursuant to bonus issue of 3,000 Series B CCCPS of face value of ₹1 each to Redwood Trust, 374,000 Series B CCCPS of face value of ₹1 each to Peak XV Partners Investments VI and 1,358,000 Series B CCCPS of	1,735,000	13.0044: 1	22,562,634	N.A.	N.A.

Date of allotment/acquisition of CCCPS	Names of allottees/ shareholders	Number of CCCPS allotted/ acquired	Conversion Ratio	Number of equity shares to be allotted/ allotted post conversion	Acquisition price per CCCPS (in ₹)	Estimated price per equity shares (based on conversion) (in ₹)
	face value ₹1 each to Verlinvest S.A.					
Series C CCCPS						
November 19, 2021	Allotment of 547,200 Series C CCCPS of face value of ₹1 each to Verlinvest S.A.	547,200	15.6648: 1	8,571,779	1,370.62	87.50
November 25, 2021	Allotment of 131,300 Series C CCCPS of face value of ₹1 each to Peak XV Partners Investments VI.	131,300	15.6648: 1	2,056,788	1,370.62	87.50
November 29, 2021	Allotment of 802,500 Series C CCCPS of face value of ₹1 each to SAI Global India Fund I, LLP.	802,500	15.6648: 1	12,571,002	1,370.62	87.50
Series D CCCPS						
February 17, 2023	Allotment of 2,419,726 Series D CCCPS of face value of ₹50 each to Investcorp India Private Equity Opportunity Limited, 337,585 Series D CCCPS of face value of ₹50 each to Verlinvest S.A., 168,792 Series D CCCPS of face value of ₹50 each to Peak XV Partners Investments VI and 329,496 Series D CCCPS of face value of ₹50 each to SAI Global India Fund I, LLP.	3,255,599	12:1	39,067,188	971.18	80.93
Series D1 CCCPS						
May 23, 2023	Allotment of 425,665 Series D1 CCCPS of face value of ₹50 each to Paramark KB Fund I and 8,227 Series D1 CCCPS of face value of ₹50 each to Indigo Circle Advisors	433,892	12:1	5,206,704	971.18	80.93

Our Company has made the abovementioned issuances and allotments of securities from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus in compliance with the relevant provisions of the Companies Act, 2013 read with the rules thereunder, to the extent applicable.

(c) Secondary transactions by our Other Selling Shareholders and members of the Promoter Group

Except as disclosed below, there has been no acquisition or transfer of securities through secondary transactions by our Other Selling Shareholders and members of the Promoter Group, as on the date of this Draft Red Herring Prospectus:

Date of transfer of securities*	Name of transferor	Name of transferee	Number of securities transferred	Nature of securities	Nature of consideration	Face value per security (in ₹)	Transfer price per security (in ₹)
Nitika Goel							
April 1, 2017	Ankit Garg	Nitika Goel	390	equity shares	Cash	10	373.56
October 31, 2023	Nitika Goel	Elevation Capital VIII Limited	69,392	Equity Shares	Cash	1	1,152.86
March 13, 2025	Nitika Goel	Elevation Capital VIII Limited	24,783	Equity Shares	Cash	1	1,600.00
Peak XV Partners Investments VI							
December 24, 2018	Ankit Garg	Peak XV Partners Investments VI	269	equity shares	Cash	10	138,601.39
December 24, 2018	Chaitanya Ramalingegowda	Peak XV Partners Investments VI	125	equity shares	Cash	10	138,601.39
Redwood Trust							
December 24, 2018	Ankit Garg	Redwood Trust	2	equity shares	Cash	10	138,601.39
December 24, 2018	Chaitanya Ramalingegowda	Redwood Trust	1	equity shares	Cash	10	138,601.39
Investcorp Growth Equity Fund							
December 14, 2023	Investcorp India Private Equity Opportunity Limited	Investcorp Growth Equity Fund	2,135,469	Series D CCCPS	Cash	50	1,054.20
December 14, 2023	Investcorp India Private Equity Opportunity Limited	Investcorp Growth Equity Fund	10	Equity Shares	Cash	1	1,054.20
Investcorp Growth Opportunity Fund							
May 16, 2023	Investcorp India Private Equity Opportunity Limited	Investcorp Growth Opportunity Fund	100,500	Series D CCCPS	Cash	50	995.02
October 10, 2023	Investcorp India Private Equity Opportunity Limited	Investcorp Growth Opportunity Fund	96,714	Series D CCCPS	Cash	50	1,033.97
November 7, 2023	Investcorp India Private Equity Opportunity Limited	Investcorp Growth Opportunity Fund	87,043	Series D CCCPS	Cash	50	1,033.97

**Other than the Promoter Selling Shareholders.*

For details in relation to the acquisition or transfer of securities through secondary transactions by our Promoters, see "*– History of the Equity Share capital held by our Promoters*" on page 101.

2. Shares issued for consideration other than cash or out of revaluation reserves (excluding bonus issuance)

Our Company has not issued any Equity Shares for consideration other than cash or out of the revaluation reserves since its incorporation as on the date of this Draft Red Herring Prospectus

3. Shares issued under Sections 230 to 234 of the Companies Act, 2013

Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.

4. Securities or Equity Shares issued at a price lower than the Offer Price in the preceding one year

Except for the below allotments, our Company has not issued any equity shares during a period of one year preceding the date of this Draft Red Herring Prospectus at a price which may be lower than the Offer Price.

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Names of allottees
December 4, 2024	Allotment pursuant to ESOP 2019	Cash	179,071	1	1	Allotment of 31,755 Equity Shares of face value of ₹1 each to Rachit Saran, 20,594 Equity Shares of face value of ₹1 each to Yash Dayal, 14,592 Equity Shares of face value of ₹1 each to Sreeram T, 10,297 Equity Shares of face value of ₹1 each to Kaustabh Chakraborty, 9,020 Equity Shares of face value of ₹1 each to Lokesh Gupta, 6,436 Equity Shares of face value of ₹1 each to Anil Arya, 4,555 Equity Shares of face value of ₹1 each to Abhishek Upadhyay, 3,862 Equity Shares of face value of ₹1 each to Puneet Kumar Tripathi, 3,758 Equity Shares of face value of ₹1 each to Rishabh Agarwal, 3,573 Equity Shares of face value of ₹1 each to Anuj Jindal, 3,006 Equity Shares of face value of ₹1 each to Gavist Baliyan, 2,736 Equity Shares of face value of ₹1 each to Sanjay Kumar Prasad, 2,597 Equity Shares of face value of ₹1 each to Sreekanth Namagiri, 2,189 Equity Shares of face value of ₹1 each to Govind Raj Kaushik Metpally, 2,188 Equity Shares of face value of ₹1 each to Sneha Priya, 2,119 Equity Shares of face value of ₹1 each to Vikata Kavi D, 2,613 Equity Shares of face value of ₹1 each to Ghattamaneni Sri Tilak, 2,098 Equity Shares of face value of ₹1 each to Ashish Dhyani, 1,824 Equity Shares of face value of ₹1 each to Anup Kumar Mahakud, 1,673 Equity Shares of face value of ₹1 each to Dibyendu Panda, 1,555 Equity Shares of face value of ₹1 each to Ajay Kumar Ijral, 1,518 Equity Shares of face value of ₹1 each to Ranaram, 1,355 Equity Shares of face value of ₹1 each to Vipin Patel, 1,313 Equity Shares of face value of ₹1 each to Anoop Kumar B, 1,298 Equity Shares of face value of ₹1 each to Praveen Bayappa Reddy, 1,287 Equity Shares of face value of ₹1 each to Mohammad Arif Yasin Shaikh, 1,186 Equity Shares of face value of ₹1 each to Shankey Jain, 1,136 Equity Shares of face value of ₹1 each to Vasantha Kumar S, 1,118 Equity Shares of face value of ₹1 each to Gogana Sai Kiran, 1,082 Equity Shares of face value of ₹1 each to Tapis Gangwar, 1,079 Equity Shares of face value of ₹1 each to Vipin Kumar, 1,049 Equity Shares of face value of ₹1 each to Srijith C Nair, 991 Equity Shares of face value of ₹1 each to Bikram Chandra Parida, 958 Equity Shares of face value of ₹1 each to Piyush Raj, 933 Equity Shares of face value of ₹1 each to Ipshit Kumar, 917 Equity Shares of face value of ₹1 each to Mohit Goyal, 916 Equity Shares of face value of ₹1 each to Aman Agrawal, 894 Equity Shares of face value of ₹1 each to Sayeed Ahmed Ansari, 868 Equity Shares of face value of ₹1 each to Vikas Singh Rana, 773 Equity

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Names of allottees
						Shares of face value of ₹1 each to Achal Sharma, 752 Equity Shares of face value of ₹1 each to Shubham Bhargava, 741 Equity Shares of face value of ₹1 each to Akshita Pathania, 674 Equity Shares of face value of ₹1 each to Manoj Reddy Mugi, 661 Equity Shares of face value of ₹1 each to Nikita Bhatnagar, 656 Equity Shares of face value of ₹1 each to Melvin Davis Vallully, 643 Equity Shares of face value of ₹1 each to Yash Pramod Agrawal, 641 Equity Shares of face value of ₹1 each to Ravichanadra S, 638 Equity Shares of face value of ₹1 each to Sucheth Sunil, 620 Equity Shares of face value of ₹1 each to Anish Kumar Yadav, 571 Equity Shares of face value of ₹1 each to Pawni Bhave, 547 Equity Shares of face value of ₹1 each to Savijeet Singh, 501 Equity Shares of face value of ₹1 each to Vamsi Abhinav Manipatruni, 494 Equity Shares of face value of ₹1 each to Udit Unnikrishnan, 492 Equity Shares of face value of ₹1 each to Rishi Raj Pandey, 485 Equity Shares of face value of ₹1 each to Pannagaraj Jayaram, 478 Equity Shares of face value of ₹1 each to Achintya K, 471 Equity Shares of face value of ₹1 each to Vikash Kumar, 458 Equity Shares of face value of ₹1 each to Stuti Kataria, 428 Equity Shares of face value of ₹1 each to Shyam Sharma, 423 Equity Shares of face value of ₹1 each to Dipesh Chatterjee, 421 Equity Shares of face value of ₹1 each to Sushma Singh, 410 Equity Shares of face value of ₹1 each to Rahul B Dhammasena, 401 Equity Shares of face value of ₹1 each to Mithun M, 394 Equity Shares of face value of ₹1 each to Delight Nissy, 389 Equity Shares of face value of ₹1 each to Sunitha Daiya, 385 Equity Shares of face value of ₹1 each to Gayathri Mohan, 374 Equity Shares of face value of ₹1 each to Mahesha V, 365 Equity Shares of face value of ₹1 each to Namit Kumar, 364 Equity Shares of face value of ₹1 each to Vishal Khandelwal, 358 Equity Shares of face value of ₹1 each to Sumit Datta, 358 Equity Shares of face value of ₹1 each to Durlabh Ramteke, 344 Equity Shares of face value of ₹1 each to Karpaga Ganesh T, 343 Equity Shares of face value of ₹1 each to Sathyamurthi Munirathinam, 336 Equity Shares of face value of ₹1 each to Chandan M, 313 Equity Shares of face value of ₹1 each to Saju J Kadavan, 296 Equity Shares of face value of ₹1 each to Venkataswamy M, 291 Equity Shares of face value of ₹1 each to Sunaina B G, 286 Equity Shares of face value of ₹1 each to Anshul, 283 Equity Shares of face value of ₹1 each to Adila Munawar, 280 Equity Shares of face value of ₹1 each to Manohar Shetty, 274 Equity Shares of

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Names of allottees
						face value of ₹1 each to John Paul T, 274 Equity Shares of face value of ₹1 each to Shaishav Shirish Sheth, 274 Equity Shares of face value of ₹1 each to Nadhirge Shivaprasad Reddy, 257 Equity Shares of face value of ₹1 each to Krishna Prasad, 240 Equity Shares of face value of ₹1 each to Bhanu Prakash, 239 Equity Shares of face value of ₹1 each to Simarpreet Kaur, 239 Equity Shares of face value of ₹1 each to Abhishek Khandelwal, 239 Equity Shares of face value of ₹1 each to Mohit Garg, 215 Equity Shares of face value of ₹1 each to Maria Arockia Samy, 203 Equity Shares of face value of ₹1 each to Kavya M.K, 190 Equity Shares of face value of ₹1 each to Vishal Sarag, 182 Equity Shares of face value of ₹1 each to Chowdavarapu Venkata Poorna Pradeep, 182 Equity Shares of face value of ₹1 each to Srinatha N, 182 Equity Shares of face value of ₹1 each to Balu TP, 171 Equity Shares of face value of ₹1 each to Hifza Salaiheen, 167 Equity Shares of face value of ₹1 each to Fouzia Mukthar, 164 Equity Shares of face value of ₹1 each to Faizan Shariff, 164 Equity Shares of face value of ₹1 each to Vijay Hondadakatti, 161 Equity Shares of face value of ₹1 each to Lakshman Rao S, 160 Equity Shares of face value of ₹1 each to Meghana Hiremath, 156 Equity Shares of face value of ₹1 each to Vigneshwaran, 155 Equity Shares of face value of ₹1 each to Nethravathi Vajrala, 149 Equity Shares of face value of ₹1 each to Rahul Kumar, 146 Equity Shares of face value of ₹1 each to Manjunatha A, 146 Equity Shares of face value of ₹1 each to Ajith M U, 144 Equity Shares of face value of ₹1 each to Manas Kumar, 142 Equity Shares of face value of ₹1 each to Jaffar Ali S, 128 Equity Shares of face value of ₹1 each to Jose P V, 110 Equity Shares of face value of ₹1 each to Umme Kubra, 109 Equity Shares of face value of ₹1 each to Amar, 109 Equity Shares of face value of ₹1 each to Prajjwal Singh, 109 Equity Shares of face value of ₹1 each to Priyanshu Mourya, 108 Equity Shares of face value of ₹1 each to Sagar S, 107 Equity Shares of face value of ₹1 each to Zaiba Naaz. S, 91 Equity Shares of face value of ₹1 each to Ranjith A S, 89 Equity Shares of face value of ₹1 each to Azhar Shaik, 86 Equity Shares of face value of ₹1 each to Deepak Jangid, 77 Equity Shares of face value of ₹1 each to Ashish Kumar Vishwakarma, 77 Equity Shares of face value of ₹1 each to Pruthvi K B, 77 Equity Shares of face value of ₹1 each to Anil K S, 77 Equity Shares of face value of ₹1 each to R Girish, 77 Equity Shares of face value of ₹1 each to Sneha Prabhu, 73 Equity Shares of face value of ₹1 each

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Names of allottees
						to Ummesaniya Inamdar, 64 Equity Shares of face value of ₹1 each to Suma Anigol, 58 Equity Shares of face value of ₹1 each to Nitish Kumar, 52 Equity Shares of face value of ₹1 each to Ibrahim Malik T, 36 Equity Shares of face value of ₹1 each to Abhishek Mishra, 36 Equity Shares of face value of ₹1 each to Anand Raj, and 30 Equity Shares of face value of ₹1 each to Babu M S.
May 13, 2025	Rights issue	Cash	2,603,745	1	1	Allotment of 1,916,362 Equity Shares of face value of ₹1 each to Ankit Garg, 687,369 Equity Shares of face value of ₹1 each to Chaitanya Ramalingegowda, 10 Equity Shares of face value of ₹1 each to Nitika Goel and 4 Equity Shares of face value of ₹1 each to Indigo Circle Advisors.^
May 14, 2025	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held by existing shareholders)	N.A.	144,399,706	1	N.A.	Allotment of 94,590,958 Equity Shares of face value of ₹1 each to Ankit Garg, 28,582,499 Equity Shares of face value of ₹1 each to Chaitanya Ramalingegowda, 3,297,085 Equity Shares of face value of ₹1 each to Nitika Goel, 4,377,340 Equity Shares of face value of ₹1 each to Peak XV Partners Investments VI, 33,330 Equity Shares of face value of ₹1 each to Redwood Trust, 111,100 Equity Shares of face value of ₹1 each to Verlinvest S.A., 1,100 Equity Shares of face value of ₹1 each to SAI Global India Fund I, LLP, 110 Equity Shares of face value of ₹1 each to Investcorp Growth Equity Fund, 154 Equity Shares of face value of ₹1 each to Indigo Circle Advisors, 110 Equity Shares of face value ₹1 each to Paramark KB Fund I, 13,401,212 Equity Shares of face value of ₹1 each to Elevation Capital VIII Limited, and 4,708 Equity Shares of face value ₹1 each to Shyam Sharma.

^ *Ankit Garg, Chaitanya Ramalingegowda, Nitika Goel, Peak XV Partners Investments VI, Redwood Trust, Verlinvest S.A., SAI Global India Fund I, LLP, Investcorp Growth Equity Fund, Indigo Circle Advisors, Paramark KB Fund I, Elevation Capital VIII Limited, Shyam Sharma and Piyush Raj were offered 2,403,809 Equity Shares of face value of ₹1 each, 687,401 Equity Shares of face value of ₹ 1 each, 107,811 Equity Shares of face value of ₹ 1 each, 143,139 Equity Shares of face value of ₹ 1 each, 1,090 Equity Shares of face value of ₹ 1 each, 3,633 Equity Shares of face value of ₹ 1 each, 36 Equity Shares of face value of ₹ 1 each, 4 Equity Shares of face value of ₹ 1 each, 4 Equity Shares of face value of ₹ 1 each, 4 Equity Shares of face value of ₹ 1 each, 437,875 Equity Shares of face value of ₹ 1 each, 154 Equity Shares of face value of ₹ 1 each and 345 Equity Shares of face value of₹1 each, respectively, pursuant to the letter of offer issued by our Company, each dated May 5, 2025. However, Ankit Garg, Chaitanya Ramalingegowda, Nitika Goel, Peak XV Partners Investments VI, Redwood Trust, Verlinvest S.A., SAI Global India Fund I, LLP, Investcorp Growth Equity Fund, and Paramark KB Fund I waived 487,447 Equity Shares of face value of ₹ 1 each, 32 Equity Shares of face value of ₹ 1 each, 107,801 Equity Shares of face value of ₹ 1 each, 143,139 Equity Shares of face value of ₹ 1 each, 1,090 Equity Shares of face value of ₹ 1 each, 3,633 Equity Shares of face value of ₹ 1 each, 36 Equity Shares of face value of ₹ 1 each, 4 Equity Shares of face value of ₹ 1 each, and 4 Equity Shares of face value of ₹ 1 each, respectively, pursuant to their respective waiver letters, they waived off their respective rights entitlements in favor of our Company. Additionally, our Company did not receive any intimation of acceptance or waiver from Piyush Raj, Shyam Sharma and Elevation Capital VIII Limited within the stipulated time and hence were deemed to be declined.*

Further, our Company has not issued any preference shares during a period of one year preceding the date of this Draft Red Herring Prospectus at a price which may be lower than the Offer Price

5. **Shareholding pattern of our Company**

The table below presents the shareholding pattern of our Company as on the date of filing of this Draft Red Herring Prospectus

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying depository receipts (VI)	Total number of shares held (VII) =(IV)+(V) + (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)				Number of shares underlying outstanding convertible securities (including warrants) (X)*	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)^	Number of locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+C)			Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: others	Total								
(A)	Promoters and Promoter Group	2	134,371,044	-	-	134,371,044	85.30	134,371,044	-	134,371,044	44.11	0	43.47	-	-	-	-	134,371,044
(B)	Public	11	23,155,908	-	-	23,155,908	14.70	23,155,908	147,087,468	170,243,376	55.89	151,652,553	56.53	-	-	-	-	23,155,908
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**13**	**157,526,952**	**-**	**-**	**157,526,952**	**100.00**	**157,526,952**	**147,087,468**	**304,614,420**	**100.00**	**151,652,553**	**100.00**	**-**	**-**	**-**	**-**	**157,526,952**

^ *Assuming conversion of CCCPS and exercise of vested options under ESOP 2019.*

** CCCPS and vested ESOPs under the ESOP 2019 are considered for outstanding convertible securities.*

6. **Details of shareholding of the major shareholders of our Company:**

a) Set forth below is a list of shareholders holding 1% or more of the issued, and paid-up Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares	Number of CCCPS	Number of Equity Shares on a fully diluted basis	Percentage of the pre-Offer Equity Share capital on a fully diluted basis(%)^
1.	Ankit Garg	103,190,136	Nil	103,190,136	33.38
2.	Chaitanya Ramalingegowda	31,180,908	Nil	31,180,908	10.09
3.	Nitika Goel	3,596,820	Nil	3,596,820	1.16
4.	Peak XV Partners Investments VI	4,775,280	5,381,402	70,195,761	22.70
5.	Verlinvest S.A.	121,200	2,256,365	30,580,574	9.89
6.	SAI Global India Fund I, LLP	1,200	1,131,996	16,526,154	5.35
7.	Investcorp Growth Equity Fund	120	2,135,469	25,625,748	8.29
8.	Investcorp Growth Opportunity Fund	Nil	284,257	3,411,084	1.10
9.	Paramark KB Fund I	120	425,665	5,108,100	1.65
10.	Elevation Capital VIII Limited#	14,619,504	Nil	14,619,504	4.73

^ *Assuming conversion of CCCPS and exercise of vested options under ESOP 2019.*
# *Pursuant to share purchase agreement dated December 9, 2024 entered into between Elevation Capital VIII Limited, our Company and certain other individuals ("**Sellers**"), Elevation Capital VIII Limited was entitled to certain shares from the Sellers. As on date of this DRHP, our Company has been informed that, one of the Sellers has not transferred its equity shares to Elevation Capital VIII Limited.*

b) Set forth below is a list of shareholders holding 1% or more of the issued, and paid-up Equity Share capital of our Company, as of 10 days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares	Number of CCCPS	Number of Equity Shares on a fully diluted basis	Percentage of the pre-Offer Equity Share capital on a fully diluted basis(%)^
1.	Ankit Garg	103,190,136	Nil	103,190,136	33.38
2.	Chaitanya Ramalingegowda	31,180,908	Nil	31,180,908	10.09
3.	Nitika Goel	3,596,820	Nil	3,596,820	1.16
4.	Peak XV Partners Investments VI	4,775,280	5,381,402	70,195,761	22.70
5.	Verlinvest S.A.	121,200	2,256,365	30,580,574	9.89
6.	SAI Global India Fund I, LLP	1,200	1,131,996	16,526,154	5.35
7.	Investcorp Growth Equity Fund	120	2,135,469	25,625,748	8.29
8.	Investcorp Growth Opportunity Fund	Nil	284,257	3,411,084	1.10
9.	Paramark KB Fund I	120	425,665	5,108,100	1.65
10.	Elevation Capital VIII Limited #	14,619,504	Nil	14,619,504	4.73

^ *Assuming conversion of CCCPS and exercise of vested options under ESOP 2019.*
# *Pursuant to share purchase agreement dated December 9, 2024 entered into between Elevation Capital VIII Limited, our Company and certain other individuals ("**Sellers**"), Elevation Capital VIII Limited was entitled to certain shares from the Sellers. As of on date of this DRHP, our Company has been informed that, one of the Sellers has not transferred its equity shares to Elevation Capital VIII Limited.*

c) Set forth below is a list of shareholders holding 1% or more of the issued, and paid-up Equity Share capital of our Company, as of one year prior to the date of this Draft Red Herring Prospectus:*

Sr. No.	Name of the Shareholder	Number of Equity Shares	Number of CCCPS	Number of Equity Shares on a fully diluted basis	Percentage of the pre- Offer Equity Share capital on a fully diluted basis(%)^
1.	Ankit Garg	6,682,816	Nil	6,682,816	29.10
2.	Chaitanya Ramalingegowda	1,911,040	Nil	1,911,040	8.32
3.	Nitika Goel	324,508	Nil	324,508	1.41
4.	Peak XV Partners Investments VI	397,940	5,381,402	5,845,159	25.45
5.	Verlinvest S.A.	10,100	2,256,365	2,539,405	11.06

Sr. No.	Name of the Shareholder	Number of Equity Shares	Number of CCCPS	Number of Equity Shares on a fully diluted basis	Percentage of the pre- Offer Equity Share capital on a fully diluted basis(%)^
6.	SAI Global India Fund I, LLP	100	1,131,996	1,368,418	5.96
7.	Investcorp Growth Equity Fund	10	2,135,469	2,078,697	9.05
8.	Investcorp Growth Opportunity Fund	Nil	284,257	276,699	1.20
9.	Paramark KB Fund I	10	425,665	414,357	1.80
10.	Elevation Capital VIII Limited	1,014,866	Nil	1,014,866	4.42

^ *Assuming conversion of CCCPS and exercise of vested options under ESOP 2019.*

** In accordance with the shareholders' agreement dated September 29, 2023 ("Previous SHA"), upon our Company achieving the milestone as specified in the Previous SHA, the Promoters would be entitled to subscribe to additional securities of our Company ("Additional Promoter Securities"). In the event such milestone was achieved in accordance with the Previous SHA, the conversion ratio for Series D CCCPS and Series D1 CCCPS would be 1 equity share for every 1 Series D CCCPS held and 1 equity share for every 1 Series D1 CCCPS. However, since as at one year prior to filing this Draft Red Herring Prospectus, the Additional Promoter Securities had neither accrued nor been allotted to the Promoters, a conversion ratio of 0.97341 has been considered for Series D CCCPS and Series D1 CCCPS i.e., 0.97341 equity shares for every 1 Series D CCCPS held and 0.97341 equity shares for every 1 Series D1 CCCPS held, in accordance with the Previous SHA, for calculation of total number of equity shares on a fully diluted basis.*

d) Set forth below is a list of shareholders holding 1% or more of the issued, and paid-up Equity Share capital of our Company, as of two years prior to the date of this Draft Red Herring Prospectus:*

Sr. No.	Name of the Shareholder	Number of Equity Shares	Number of CCCPS	Number of Equity Shares on a fully diluted basis	Percentage of the pre- Offer Equity Share capital on a fully diluted basis(%)^
1.	Ankit Garg	7,159,890	Nil	7,159,890	31.34
2.	Chaitanya Ramalingegowda	2,145,240	Nil	2,145,240	9.39
3.	Nitika Goel	393,900	Nil	393,900	1.72
4.	Peak XV Partners Investments VI	397,940	5,381,402	5,845,159	25.59
5.	Verlinvest S.A.	10,100	2,256,365	2,539,405	11.12
6.	SAI Global India Fund I, LLP	100	1,131,996	1,368,418	5.99
7.	Investcorp India Private Equity Opportunity Limited	10	2,319,226	2,257,568	9.88
8.	Paramark KB Fund I	10	425,665	414,357	1.81

^ *Assuming conversion of CCCPS and exercise of vested options under ESOP 2019.*

** In accordance with the shareholders' agreement dated September 29, 2023 ("Previous SHA"), upon our Company achieving the milestone as specified in the Previous SHA, the Promoters would be entitled to subscribe to additional securities of our Company ("Additional Promoter Securities"). In the event such milestone was achieved in accordance with the Previous SHA, the conversion ratio for Series D CCCPS and Series D1 CCCPS would be 1 equity share for every 1 Series D CCCPS held and 1 equity share for every 1 Series D1 CCCPS. However, since as at two years prior to filing this Draft Red Herring Prospectus, the Additional Promoter Securities had neither accrued nor been allotted to the Promoters, a conversion ratio of 0.97341 has been considered for Series D CCCPS and Series D1 CCCPS i.e., 0.97341 equity shares for every 1 Series D CCCPS held and 0.97341 equity shares for every 1 Series D1 CCCPS held, in accordance with the Previous SHA, for calculation of total number of equity shares on a fully diluted basis.*

7. History of the Equity Share capital held by our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters hold 134,371,044 Equity Shares of face value of ₹1 each, representing 43.47% of the issued, subscribed and paid-up Equity Share capital of our Company.

a) ***Build-up of the shareholding of our Promoters in our Company***

The build-up of the equity shareholding of our Promoters since incorporation of our Company is set forth below:

Date of allotment/ transfer/ board resolution	Nature of transaction	Number of equity shares allotted/ transferred	Nature of consideration	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer equity share capital (%)^	Percentage of fully diluted post-Offer equity share capital (%)
Ankit Garg							
March 1, 2016	Allotment pursuant to initial subscription to the Memorandum of Association	9,500	Cash	10	10	0.03	[●]
April 1, 2017	Transfer from Ankit Garg to Chaitanya Ramalingegowda	(1,750)	Cash	10	373.56	(0.01)	[●]

Date of allotment/ transfer/ board resolution	Nature of transaction	Number of equity shares allotted/ transferred	Nature of consideration	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer equity share capital (%)^	Percentage of fully diluted post-Offer equity share capital (%)
April 1, 2017	Transfer from Ankit Garg to Nitika Goel	(390)	Cash	10	373.56	Negligible	[●]
December 24, 2018	Transfer from Ankit Garg to Redwood Trust	(2)	Cash	10	138,601.39	Negligible	[●]
December 24, 2018	Transfer from Ankit Garg to Peak XV Partners Investments VI	(269)	Cash	10	138,601.39	Negligible	[●]
February 20, 2021	Pursuant to a resolution passed by our Board on February 17, 2021, and a resolution passed by the Shareholders on February 20, 2021, each equity share of face value of ₹10 each has been sub-divided into ten Equity Shares of face value of ₹1 each. Accordingly, 7,089 equity shares of face value of ₹10 each were sub-divided into 70,890 Equity Shares of face value of ₹1 each.						
February 27, 2021	Bonus issue in the ratio of 100:1 (100 Equity Shares of face value of ₹1 each for every one Equity Share held by the then existing shareholders)	7,089,000	N.A.	1	N.A.	2.29	[●]
October 31, 2023	Transfer from Ankit Garg to Elevation Capital VIII Limited	(477,074)	Cash	1	1,152.86	(0.15)	[●]
May 13, 2025	Rights issue	1,916,362	Cash	1	1	0.62	[●]
May 14, 2025	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for every one Equity Share of face value of ₹1 each held by existing shareholders)	94,590,958	N.A.	1	N.A.	30.60	[●]
Sub Total (A)		**103,190,136**				**33.38**	**[●]**
Chaitanya Ramalingegowda							
March 1, 2016	Allotment pursuant to initial subscription to the Memorandum of Association	500	Cash	10	10	Negligible	[●]
April 1, 2017	Transfer from Ankit Garg to Chaitanya Ramalingegowda	1,750	Cash	10	373.56	0.01	[●]
December 24, 2018	Transfer from Chaitanya Ramalingegowda to Redwood Trust	(1)	Cash	10	138,601.39	Negligible	[●]
December 24, 2018	Transfer from Chaitanya Ramalingegowda to Peak XV Partners Investments VI	(125)	Cash	10	138,601.39	Negligible	[●]
February 20, 2021	Pursuant to a resolution passed by our Board on February 17, 2021, and a resolution passed by the Shareholders on February 20, 2021, each equity share of face value of ₹10 each has been sub-divided into ten Equity Shares of face value of ₹1 each. Accordingly, 2,124 equity shares of face value of ₹10 each were sub-divided into 21,240 Equity Shares of face value of ₹1 each.						
February 27, 2021	Bonus issue in the ratio of 100:1 (100 Equity Shares of face value of ₹1 each for every one Equity Share held by the then existing shareholders)	2,124,000	N.A.	1	N.A.	0.69	[●]
October 31, 2023	Transfer from Chaitanya Ramalingegowda to Elevation Capital VIII Limited	(234,200)	Cash	1	1,152.86	(0.08)	[●]
May 13, 2025	Rights issue	687,369	Cash	1	1	0.22	[●]
May 14, 2025	Bonus issue in the ratio of 11:1 (11 Equity Shares of face value of ₹1 each for	28,582,499	N.A.	1	N.A.	9.25	[●]

Date of allotment/ transfer/ board resolution	Nature of transaction	Number of equity shares allotted/ transferred	Nature of consideration	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer equity share capital (%)^	Percentage of fully diluted post-Offer equity share capital (%)
	every one Equity Share of face value of ₹1 each held by existing shareholders)						
Sub Total (B)		**31,180,908**				**10.09**	**[●]**
Total (A+B)		**134,371,044**				**43.47**	**[●]**

^ *Assuming conversion of CCCPS and exercise of vested options under ESOP 2019.*

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment of such Equity Shares.

b) As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged.

c) ***Shareholding of our Promoters and Promoter Group***

Except as disclosed below, our Promoters and members of our Promoter Group do not hold any shares in the Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Pre-Offer number of Equity Shares	Percentage of the pre-Offer Equity Share capital (on a fully diluted basis) (%)^	Number of ESOPs outstanding	Post-Offer number of Equity Shares	Percentage of the post-Offer Equity Share capital (%)
Promoters						
1.	Ankit Garg	103,190,136	33.38	Nil	[●]	[●]
2.	Chaitanya Ramalingegowda	31,180,908	10.09	Nil	[●]	[●]
Total		**134,371,044**	**43.47**	Nil	[●]	**[●]**

^ *Assuming conversion of CCCPS and exercise of vested options under ESOP 2019.*

8. Details of Promoters' Contribution and lock-in

a) In accordance with Regulation 14 and Regulation 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters, shall be locked in for a period of 18 months, or such other period as prescribed under the SEBI ICDR Regulations, as minimum promoters' contribution from the date of Allotment ("**Promoters' Contribution**"), and our Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.

b) The details of the Equity Shares to be locked-in for a period of 18 months, or such other period as prescribed under the SEBI ICDR Regulations from the date of Allotment as Promoters' Contribution are set forth in the table below:

Name of Promoter	Number of Equity Shares locked-in(1)(2)	Date of allotment/ transfer of Equity Shares	Nature of transaction	Face value per Equity Share (₹)	Issue/ acquisition price per Equity Share (₹)	Percentage of pre-Offer paid-up Equity Share capital^	Percentage of post-Offer paid-up Equity Share capital*	Date up to which the Equity Shares are subject to lock in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

* *Subject to finalisation of the Basis of Allotment.*
^ *Assuming conversion of CCCPS and exercise of vested options under ESOP 2019.*
(1) For a period of 18 months from the date of Allotment.
(2) All Equity Shares were fully paid-up at the time of allotment/acquisition.

Our Promoters have given their consent to include such number of Equity Shares held by them as disclosed above, constituting 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoters' Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

c) Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "- *History of the Equity Share capital held by our Promoters*" on page 101.

In this connection, we confirm that the Equity Shares considered as Promoters' Contribution:

(i) have not been acquired during the immediately preceding three years from the date of this Draft Red Herring Prospectus for consideration other than cash and any revaluation of assets or capitalisation of intangible assets was not involved in such transactions;

(ii) did not result from a bonus issue during the immediately preceding three years from the date of this Draft Red Herring Prospectus, by utilisation of revaluation reserves or unrealised profits of our Company, or from bonus issue against Equity Shares which are otherwise ineligible for Promoters' Contribution;

(iii) are not acquired or subscribed to during the immediately preceding year from the date of this Draft Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer; and

(iv) are not subject to any pledge or any other encumbrance.

9. Details of Equity Shares held by our Directors, Key Managerial Personnel, and Senior Management

(i) Except as stated below, none of our Directors, Key Managerial Personnel or Senior Management hold any Equity Shares or employee stock options in the Company:

Sr. No.	Name	Number of Equity Shares	Number of vested employee stock options@+	Number of unvested employee stock options^+	Percentage of the pre- Offer Equity Share capital (%)*	Percentage of the post- Offer Equity Share capital (%)
Directors						
1.	Ankit Garg#	103,190,136	Nil	Nil	33.38	[●]
2.	Chaitanya Ramalingegowda#	31,180,908	Nil	Nil	10.09	[●]
Total (A)		**134,371,044**	**Nil**	**Nil**	**43.47**	**[●]**
Key Managerial Personnel						
1.	Surbhi Sharma**	Nil	Nil	3,780	0.00	[●]
2	Navesh Gupta**	Nil	37,368	95,556	0.01	[●]
Total (B)		**Nil**	**37,368**	**99,336**	**0.01**	**[●]**
Senior Management						
1.	Kunal Chandel	Nil	21,072	18,972	0.01	[●]
2.	Kunal O Dubey	Nil	104,089	312,267	0.03	[●]
3.	Dibyendu Panda	Nil	Nil	124,392	0.00	[●]
4.	Umanath Nayak	Nil	108,633	74,403	0.04	[●]
Total (C)		**Nil**	**233,794**	**530,034**	**0.08**	**[●]**
Total (A+B+C)		**134,371,044**	**271,162**	**629,370**	**43.56**	**[●]**

Also a Key Managerial Personnel.
* *Assuming conversion of CCCPS and exercise of vested options under ESOP 2019.*
\+ *Pursuant to the resolutions passed at the Board meeting and the extraordinary general meeting held on May 13, 2025 approving bonus allotment to existing equity Shareholders of the Company, the existing employee stock option pool under the ESOP 2019 shall stand adjusted and that the number of options for grant under the ESOP 2019 has been proportionately increased to reflect the impact of the bonus issue, such that the overall dilution and economic interest remain unaffected. This has been considered for calculations for the number of vested and unvested employee stock options held by Key Managerial Personnel and Senior Management.*
** *Also a member of Senior Management in terms of the SEBI ICDR Regulations.*
@ *Does not include surrendered and exercised options.*
^ *Does not include cancelled options.*

For further details, see "*Our Management*" on page 230.

10. Details of Equity Shares locked-in for six months:

In addition to the lock-in requirements prescribed in *"- Details of Promoters' Contribution and lock-in"* on page 103, the entire pre-Offer equity share capital of our Company will be locked-in for a period of six months from the date of Allotment except for (i) the Equity Shares transferred pursuant to the Offer for Sale; (ii) any Equity Shares held by the employees (whether currently employees or not) of our Company which have been or will be allotted to them under the ESOP 2019; and (iii) the Equity Shares held by Investcorp Growth Equity Fund and Investcorp Growth Opportunity Fund, who are schemes of Category II AIFs, registered with SEBI under the SEBI AIF Regulations, provided that such Equity Shares will be locked-in for a period of at least six months from the date of purchase by such VCFs or Category I AIFs or Category II AIFs or FVCI Shareholders respectively, subject to the provisions of Regulation 8A(c) of the SEBI ICDR Regulations. In accordance with Regulation 8A(c) of the SEBI ICDR Regulations, for Shareholders holding (individually or with persons acting in concert) more than 20% of pre-Offer shareholding of our Company on a fully diluted basis, the provisions of lock-in as specified under Regulation 17 of the SEBI ICDR Regulations shall be applicable, and relaxation from lock-in as provided under Regulation 17(c) of the SEBI ICDR Regulations is not applicable.

11. Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors

50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

12. Other requirements

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in for a period of 18 months from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.

Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of one year from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that pledge of the Equity Shares is one of the terms of sanction of such loans.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with provisions of the SEBI Takeover Regulations.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons (other than our Promoters) prior to the Offer and locked-in for a period of six months, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in with the transferee for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the provisions of the SEBI Takeover Regulations.

13. Except for the allotment of Equity Shares upon exercise of options vested pursuant to the ESOP 2019, and the Fresh Issue, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or otherwise.

14. Except for any issue of Equity Shares pursuant to the Fresh Issue, allotment of Equity Shares pursuant to Pre-IPO Placement prior to filing the Red Herring Prospectus with the RoC, allotment of Equity Shares pursuant to exercise of options vested under the ESOP 2019, and conversion of the CCCPS, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges, or all application monies have been refunded, as the case may be.

15. As on the date of filing of this Draft Red Herring Prospectus, the total number of Shareholders of our Company is 13.

16. As on the date of this Draft Red Herring Prospectus, all Equity Shares held by our Promoters are held in dematerialized form.

17. Except as disclosed under "*Notes to the Capital Structure – Share Capital History of our Company – Equity share capital*" and "*– History of the equity share capital held by our Promoters*" on pages 84 and 101, respectively, none of our Promoters, the members of our Promoter Group or any of the Directors or their relatives, as applicable, have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

18. There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors and their relatives, have financed the purchase by any other person of securities of our Company, other than the normal course of business, during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

19. Our Company, any of our Directors and the BRLMs have not entered into any buy back arrangements for purchase of Equity Shares from any person.

20. The Equity Shares issued and transferred pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares or CCCPS as on the date of this Draft Red Herring Prospectus.

21. The Promoters and members of the Promoter Group shall not participate in the Offer nor receive any proceeds from the Offer, except to the extent of their participation in the Offer for Sale.

22. As on the date of this Draft Red Herring Prospectus, the BRLMs and their respective associates (as defined in the SEBI Merchant Bankers Regulations) do not hold any Equity Shares of our Company. The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company and its respective directors and officers, partners, trustees, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and each of its respective directors and officers, partners, trustees, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.

23. None of our Shareholders are directly or indirectly related to the BRLMs and their associates.

24. No person connected with the Offer shall offer of any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

25. Except for the employee stock options issued pursuant to the ESOP 2019 and the CCCPS, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus.

26. All transactions in Equity Shares by our Promoters and members of our Promoter Group and Pre-IPO Placement, if any, between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

27. **Employee stock option scheme of our Company**

ESOP 2019

Our Company, pursuant to the resolutions passed by our Board on April 19, 2019, and our Shareholders on May 21, 2019, adopted the ESOP 2019. The purpose of ESOP 2019 is to encourage ownership of Equity Shares by Eligible Employees of the Company and to provide additional incentives for them to promote the success of the Company by granting them the option to purchase certain Equity Shares of the Company. The ESOP 2019 is in compliance with the SEBI SBEB & SE Regulations. As on the date of this Draft Red Herring Prospectus, under ESOP 2019, an aggregate of 8,414,438 options have been granted, an aggregate of 4,565,085 options have been vested and 413,271 options have been exercised.

As on the date of this Draft Red Herring Prospectus, all grants made by our Company under the ESOP 2019 are to the then employees of the Company and are in compliance with the Companies Act, 2013.

Except, as disclosed below, no Equity Shares have been issued under the ESOP 2019 on a quarterly basis:

Quarter ended	Aggregate number of Equity Shares issued pursuant to exercise of vested employee stock options granted under ESOP 2019	Price range at which Equity Share was issued (₹)
June 30, 2021	Nil	Nil
September 30, 2021	Nil	Nil
December 31, 2021	Nil	Nil
March 31, 2022	Nil	Nil
June 30, 2022	Nil	Nil
September 30, 2022	Nil	Nil
December 31, 2022	Nil	Nil
March 31, 2023	Nil	Nil
June 30, 2023	Nil	Nil

Quarter ended	Aggregate number of Equity Shares issued pursuant to exercise of vested employee stock options granted under ESOP 2019	Price range at which Equity Share was issued (₹)
September 30, 2023	Nil	Nil
December 31, 2023	234,200	1.00
March 31, 2024	Nil	Nil
June 30, 2024	Nil	Nil
September 30, 2024	Nil	Nil
December 31, 2024	179,071	1.00
March 31, 2025	Nil	Nil
From April 1, 2025 till the date of this DRHP	Nil	Nil

The details of the ESOP 2019, as certified by Manian & Rao, by way of their certificate dated June 26, 2025 are as follows:

Particulars	Details				
	Financial Year 2022	Financial Year 2023	Financial Year 2024	For the nine months period ended December 31, 2024	From January 1, 2025, till the date of this Draft Red Herring Prospectus#
Options granted	152,812	161,966	192,982	149,501	289,800
Options vested (excluding the options that have been exercised/surrendered/cancelled/lapsed)	294,041	579,155	438,191	331,548	4,565,085
Options exercised	Nil	Nil	234,200	179,071	Nil
Exercise price (in ₹)	₹ 1.00	₹ 1.00	₹ 1.00	₹ 1.00	₹ 1.00
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of surrendered/lapsed/ cancelled options)	917,918	826,443	759,338	700,992	7,945,954
Options surrendered/lapsed/cancelled	76,056	253,441	25,887	28,776	755,750
Options outstanding (including vested and unvested options)	917,918	826,443	759,338	700,992	7,945,954
Variation of terms of options	At the Extraordinary General Meeting held on July 21, 2021 – Increase in employee stock option pool to 1,122,110 options	Nil	At the Annual General Meeting held on September 29, 2023 – Reduction in employee stock option pool to 1,051,039 options & at the Extraordinary General Meeting held on March 4, 2024 – Increase in employee stock option pool to 1,077,062 options	Nil	At the Extraordinary General Meeting held on May 13, 2025 – Increase in employee stock option pool to 10,775,892 options and at the Extraordinary General Meeting held on June 17, 2025 - Variation of the terms of ESOP 2019 in compliance with the SEBI SBEB & SE Regulations and increase in employee stock option pool to 12,806,928 options
Money realized by exercise of options during the year/period	Nil	Nil	234,200	179,071	Nil

Particulars	Details				
	Financial Year 2022	**Financial Year 2023**	**Financial Year 2024**	**For the nine months period ended December 31, 2024**	**From January 1, 2025, till the date of this Draft Red Herring Prospectus#**
Total number of options in force	917,918	826,443	759,338	700,992	7,945,954
Employee wise details of options granted to:					
(i) Key Managerial Personnel and Senior Management					
- Key Managerial Personnel					
Navesh Gupta^	2,860	1,459	Nil	7,963	Nil
Surbhi Sharma*	Nil	Nil	Nil	315	Nil
- Senior Management					
Umanath Nayak	547	1,094	2,575	5,639	Nil
Dibyendu Panda	Nil	Nil	6,693	5,346	Nil
Kunal O Dubey	Nil	Nil	Nil	34,696	Nil
Kunal Chandel	2,480	Nil	412	Nil	9,060
(ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year					
Anuj Jindal	9,528	Nil	Nil	Nil	Nil
Anil Arya	Nil	Nil	25,742	Nil	Nil
Govind Raj Kaushik Metpally	8,755	Nil	Nil	Nil	Nil
Sanjay Kumar Prasad	14,592	Nil	Nil	Nil	Nil
Kaustabh Chakraborty	Nil	41,188	Nil	8,675	Nil
Sneha Priya	Nil	8,755	Nil	Nil	Nil
Sreeram T	Nil	29,184	Nil	Nil	Nil
Yash Dayal	Nil	Nil	82,375	8,674	Nil
Lokesh Gupta	Nil	Nil	Nil	8,588	Nil
Deshant Jain	Nil	Nil	Nil	Nil	226,416
Harish Kesarpu	Nil	Nil	Nil	Nil	20,376
(iii) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil	Nil	Nil	Nil	Nil
Fully diluted EPS pursuant to the issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard on 'Earnings Per Share'	(4.46)	(5.62)	(0.50)	(0.29)	N.A.
Consideration received against the issuance of equity shares under ESOP 2019	Nil	Nil	234,200	179,071	Nil
Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis	Not Applicable. As per the valuation report, the fair value has been computed as per the Black Scholes Model				

<table>
<tr><th rowspan="2">Particulars</th><th colspan="5">Details</th></tr>
<tr><th>Financial Year 2022</th><th>Financial Year 2023</th><th>Financial Year 2024</th><th>For the nine months period ended December 31, 2024</th><th>From January 1, 2025, till the date of this Draft Red Herring Prospectus#</th></tr>
<tr><td>of fair value of stock options and its impact on profits and EPS of our Company</td><td colspan="5"></td></tr>
<tr><td>Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option</td><td colspan="5">
<table>
<tr><th rowspan="2">Particulars</th><th colspan="2">Financial Year 2022</th><th colspan="3">Financial Year 2023</th><th colspan="2">Financial Year 2024</th><th colspan="2">For the nine months period ended December 31, 2024</th><th>From January 1, 2025, till the date of this Draft Red Herring Prospectus</th></tr>
<tr><th>April 1, 2021 to June 30, 2021</th><th>July 1, 2021 to March 31, 2022</th><th>April 1, 2022 to May 31, 2022</th><th>June 1, 2022 to December 31, 2022</th><th>January 1, 2023 to March 31, 2023</th><th>April 1, 2023 to August 31, 2023</th><th>September1, 2023 to March 31, 2024</th><th>April 1, 2024 to October 31, 2024</th><th>November 1, 2024 to December 31, 2024</th><th></th></tr>
<tr><td>Method of option valuation</td><td>Black Scholes Model</td><td>Black Scholes Model</td><td>Black Scholes Model</td><td>Black Scholes Model</td><td>Black Scholes Model</td><td>Black Scholes Model</td><td>Black Scholes Model</td><td>Black Scholes Model</td><td>Black Scholes Model</td><td>N.A.</td></tr>
<tr><td>Risk free interest rate</td><td>6.84%</td><td>6.84%</td><td>7.55%</td><td>7.30%</td><td>7.28%</td><td>7.28%</td><td>7.20%</td><td>7.05%</td><td>6.84%</td><td>N.A.</td></tr>
<tr><td>Expected life of options granted (in years)</td><td>6</td><td>6</td><td>6</td><td>6</td><td>6</td><td>6</td><td>6</td><td>6</td><td>6</td><td>N.A.</td></tr>
<tr><td>Expected volatility (weighted average)</td><td>30.00%</td><td>28.06%</td><td>28.06%</td><td>28.06%</td><td>29.67%</td><td>29.67%</td><td>35.01%</td><td>39.01%</td><td>39.01%</td><td>N.A.</td></tr>
<tr><td>Dividend Yield (%)</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td><td>N.A.</td></tr>
<tr><td>Fair value of the option (in ₹)</td><td>734.60</td><td>968.07</td><td>968.07</td><td>606.82</td><td>694.84</td><td>694.84</td><td>827.82</td><td>1,167.76</td><td>1,430.07</td><td>N.A.</td></tr>
<tr><td>Exercise price (in ₹)</td><td>1.00</td><td>1.00</td><td>1.00</td><td>1.00</td><td>1.00</td><td>1.00</td><td>1.00</td><td>1.00</td><td>1.00</td><td>1.00</td></tr>
</table>
</td></tr>
<tr><td>Impact on profits and EPS of the last three years if the accounting policies prescribed in the SEBI SBEB & SE Regulations had been followed in respect of options granted in the last three years</td><td colspan="5">N.A.</td></tr>
<tr><td>Intention of the Key Managerial Personnel, Senior Management and whole-time directors who are holders of Equity Shares allotted on exercise of options granted under ESOP 2019, to sell their Equity Shares within three months after the date of listing of the Equity Shares pursuant to the Offer</td><td colspan="5">Our Key Managerial Personnel and members of Senior Management may sell some Equity Shares allotted on the exercise of their options post-listing of the Equity Shares of our Company.</td></tr>
<tr><td>Intention to sell Equity Shares arising out of ESOP 2019 within three months</td><td colspan="5">N.A.</td></tr>
</table>

Particulars	Details				
	Financial Year 2022	**Financial Year 2023**	**Financial Year 2024**	**For the nine months period ended December 31, 2024**	**From January 1, 2025, till the date of this Draft Red Herring Prospectus#**
after the date of listing of Equity Shares, by Directors, Key Managerial Personnel, Senior Management and employees having Equity Shares arising out of ESOP 2019 amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)					

^ Has been appointed as a Key Managerial Personnel with effect from May 13, 2025

** Has been appointed as a Key Managerial Personnel with effect from January 22, 2025*

 # Pursuant to the resolutions passed at the Board meeting and the extraordinary general meeting held on May 13, 2025 approving bonus allotment to existing equity Shareholders of our Company, the existing employee stock option pool under the ESOP 2019 shall stand adjusted and that the number of options for grant under the ESOP 2019 has been proportionately increased to reflect the impact of the bonus issue, such that the overall dilution and economic interest remain unaffected. This has been considered for calculations for the number of vested and unvested employee stock options held by our Key Managerial Personnel and Senior Management.

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue and the Offer for Sale. For details, see "*Offer Document Summary – Offer size*" and "*The Offer*" on pages 15 and 67, respectively.

Offer for Sale

Each Selling Shareholder shall be entitled to its respective portion of the proceeds of the Offer for Sale, after deducting its respective proportion of the Offer related expenses and the relevant taxes thereon, as applicable. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds.

Fresh Issue

The details of the proceeds of the Fresh Issue are set forth below:

Particulars	Estimated amount (in ₹ million)
Gross Proceeds of the Fresh Issue(1)	4,682.21
(Less) Expenses in relation to the Fresh Issue(2)	[●]
Net Proceeds(2)	[●]

(1) Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement aggregating up to ₹936.44 million, as may be permitted under applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

(2) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Requirement of funds

We propose to utilise the Net Proceeds towards funding the following objects:

1. Capital expenditure to be incurred by our Company for setting up of 117 new COCO – Regular Stores and one COCO – Jumbo Store;

2. Expenditure for lease, sub-lease rent and license fee payments for our existing COCO – Regular Stores;

3. Capital expenditure to be incurred by our Company for purchase of new equipment and machinery;

4. Marketing and advertisement expenses towards enhancing the awareness and visibility of our brand; and

5. General corporate purposes.

(Collectively, the "**Objects**").

In addition to the Objects, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including enhancement of our Company's brand name and creation of a public market for our Equity Shares in India.

The main objects clause and the objects incidental and ancillary to the main objects clause of our Memorandum of Association enables us to (a) undertake our existing business activities; and (b) undertake the activities for which the funds are being raised by us in the Fresh Issue and are proposed to be funded from the Net Proceeds.

Proposed schedule of implementation and deployment of Net Proceeds

The Net Proceeds are proposed to be utilised and deployed in accordance with the estimated schedule of implementation and deployment of Net Proceeds as specified below:

(in ₹ million)

S. No.	Particulars	Amount to be funded from the Net Proceeds*	Estimated deployment of the Net Proceeds in Financial Year 2026 (January 1, 2026 to March 31, 2026)	Estimated deployment of the Net Proceeds in Financial Year 2027	Estimated deployment of the Net Proceeds in Financial Year 2028	Estimated deployment of the Net Proceeds in Financial Year 2029
1.	Capital expenditure to be incurred by our Company for setting up of 117 new COCO – Regular Stores and one COCO – Jumbo Store	821.55	Nil	576.87	244.68	Nil
2.	Expenditure for lease, sub-lease rent and license fee payments for our existing COCO – Regular Stores	1,451.99	124.94	512.18	498.84	316.03
3.	Capital expenditure to be incurred by our Company for purchase of new equipment and machinery	154.08	Nil	123.26	30.82	Nil
4.	Marketing and advertisement expenses toward enhancing the awareness and visibility of our brand	1,084.04	Nil	400.00	484.04	200.00
5.	General corporate purposes#	[●]#	[●]	[●]	[●]	[●]
	Total*	[●]	[●]	[●]	[●]	[●]

* *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement aggregating up to ₹936.44 million, as may be permitted under applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

\# *To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described in this section are based on our current business plan, management estimates, market conditions and other external commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution. We may have to revise our funding requirements and deployment schedule on account of a variety of factors such as our financial condition, business and strategy, competition, variation in cost estimates and other external factors such as changes in the business environment, market conditions, regulatory frameworks and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. For details in relation to the discretion available to our management in respect of use of the Net Proceeds, see, "*Risk Factors – Our funding requirement and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency. Our Management will have broad discretion over the use of the Net Proceeds.*" on page 49.

Further, in case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Offer. In the event that the estimated utilisation of the Net Proceeds in a scheduled Financial Year is not completely met, due to reasons stated above, the same shall be utilised in the next Financial Year, as may be determined by our Company, in accordance with applicable laws. Additionally, we may also utilise a portion of the Net Proceeds allocated for a scheduled Financial Year in advance in case of additional requirement of funds. If the actual utilisation towards of the Objects is lower than the proposed deployment, such balance will be used towards general corporate purposes (to the extent that the total amount to be utilised towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations) or any other Object, in accordance with the applicable laws. Further, we will take all necessary board approvals for utilisations of Net Proceeds, as and when required.

Details of the Objects

1. Capital expenditure to be incurred by our Company for setting up of 117 new COCO – Regular Stores and one COCO – Jumbo Store

a. Setting up of COCO – Regular Stores

We sell our products through a comprehensive omnichannel strategy that integrates both our own channels and external channels, enabling us to reach customers in more than 700 districts across 28 states and 5 union territories. In the offline format, we either sell all of our products through our COCO – Regular Stores which are owned and operated by us or we retail some of our products through MBOs wherein products of multiple brands are sold and the outlets are operated by third parties. In addition to the above, we also have an online presence through our website and other online marketplaces including e-commerce and quick commerce platforms which ensures easy access to our products for our customers. For further details, see *Our Business* on page 172. The first COCO – Regular Store of our Company was launched on March 11, 2022 in Lucknow, Uttar Pradesh. Our COCO – Regular Stores have grown from one store as of March 31, 2022 to 98 COCO – Regular Stores as of December 31, 2024, which exclusively retail products under our 'Wakefit' brand. These outlets provide a controlled and branded environment where customers can experience our products firsthand, and engage with our trained staff members, which we believe fosters a deeper connection with our brand. Our COCO – Regular Stores are exclusively managed and operated by our Company and therefore all of the capital and operational costs involved in operating the COCO – Regular Stores are incurred exclusively by us through our internal accruals/ external borrowing from financial institutions.

Our strategy for adding more COCO – Regular Stores is data-driven and focuses on identifying locations with higher business potential. We assess market demand, population density, and demographic trends to understand where our products have the best potential. By analysing customer data, we pinpoint underserved areas that could benefit from our COCO – Regular Stores. We also evaluate the competitive landscape to find locations with competition for ready catchment or where we can differentiate ourselves. We also review the sales performance of our existing COCO – Regular Stores to identify successful patterns and replicate them in new areas. This approach helps us reach more customers and boost sales.

The number of COCO – Regular Stores established by our Company in the last three Financial Years and the nine-month period ended December 31, 2024 are as follows:

Particulars	As at and for the nine-month period ended December 31, 2024	As at and for the Financial Year 2024	As at and for the Financial Year 2023	As at and for the Financial Year 2022
Number of COCO – Regular Stores opened/added during the relevant period*	48	34	22	1
Number of COCO – Regular Stores closed during the relevant period*#	6	1	0	0
Number of COCO – Regular Stores open as on the last day of each period/closing count of the COCO – Regular Stores*	98	56	23	1
Total capital expenditure incurred on the COCO – Regular Stores opened (in ₹ million) *	216.30	96.53	43.61	2.24
Total area of COCO – Regular Stores opened (square feet)*	337,208	181,289	70,176	2,562
Average size of COCO – Regular Stores opened (square feet)*	3,440.90	3,237.30	3,051.13	2,562.00

**As certified by Manian & Rao, Chartered Accountants having firm registration number 001983S, pursuant to their certificate dated June 26, 2025.*
 # Reason for closure of certain COCO – Regular Stores is due to low revenue generation and due to relocation of the COCO – Regular Stores to other locations within India.

We believe that there is an opportunity for growth in the markets in which we operate and in order to build on our expansion, we plan to strategically increase our presence offline. Our COCO – Regular Stores offer customers a hands-on experience with our products, enhancing their understanding and trust in our brand. As of December 31, 2024, our COCO – Regular Store's size ranges between 1,361 square feet to 8,867 square feet, with the average store size of 3,440.90 square feet. The size and layout of our COCO – Regular Stores are dependent on several factors which include: (i) potential footfall estimates; (ii) average spend quotient in the relevant area; (iii) presence of competitors; (iv) cost of rent; (v) spending capacity of the customer; (vi) growth trends; (vii) total addressable market; and (viii) rent to revenue metric.

Proposed utilisation of Net Proceeds

As on date of this Draft Red Herring Prospectus, our Board of Directors have approved the business expansion plan of opening 117 COCO – Regular Stores in Financial Years 2027 and 2028 pursuant to its resolution dated June 26, 2025. We propose to utilise ₹ 308.42 million from the Net Proceeds during Financial Years 2027 and 2028 towards the opening of 117 COCO – Regular Stores across multiple cities and districts across India. We will also continue to grow our business by opening new COCO – Regular Stores in Financial Year 2026 through our internal accruals.

Our Company proposes to set up 117 COCO – Regular Stores across India, as set out below:

Period	Opening Targets
Financial Year 2027	67
Financial Year 2028	50
Total	**117**

Consistent with our practice of operating our COCO – Regular Stores on a lease, leave and license or sub-lease basis, we will continue to take the premises for each of the proposed new COCO – Regular Store on a lease, leave and license or sub-lease basis. For further details, see "*Our Business - Properties*" on page 215. As on the date of the Draft Red Herring Prospectus, we have neither identified the exact locations for opening our new COCO – Regular Stores nor entered into agreements for lease, license or sub-lease of suitable properties for setting up the COCO – Regular Stores pursuant to which we intend to utilise the amount from the Net Proceeds. We intend to open our COCO – Regular Stores in some of our existing locations as well as new locations within India. We intend to open our COCO – Regular Stores in locations such as Mumbai, Noida, Bengaluru, Ghaziabad, Bhubaneshwar, Lucknow, Gurgaon, Tumkur, Vizag, Kozhikode, Thanjavur, Ambala, Sonipat etc. These locations are not exhaustive and may undergo changes. The location of each of our COCO – Regular Store will be decided by our Company after conducting a detailed analysis of the demographics, foot falls, lease rentals, competition within a given region, customer reach, brand visibility and other business and market considerations. The above estimate of the number of COCO – Regular Stores to be set up is an internal management estimate and based on current business needs. Further, similar factors as stated above can impact the total number of COCO – Regular Stores that the Company decides to set up in the future and may vary from the above estimates, subject to compliance with applicable law, in light of *inter alia* property availability, business dynamics, brand recall, demographics of the particular city, projected foot falls, lease rentals and other business and market considerations and external circumstances which may not be in our control.

Estimated cost

Capital expenditure

As on December 31, 2024, the average size of our COCO – Regular Stores (aggregate area divided by number of active COCO – Regular Stores) is 3,440.90 square feet of built-up area per COCO – Regular Store. In the future, we intend to open COCO – Regular Stores of varied sizes, tailored to specific catchment areas for mattress, furniture and furnishings productions, based on our past experience. We aim to open higher number of stores in more diverse locations and thereby tap into underserved areas or areas with lesser penetration in our categories while trying to expand our footprint across India. To further this objective, we intend to tap into smaller cities and towns and underserved pockets of metropolitan cities in India. The size, number and exact area of such proposed COCO – Regular Stores may vary and depend on various factors such as type/format of the catchment area, availability of suitable locations, lease rentals, potential footfall, and competition within a given region or across regions. Owing to the foregoing reasons, we have considered an average size of 1,541 square feet per COCO – Regular Store ("**Average Size**") for arriving at the estimated costs below. For further details see "*Risk Factors – Our change in strategy to open smaller sized COCO – Regular Stores in the future may have an adverse impact on our business, results of operations, financial condition and cash flows*." on page 47. While the size, number and exact area of the COCO – Regular Stores may vary and depend on various factors as mentioned above, the COCO – Regular Stores are proposed to be set up on an overall aggregate area measuring approximately 180,300 square feet.

The estimated costs of setting up a COCO – Regular Store of Average Size are based on (i) certificate dated June 26, 2025 from Nativity Private Limited, independent architect, for the purposes of certifying the costs associated with setting up of COCO – Regular Store of Average Size; (ii) valid quotations obtained by our Company, from various contractors/vendors; and (iii) our management and internal estimates for specifications and item requirements, based on our prior experience of setting-up similar COCO – Regular Stores, prior to the date of this Draft Red Herring Prospectus. The quotations obtained by our Company is based on the COCO – Regular Store of Average Size and is location agnostic.

The estimated capital expenditure for setting up the COCO – Regular Store of Average Size in the Financial Year 2026 is as follows:

Sr. No	Particulars of components	Average cost involved (in ₹ million)	Contractor/Vendor name, date of quotation and period of validity of quotation
1.	Civil and interiors– This primarily comprises of demolition works, plain cement concrete works, flooring, interior works, show windows, facade works, mechanical, electrical and plumbing service works, facade works	1.45(1)	Quotation issued by Stratos Infra Technologies Private Limited dated May 6, 2025, and valid till one year from the date of quotation.
2.	Heating, ventilation and air conditioning costs and related ancillary work- This primarily comprises of 3 ton cassette unit,	0.25(2)	Quotation issued by AH Rainbow Air Conditioning Private Limited dated May 5, 2025, and valid till one year from the date of quotation.

Sr. No	Particulars of components	Average cost involved (in ₹ million)	Contractor/Vendor name, date of quotation and period of validity of quotation
	installation of cassette, copper pipe, outdoor stands for cassette units		
3.	Light fixture- This primarily comprises of MARLA MSM 18W 60D watts, royal SMCA 24W 60D white, power tracts, accessories	0.33(1)	Quotation issued by Gardler Lighting India Private Limited dated May 6, 2025, and valid till one year from the date of quotation.
4.	CCTV – This primarily comprises of Hikvision 8 CH NVR, Hikvision 2 MP IP dome camera, D-Link CAT 6 UTP cables with fitting accessories and laying, camera installation charges	0.06(2)	Quotation issued by Terait Technologies Private Limited dated May 5, 2025, and valid till one year from the date of quotation.
5.	Shop fixtures - This primarily comprises of wall upright, shelf, hanging rod, trolly frames with wheels	0.11(2)	Quotation issued by Slott Wall Fixtures Private Limited dated May 5, 2025, and valid till one year from the date of quotation.
6.	Signage - This primarily comprises of 2mm aluminium channels letters, LT modules LED, LED driver etc. for Wakefit facade signages and tagline signage	0.26(1)	Quotation issued by 3D Signs dated May 6, 2025, and valid till one year from the date of quotation.
Total (in ₹ million)		**2.46(3)**	

(1) Inclusive of GST since input tax credit cannot be claimed.

(2) Exclusive of GST since input tax credit can be claimed.

(3) The total estimated capital expenditure for setting-up of one COCO – Regular Store of Average Size has been certified by Nativity Private Limited, by way of their certificate dated June 26, 2025.

Our Company has assumed an average inflation rate of 5% annually based on macro-economic factors in the Financial Years 2027 and 2028. Due to this inflation, our per capital expenditure per COCO – Regular Store may increase every Financial Year.

While the quotations are valid as on date of this Draft Red Herring Prospectus, we have not entered into any definitive agreements or placed orders with any of these contractors/vendors and there can be no assurance that the above-mentioned contractors/vendors would be eventually engaged to supply the above-mentioned materials. For details, see "*Risk Factors – Our funding requirement and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency. Our Management will have broad discretion over the use of the Net Proceeds"* on page 49. Our Company may, thus, seek new quotations upon expiry of such quotations or engage new contractors/vendors, which may result in additional costs to be incurred per COCO – Regular Store of Average Size. Further, while the costs set out above provide details regarding the estimated costs associated with setting up one COCO – Regular Store, the actual costs incurred by the Company for setting up COCO – Regular Stores in the future is subject to changes due to its location, type of contractors/vendors, size of the store etc.

The above estimated costs may increase or decrease depending on the revised commercial terms, rate of inflation or other macroeconomic factors, amongst others. In the event of any increase in estimated cost, such additional cost shall be funded through alternate funding options such as internal accruals and/ or availing future debt from lenders. The specifications and item requirements for a COCO – Regular Store of Average Size is based on the present estimates of our management and the same may be subject to revision according to various factors including our evolving business requirements.

Approvals required for setting up COCO – Regular Stores

In relation to this proposed Object, we will be required to obtain certain approvals and/or licenses, which are routine in nature, from certain governmental authorities. These approvals and/or licenses are required to be procured either by our lessor or us as appropriate. This will *inter alia* include registration of our COCO – Regular Stores under the shops and establishments legislations of the states where they are located, trade licenses and obtaining, or ensuring that the property has procured fire NOCs/fire safety certificate wherever applicable, from respective municipal/government authorities of areas where our COCO – Regular Stores will operate. We will apply for such approvals, as applicable, in the ordinary course and in accordance with applicable laws. For details of laws applicable and approvals required our COCO – Regular Stores, see "*Key Regulations and Policies in India*" and "*Government and Other Approvals*" on pages 217 and 371.

b. Opening of a COCO – Jumbo Store

We intend to strategically set up COCO – Jumbo Stores in India, each spanning 50,000 to 200,000 square feet, to offer a comprehensive range of our products and provide a one-stop shopping experience. These stores will serve as regional hubs, attracting customers from a broader geographic area, thereby driving increased footfall and higher sales volumes. These stores will offer a wide range of products, allowing customers to address their various home and furnishings shopping needs in a single visit. Leveraging our extensive product portfolio across various price points, our COCO – Jumbo Stores will provide a comprehensive shopping destination where customers can explore and visualise multiple design options for bedrooms, living rooms, and other home setups under one roof. While we intend to open such COCO – Jumbo Stores across major urban centres, the location of such COCO – Jumbo Stores shall be decided by our management based on factors like the demographics, foot falls, lease rentals, the existence of COCO – Regular Stores and MBOs in the same city and other business and market considerations. We are led by an experienced management team with a proven track record in the industry. Our management team brings expertise and strategic vision, enabling us to navigate market dynamics effectively and drive sustainable growth. However, at present, we do not have past experience in opening and operating a COCO – Jumbo Store in India. In the future, we aim to open our COCO – Jumbo Stores in multiple locations across India. For details see "*Risk Factors – We have never operated COCO – Jumbo Stores in the past. Our lack of experience in operating such stores may impact our business, results of operations, financial condition and cash flows*" on page 47.

Our Company proposes to utilise a portion from the Net Proceeds during Financial Years 2027 and 2028 towards the establishment of one COCO – Jumbo Store in Bengaluru, Karnataka with an estimated size ranging between 50,000 square feet to 200,000 square feet ("**New COCO Jumbo Store**").

As on the date of this Draft Red Herring Prospectus, we are in the process of developing our first COCO – Jumbo Store through our internal accruals and have entered into a definitive term sheet for the lease agreement dated March 31, 2025 with the lessor for the purpose of setting up this COCO – Jumbo Store in Kengeri Hobli, Bengaluru, Karnataka ("**First COCO – Jumbo Store**"). We intend on entering into a lease deed for land for our First COCO – Jumbo Store for a tenure of 20 years. While we have entered into a term sheet, the opening of First COCO – Jumbo Store is subject to various factors outside our control, such as securing favourable lease terms from the intended Lessor, securing necessary government approvals, licences and/or permissions for setting up the First COCO – Jumbo Store at the identified location. For details see "*Risk Factors – Our proposed expansion plans relating to the opening of new COCO – Regular Stores and COCO – Jumbo Stores are subject to the risk of unanticipated delays in implementation and cost overruns"* on page 44.

We intend to use the Net Proceeds towards funding the capital expenditure for opening the second such store in Bengaluru, India i.e., the New COCO – Jumbo Store.

We propose to utilise an estimated amount of ₹ 513.13 million from the Net Proceeds towards the opening of the New COCO – Jumbo Store. The estimated cost involved in setting up the New COCO – Jumbo Store is inclusive of inflation costs which is calculated at the rate of 5% on a yearly basis.

Estimated costs towards New COCO – Jumbo Store

Capital expenditure

The cost of setting up the New COCO – Jumbo Store comprises of following costs: (i) civil and structural works, (ii) pre-engineered building construction, (iii) plumbing, heating and electrical, (iv) water treatment plant, (v) sewage treatment plant, (vi) civil and interiors, (vii) heating, ventilation and air conditioning, (viii) electrical, (ix) set up of extra low voltage system, (x) fire protection system and (xi) escalators cost.

To arrive at the estimated cost for setting up the New COCO – Jumbo Store, we have considered the following:

(i) (a) quotations which we have received from our third-party contractors/vendors with respect to the First COCO – Jumbo Store with an estimated built-up area of 110,080 square feet; and (b) our management and internal estimates for specifications and item requirements; and

(ii) Architect certificate from Nativity Private Limited, dated June 26, 2025.

Our Company has assumed an average inflation rate of 5% annually based on macro-economic factors in Financial Years 2026, 2027 and 2028. Due to this inflation, our capital expenditure towards the setting up of the New COCO – Jumbo Store may increase every Financial Year. Additionally, as on the date of this Draft Red Herring Prospectus, we have not entered into any definitive agreements with any of the third-party contractors/vendors and there can be no assurance that the above-mentioned contractors/vendors would be eventually engaged to supply the above-mentioned materials for setting up the New COCO – Jumbo Store by our Company.

For computation of the costs associated with the opening of the New COCO – Jumbo Store, we have referred to and used the estimated capital expenditure for the opening of the First COCO – Jumbo Store.

A detailed breakdown of the estimated capital expenditure for the costs involved for the opening of the New COCO – Jumbo Store, basis the costs incurred by the Company for setting up the First COCO – Jumbo Store, are as follows:

Sr. No	Particulars of components	Average cost involved (in ₹ million)	Contractor/Vendor name, date of quotation and period of validity of quotation
1.	Civil and structural works - This primarily comprises of earthworks, plain cement concrete works, form works, reinforced	88.31	Quotation issued by Utthunga Technologies Private Limited dated May 21, 2025, 2025 and valid for a period of 12 months

Sr. No	Particulars of components	Average cost involved (in ₹ million)	Contractor/Vendor name, date of quotation and period of validity of quotation
	cement concrete works, reinforcement steel works, waterproofing and external wall		
2.	Pre-engineered building construction - This primarily comprises of main steel structure, roof and wall purlin, floor deck, roof sheet	154.44	Quotation issued by Utthunga Technologies Private Limited dated May 21, 2025 and valid for a period of 12 months
3.	Plumbing, heating and electrical costs - This primarily comprises of sanitary fixtures, CP fittings, water supply system, sewage system, rainwater system, external PHE	9.56	Quotation issued by Utthunga Technologies Private Limited dated May 21, 2025 and valid for a period of 12 months
4.	Water treatment plant - This primarily comprises of water treatment plant, pressure sand filters, activated carbon filter, water softener	0.62	Quotation issued by Utthunga Technologies Private Limited dated May 21, 2025 and valid for a period of 12 months
5.	Sewage treatment plant - This primarily comprises of SCOPE - SBR mechanical equipment, bar screen, raw sewage transfer pumps, twin lobe air blowers	1.59	Quotation issued by Utthunga Technologies Private Limited dated May 21, 2025 and valid for a period of 12 months
6.	Civil and interiors - This primarily comprises masonry walls, partitions, flooring tiling works, painting, signage, facade, internal landscape, elevators	78.96	Quotation issued by Chaudhary Enterprises Turnkey India Private Limited dated May 20, 2025 and valid till May 20, 2026
7.	Heating, ventilation and air conditioning costs - This primarily comprises of variable refrigerant flow system, acoustic insulation, thermal insulation	63.05	Quotation issued by Utthunga Technologies Private Limited dated May 21, 2025 and valid for a period of 12 months
8.	Electrical costs - This primarily comprises of substation equipment, high tension cables, terminations, transformer, medium voltage distribution boards, wiring systems, earthing systems, uninterruptible power supply works, inverter, diesel generator works	47.69	Quotation issued by Utthunga Technologies Private Limited dated May 21, 2025 and valid for a period of 12 months
9.	Extra low voltage system - This primarily comprises of access control systems, public address system, power amplifier	4.05	Quotation issued by Utthunga Technologies Private Limited dated May 21, 2025 and valid for a period of 12 months
10.	Fire protection system – This primarily comprises of pumps, accessories, hydrant system, sprinkler system, fire extinguishers	14.83	Quotation issued by Utthunga Technologies Private Limited dated May 21, 2025 and valid for a period of 12 months
11.	Escalators - This primarily comprises of commercial escalators, and its maintenance and installation	20.99	Quotation issued by Schindler India Private Limited dated May 20, 2025 and valid till June 30, 2026
Total		**484.09** (1)(2)	

(1) Inclusive of GST since input tax credit cannot be claimed.

(2) The total estimated capital expenditure for setting-up of the New COCO – Jumbo Store has been certified by Nativity Private Limited, by way of their certificate dated June 26, 2025.

Approvals applicable for New COCO – Jumbo Store

In relation to this proposed Object, we will be required to obtain certain approvals and/or licenses, which are routine in nature, from certain governmental authorities. These approvals/ licenses will be required to be procured either by our lessor or us as appropriate. This will *inter alia* include the registration of our New COCO – Jumbo Store under the shops and establishments legislations of Karnataka, procurement of fire NOC/fire safety certificate, trade licenses as applicable and all construction related approvals for the establishment of the New COCO – Jumbo Store. We will apply for such approvals, as applicable, in the ordinary course and in accordance with applicable laws. For details of laws applicable and approvals required for our New COCO – Jumbo Store, see "*Key Regulations and Policies in India*" and "*Government and Other Approvals*" on pages 217 and 371.

2. Expenditure for lease, sub-lease rent and license fee payments for our existing COCO – Regular Stores

As of December 31, 2024, we had 98 COCO – Regular Stores in India that were operational. All of our COCO – Regular Stores are on a lease, leave and license and sub-lease basis, pursuant to various lease, leave and license or sub-lease agreements, which are typically entered into by our Company for a period of 5 years. For further details, see "*Our Business – Properties*" on page 215.

Our Company has incurred the following expenditure towards the lease, sub-lease rent or licence fee payments on the COCO – Regular Stores in the last three Financial Years and the nine-month period ended December 31, 2024:

Particulars	As at nine months period ended December 31, 2024 (in ₹ million) #	As at year ended March 31, 2024 (in ₹ million) #	As at year ended March 31, 2023 (in ₹ million) #	As at year ended March 31, 2022 (in ₹ million) #
Total number of COCO – Regular Stores for which lease, sub-lease rent and license fee payments were made, in the Financial Year/period#	104	57	23	1
Lease, sub-lease rent and license fee payments made for the COCO – Regular Stores in the Financial Year/period#	290.85	160.33	45.34	0.58

 # As certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of certificate dated June 26, 2025.

We intend to utilise up to ₹1,451.99 million towards the payment of lease, sub-lease rent and licence fee payments for all the existing COCO – Regular Stores of our Company for Financial Years 2026, 2027 2028 and 2029. The payments are based on the actual amounts payable based on valid and existing lease deeds, leave and license agreements and sub-lease deeds which have been entered into by our Company, with various lessors or licensors for operating the COCO – Regular Stores. The below mentioned estimates take into consideration any escalation as per the terms of the lease, leave and license and sub-lease agreements. The amount to be utilised from the Net Proceeds towards the lease, sub-lease rent or licence fee payments for the existing COCO – Regular Stores, in Financial Years 2026, 2027, 2028 and 2029 is as follows:

Particulars	Financial Year 2026 (January 1, 2026 to March 31, 2026)	Financial Year 2027	Financial Year 2028	Financial Year 2029 (April 1, 2028, to December 31, 2028)	Total
Aggregate lease, sub-lease rent and licence fee payments to be made for existing COCO – Regular Stores (in ₹ million)*#	124.94	512.18	498.84	316.03	1,451.99

** The aggregate lease, sub-lease rent and licence fee payments to be made for existing COCO – Regular Stores, as calculated above, excludes GST liability.*
#The abovementioned estimate has been verified and certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of its certificate dated June 26, 2025.

Further, while the Net Proceeds is not intended to be utilised towards the lease, sub-lease rent and licence fee payments of the COCO – Regular Stores proposed to be opened out of the Net Proceeds, however, in the event that the lease, leave and license or sub-lease agreements for any of the existing COCO – Regular Stores are terminated prior to the completion of its terms, or if any of such agreements are amended to reduce the respective lease, sub-lease rent or licence fee amount, we may use the remaining/surplus Net Proceeds towards lease, sub-lease rent or licence fee payments for the new COCO – Regular Stores which shall be set up from the Net Proceeds, subject to applicable law, such that the amount proposed to be utilised towards this Object does not exceed ₹1,451.99 million.

3. Capital expenditure to be incurred by the Company for purchase of new equipment and machinery

Our revenue from the furniture segment has grown by 47.58% in Fiscal 2023 and 54.39% in Fiscal 2024. As per the Redseer report, the furniture industry has grown at a CAGR of 9-11% during the period from calendar year 2019 to calendar year 2024 and is further projected to grow at a CAGR of 10-12% by calendar year 2030 with B2C segment itself projected to grow with a CAGR of 12-14%. (*Source: Redseer Report*). Basis these estimates, our Company intends to purchase new machinery and equipment which will be installed at our Company's manufacturing unit situated at Hosur, Tamil Nadu (Manufacturing Facility IV – Hosur, Tamil Nadu) which houses furniture manufacturing, to enhance our existing manufacturing capabilities. As we improve our value chain network to keep pace with the growth of the furniture industry, we intend to increase our engineered wood production line which is already running at about 86.07% as on December 31, 2024 capacity and contributes significantly to our furniture revenue. This expansion aligns with our projected increase in production volume of our products and will ensure operational efficiency due to projected growth in demand. For further details on our manufacturing facilities, see "*Our Business*" on page 172.

As part of such investment, we will incur expenditure towards machinery and equipment such as: (i) beam saw; (ii) automatic edge banding machine; (iii) automatic feeding machine; (iv) automatic conveyor; (v) drilling center; (vi) hot melt adhesive machine etc. Our Company has identified the machinery and equipment to be purchased and obtained quotations from contractors/vendors in this regard. Our Company is yet to place any orders and has not entered into any definitive agreements with any contractors/vendors in respect of the quotations mentioned herein and there can be no assurance that the same contractors/vendors would be engaged to eventually supply the items or at the same costs. Additionally, no second-hand or used machinery is proposed to be purchased out of the Net Proceeds.

Proposed utilisation of Net Proceeds

Our Company proposes to utilise ₹154.08 million from the Net Proceeds towards the purchase of equipment and machinery in manufacturing unit(s) in India. This will be undertaken entirely from the Net Proceeds. The detailed breakup of the capital expenditure requirements with respect to the purchase of equipment and machinery by our Company basis the quotation issued by Woodtech Consultants Private Limited dated May, 6, 2025, and valid for a period of one year from the date of issuance of the quotation is as follows:

Sr. No.	Description of machinery/equipment	Cost per unit (in ₹ million)	Quantity	Amount (in ₹ million)*
1.	Automatic beam saw	3.75	5	18.77
2.	Beam saw	9.74	5	48.72
3.	Rapidedge – 665JSR - automatic edge banding machine	2.98	1	2.98
4.	Rapidedge – 665JSF - automatic edge banding machine	3.04	1	3.04
5.	Automatic feeding machine	5.48	2	10.96
6.	Automatic material receiving machine	5.35	2	10.70
7.	Automatic conveyor	1.82	2	3.64
8.	Cone roller steering machine	1.82	2	3.64
9.	Transfer conveyor	1.80	2	3.61
10.	Rapidedge-496GH - automatic edge banding machine	6.75	1	6.75
11.	Hot melt adhesive machine	0.88	1	0.88
12.	Boring machine	4.95	1	4.95
13.	Drilling center	10.16	1	10.16
14.	Sliding head router	0.93	2	1.86
15.	Curve edge banding machine	1.72	2	3.44
16.	CNC sliding table saw	1.31	1	1.31
17.	Digital sliding table saw	1.01	1	1.01
18.	CNC router	3.84	1	3.84
19.	PTP CNC router	7.33	1	7.33
20.	Fully automatic soft forming edge branding machine	6.49	1	6.49
	Total			**154.08*#**

* *Exclusive of GST.*
 # The total estimated capital expenditure for purchase of new equipment and machinery has been certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of their certificate dated June 26, 2025.

All quotations received from the contractor/vendor mentioned above are valid as on the date of this Draft Red Herring Prospectus. The above estimate of the number of equipment and machinery required to be purchased by our Company is an internal management estimate and based on current business needs. The total amount of equipment and machinery that are to be purchased may vary from the above estimates, subject to compliance with applicable law, in light of inter alia changes in cost, business strategy or external circumstances which may not be in our control. If there is any increase in the costs of machinery or equipment, the additional costs shall be paid by our Company from its internal accruals. While there will be no variation in the type of machinery and equipment to be procured, there could be variation in the Net Proceeds to be deployed towards each of the aforementioned machinery and equipment depending on the actual price and quantity required, subject to the total amount to be utilized towards purchase of such machinery and equipment not exceeding ₹ 154.08 million. For more information, see "*Risk Factors - Our funding requirement and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency. Our Management will have broad discretion over the use of the Net Proceeds*" on page 49.

4. Marketing and advertisement expenses toward enhancing the awareness and visibility of our brand

Over the years, as our business has grown, our marketing and advertisement strategy to widen our customer base has evolved in order to improve our reach and actively acquire new consumers. With the aim of customer retention, we have historically expended significantly towards marketing and advertisements to enhance the visibility of all our brands. Our marketing efforts help customers discover our brand through various platforms, such as search engines, social media, over-the-top platforms, marketplaces, and physical stores. Once they discover us, our customers can engage with our brand through our website, COCO Stores, marketplaces and MBOs. The direct interaction with customers through our own channels enables us to gather valuable insights into their preferences and behaviours. We leverage these insights for product development, personalized marketing and retention strategies, enhancing customer engagement and repeat purchases. For further details see, "*Our Business – Our Strategies*" on page 189.

Our Company has adopted a multi-faceted marketing approach which focuses on building strong, enduring relationships and bolstering customer loyalty to our brand. This involves a blend of community engagement, strategic marketing, celebrity collaborations, and cultural integration, all of which are essential in shaping our overall brand image. We intend to execute strategic marketing campaigns in the future as well to raise our brand awareness and drive engagement through creative and memorable advertising. As we grow, we intend to enhance our brand salience and awareness through strategic initiatives. Our approach will involve leveraging sales and marketing strategies that have proven to be effective in the past. This will include a mix of community engagement, marketing, celebrity collaboration, and cultural integration. For details see "*Our Business*" on page 172.

Historically, our marketing initiatives have involved a blend of community engagement, strategic marketing, celebrity collaborations, and cultural integration. We have executed strategic marketing campaigns to raise brand awareness and drive engagement through creative and memorable advertising. We also conduct targeted performance marketing campaigns through social media and search engines. We maintain a disciplined approach to our marketing spend, focusing on achieving significant brand visibility and customer engagement without incurring excessive costs. For further details, see "*Our Business- Marketing and Promotion*" on page 212. These initiatives work together with our online presence to encourage purchase of our products and helps in building trust among customers. We also believe that our marketing initiatives allow us to expand our product portfolio and sustain overall growth as a comprehensive home solutions brand. In the past, we have also leveraged the influence of popular influencers and celebrities to reach new customers and boost our brand awareness. We leverage the influence of popular influencers and celebrities to reach new customers and enhance our brand's appeal. We have in the past, collaborated with popular celebrities, including Vijay Singh Deol a.k.a. Bobby Deol, Ayushmann Khurrana and Rashmika Mandanna to boost brand awareness.

In 2022, we were awarded 'Best Use of Character-Led Branded Content' and 'Best Content Marketing to Build Brand Awareness' at the Indian Content Marketing Awards, 2022. We have also been awarded the 'Best Use of Blogs and Website' at the Indian Content Marketing Awards, 2022. For further details, see "*History and Certain Corporate Matters – Awards, accreditations and recognitions*" on page 226.

Historical expenditure on brand marketing and business promotion

Historically, we have maintained a disciplined approach to our marketing expenses, focusing on achieving brand visibility and customer engagement while also limiting any excessive costs in this regard. The breakup of the advertising and marketing expenses incurred by our Company for the nine-month period ended December 31, 2024 and the year ended March 31, 2024, March 31, 2023, and March 31, 2022, is as follows:

Particulars	For the nine months period ended December 31, 2024 (in ₹ million)	For the year ended March 31, 2024 (in ₹ million)	For the year ended March 31, 2023 (in ₹ million)	For the year ended March 31, 2022 (in ₹ million)
Advertisement and business promotion* (in ₹ million)	826.87	773.64	959.09	612.10

** The abovementioned data has also been verified and certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of its certificate dated June 26, 2025.*

For details, see "*Restated Financial Information*" on page 252.

Our Company intends to continue to invest in innovative brand building initiatives to tell our story and increase consideration for our offerings in a competitive market. This helps us attract new customers and also aids us in staying relevant in a dynamic industry. Marketing helps our Company to take our product offerings to customers effectively. For further details see, "*Our Business*" on page 172.

Proposed utilisation of Net Proceeds

We intend to utilize ₹1,084.04 million of our Net Proceeds towards funding of our marketing and advertisement spends, deployed as ₹ 400.00 million in Financial Year 2027 and ₹ 484.04 million in Financial Year 2028 and ₹ 200 million in Financial Year 2029. Our deployment of the Net Proceeds for this Object and the medium through which marketing initiatives may be undertaken is contingent on various internal and external factors, such as our Company's business and marketing plans, prevailing market conditions, expected viewership of our advertisements in different geographies, nature of our marketing campaigns etc. Further, maintaining and improving upon our marketing strategies involves expenditures which may not be proportionate to the revenue generated and customers acquired. Any additional expenses which may be incurred by our Company towards brand marketing and business promotion expenses would be funded through internal accruals of our Company or means other than the Net Proceeds.

To arrive at the estimated costs to be incurred by our Company towards our marketing and advertisement campaign spends, our Company has taken into account the historical expenditure incurred by our Company towards advertisement and marketing expenses over the last three Financial Years and the nine-month period ended December 31, 2024.

Our Company has entered into a digital marketing services agreement dated January 8, 2025, effective from September 22, 2024 and a first amendment to the digital marketing services agreement dated June 10, 2025, and a second amendment to the digital marketing services agreement dated June 18, 2025, effective from June 1, 2025 ("**Effective Date**"), with HiveMinds Innovative Market Solutions Private Limited ("**HiveMinds**"), a third-party marketing agency involved in the business of digital marketing and allied services in India ("**Marketing Agreement**"). The Marketing Agreement is valid for a period of five years from the Effective Date. The scope of services under the Marketing Agreement includes, *inter alia*, HiveMinds acting as an agency on record for routing payment for media spends for certain advertising service providers, audit of basic account health, management of paid campaigns, television media, digital media, vendor selection support and marketing analytics. The Marketing Agreement records the intention of our Company to spend up to ₹1,100 million, over a course of three financial years, commencing from April 1, 2026 on the above-mentioned marketing activities as well.

5. General corporate purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹[●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with Regulation 7(2) of the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds may include but not restricted to strategic initiatives, funding growth opportunities, meeting exigencies, support functions, meeting general corporate expenses incurred by our Company, as may be applicable and such other factors as decided by our Board.

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act. The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any.

Means of Finance

The fund requirements set out in the aforesaid Objects are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals as required under the SEBI ICDR Regulations. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options, including utilizing our internal accruals.

Interim use of Net Proceeds

Pending utilisation of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board or a duly constituted committee thereof.

In accordance with the Companies Act, 2013, we confirm that we shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million.

Other than (a) listing fees, stamp duty payable on issue of Equity Shares pursuant to Fresh Issue, audit fees of statutory auditors (to the extent not attributable to the Offer) and expenses in relation to product or corporate advertisements in the ordinary course of business and consistent with past practice of our Company (not in connection with the Offer) which shall be borne by our Company; and (b) stamp duty as applicable and payable on transfer of the Offered Shares pursuant to the Offer for Sale (to the extent applicable) and fees and expenses in relation to the legal counsel appointed by the respective Selling Shareholders which shall be borne by the respective Selling Shareholders, our Company and the Selling Shareholders agrees that all costs, charges, fees and expenses associated with and incurred directly with respect to the Offer shall be shared among our Company and the Selling Shareholders, on a pro rata basis, in proportion to the number of Equity Shares (i) issued and Allotted by our Company through the Fresh Issue and (ii) transferred or sold by each of the Selling Shareholders through the Offer for Sale, in accordance with applicable law. For avoidance of doubt, it is clarified that in the event the Other Selling Shareholders do not sell and/ or fully withdraw from the Offer or abandon the Offer, at any stage, prior to completion of the Offer, consequently them not being a party to the Offer Agreement, they shall not be liable to pay and/ or reimburse our Company for any cost, charges, fees and expenses associated with and incurred in connection with the Offering (including BRLMs fee and expenses). All such payments in relation to the Offer payable by the Selling Shareholders pertaining to the Offered Shares, shall be made by our Company on behalf of the Selling Shareholders in the first instance and, each of the Selling Shareholders agree that it shall reimburse our Company, in proportion to its respective portion of the Offered Shares that are sold in the Offer, for any documented expenses incurred by our Company on behalf of such Selling Shareholder (in accordance with the agreements entered into in relation to the Offer), subject to receipt of supporting documents for such expenses upon listing and commencement of trading of the Equity Shares on the Stock Exchanges pursuant to the Offer in accordance with applicable law, except for such costs and expenses as described above, in relation to the Offer which are paid for directly by the Selling Shareholders. It is further clarified that our Company shall provide requisite supporting documents and other details to the Selling Shareholders to support the

Selling Shareholders' claims for expense deduction while filing its respective tax returns and shall cooperate in sharing any information required by the Selling Shareholders during its respective tax assessments.

The break-up for the Offer expenses is as follows:

Activity	**Estimated expenses[(1)] (in ₹ million)**	**As a % of the total estimated Offer expenses[(1)]**	**As a % of the total Offer size[(1)]**
Book Running Lead Managers' fees	[●]	[●]	[●]
Commission/processing fee for SCSBs and Bankers to the Offer. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs [(2)(3)(4)(5)]	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Fees payable to the other parties to the Offer including, Statutory Auditors, industry service provider, independent chartered accountant, practising company secretary, independent architect, independent chartered engineer, monitoring agency and fees payable to legal counsel	[●]	[●]	[●]
Others	[●]	[●]	[●]
• Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
• Printing and distribution of Offer stationery	[●]	[●]	[●]
• Advertising and marketing expenses	[●]	[●]	[●]
• Miscellaneous*	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

** Offer expenses include goods and services tax, where applicable. Offer expenses will be incorporated in the Prospectus. Offer expenses are estimates and are subject to change.*

(1) Selling commission payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors, which are directly procured by the SCSBs, would be as follows:

*Portion for Retail Individual Investors**	*[●]% of the Amount Allotted* (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*[●]% of the Amount Allotted* (plus applicable taxes)*
Employee Reservation Portion	*[●]% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE. No processing fees shall be payable by the Selling Shareholders to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs of ₹[●] per valid application (plus applicable taxes) for processing the Bid cum Application Form for Non-Institutional Investors which are procured by the members of the Syndicate/sub- Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking.

(2) Brokerage, selling commission and processing/uploading charges on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate Members) would be as follows:

*Portion for Retail Individual Investors**	*[●]% of the Amount Allotted* (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*[●]%of the Amount Allotted* (plus applicable taxes)*
Portion for Eligible Employees	*[●]%of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

The Selling commission payable to the Syndicate / sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / sub-Syndicate Member.

Uploading charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIIs using 3-in-1 accounts/Syndicate ASBA mechanism and Non-Institutional Investors which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts/Syndicate ASBA mechanism, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

(3) Selling commission/ uploading charges payable to the Registered Brokers on the portion for RIIs and Non-Institutional Investors which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

*Portion for Retail Individual Investors**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*₹[●] per valid application (plus applicable taxes)*

**Based on valid applications.*

(4) Uploading charges/ Processing fees for applications made by RIIs using the UPI Mechanism would be as under:

Members of the Syndicate / RTAs / CDPs / Registered Brokers	*₹[●] per valid application (plus applicable taxes)*
Sponsor Bank	*₹[●] processing fees for applications made by Retail Individual Investors will be Nil for each valid Bid cum application form. The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation and make such payment in compliance with SEBI ICDR Master Circular.

Monitoring of utilisation of funds

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company shall appoint [●] as the Monitoring Agency for monitoring the utilisation of the Gross Proceeds. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds and submit the report required under the SEBI ICDR Regulations.

Our Company will disclose, and continue to disclose, the utilisation of the Gross Proceeds, including interim use, under a separate head in our balance sheet for such financial years as required under applicable law, specifying the purposes for which the Gross Proceeds have been utilised, till the time any part of the Fresh Issue proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable financial years, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any. Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our quarterly consolidated results.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. The Audit Committee will make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors of our Company. Furthermore, in accordance with the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement indicating (a) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the Objects; and (b) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the Objects. This information will also be published in newspapers, one in English, one in Hindi, and one regional language of the jurisdiction where our Registered and Corporate Office is located, simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director’s report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, our Company shall not vary the Objects without being authorised to do so by our Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to our Shareholders in relation to the passing of such special resolution (“**Postal Ballot Notice**”) shall specify the prescribed details as required under the Companies Act and applicable rules. For further details, see “*Risk Factors - Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval*” on page 50. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in an English national daily newspaper, one in Hindi national daily newspaper and one in the regional language of the jurisdiction where our Registered Office is located, in accordance with the Companies Act and applicable rules. The Shareholders who do not agree to the proposal to vary the objects shall be given an exit offer, at such price, and in such manner, in accordance with our Articles of Association, the Companies Act, and the SEBI ICDR Regulations.

Appraising entity

None of the Objects for which the Net Proceeds will be utilised have been appraised by any external agency or any bank or financial institution.

Bridge financing facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Other Confirmations

Except to the extent of proceeds received from the Offer for Sale, our Promoters, the members of the Promoter Group, Directors, Key Managerial Personnel or Senior Management will not receive any portion of the Offer Proceeds.

Our Company has not entered into and is not planning to enter into any arrangement/ agreements with any of Promoters, members of our Promoter Group, Directors, Key Managerial Personnel or members of the Senior Management in relation to the utilization of the Net Proceeds. There is no existing or anticipated interest of such individuals and entities in the Objects.

BASIS FOR OFFER PRICE

The Price Band and Offer Price will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹1 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price, and Floor Price is [●] times the face value and the Cap Price is [●] times the face value. Bidders should also see "*Risk Factors*", "*Summary of Restated Financial Information*", "*Our Business*", "*Restated Financial Information*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 33, 69, 172, 252 and 333, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are as follows:

- Largest and fastest growing D2C home and furnishing solutions provider;
- Comprehensive home and furnishing solutions brand with a core focus on product innovation;
- Full-stack vertically integrated operations with differentiated processes and technical capabilities;
- Omnichannel sales presence and strategically located store network;
- Our multi-faceted marketing approach enhancing our brand image; and
- Business model with a track record of delivering financial growth.

For details, see "*Our Business – Our Strengths*" on page 179.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, see "*Restated Financial Information*" and "*Other Financial Information*" on pages 252 and 330, respectively.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

A. Basic and Diluted Earnings per Equity Share ("EPS")

Period Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial Year ended March 31, 2024	(0.50)	(0.50)	3
Financial Year ended March 31, 2023	(5.62)	(5.62)	2
Financial Year ended March 31, 2022	(4.46)	(4.46)	1
Weighted Average EPS	**(2.86)**	**(2.86)**	**-**
Nine months period ended December 31, 2024*	(0.29)	(0.29)	

**Not annualised.*

Notes:

(1) Basic earnings per share is calculated by dividing the loss for the period/year attributable to equity Shareholders by the weighted average number of Equity Shares outstanding during the period/year.

(2) Diluted earnings per share is calculated by dividing loss for the period/year attributable to equity Shareholders by the weighted average number of Equity Shares outstanding during the period/year adjusted for the effects of all dilutive potential Equity Shares.

(3) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year /Total of weights.

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on basic EPS for Financial Year ended [●]	**NA at this stage**	
Based on diluted EPS for Financial Year ended [●]		

C. Industry Peer Group P/E ratio

Particulars	P/E Ratio
Highest	42.02
Lowest	42.02
Industry Composite	42.02

Notes:

(1) The industry high and low has been considered from the industry peer set. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.

(2) P/E Ratio has been computed based on the closing market price of equity shares on NSE on June 20, 2025, divided by the Diluted EPS.

D. Return on Net Worth ("RoNW")

Period Ended	RoNW (%)	Weight
Financial Year ended March 31, 2024	(2.77)	3
Financial Year ended March 31, 2023	(28.84)	2
Financial Year ended March 31, 2022	(31.21)	1
Weighted Average	**(16.20)**	
Nine months period ended December 31, 2024*	(1.61)	

**Not annualised.*

Notes:

(1) Weighted average return on net worth = Aggregate of year-wise weighted Net Worth divided by the aggregate of weights i.e. [(Net Worth x Weight) for each year] / [Total of weights]

(2) Return on Net Worth (%) is computed as loss for the period/year divided by Net Worth as at the end of the period/year. As per Regulation 2(1)(hh) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, Net Worth has been computed as a sum of equity share capital, instruments entirely equity in nature and other equity as of the end of the period/year.

E. Net Asset Value ("NAV") per Equity Share

Period	NAV
As on December 31, 2024	17.92
As on March 31, 2024	17.92
As on March 31, 2023	19.48
As on March 31, 2022	14.29

Note: Net Asset Value per equity share represents Net Worth at the end of the period/ year divided by weighted average number of Equity Shares outstanding during the period/year.

F. Comparison of accounting ratios with listed industry peers

Following table provides comparison of our accounting ratios with the listed industry peer. There is only one Indian listed industry peer whose business is comparable to our business in terms of size. Global listed industry peers are not comparable of the size of our business.

Name of Company	Face value (₹)	Revenue from operations (₹) Million	Closing market price	Price to earning	EPS (basic) (₹)	EPS (diluted) (₹)	Return on Net Worth (%)	NAV per share (₹)
Company*	1.00	9,863.53	-	[●]#	(0.50)	(0.50)	(2.77)	17.92
Listed peer								
Sheela Foam Limited	5.00	29,823.10	742.00	42.02	17.66	17.66	6.17	288.47

Source: All the financial information for listed industry peer is on a consolidated basis and is sourced from the financial information of such listed industry peer available on the website of the stock exchanges for the Financial Year ended March 31, 2024. Further, the manner of computing certain ratios here may be different from the computation used by the Company and may not provide a right comparison to investors.

**Sourced from the Restated Financial Information for the financial year ended March 31, 2024.*

 # To be included in respect of the Company in the Prospectus based on the Offer Price.

(1) Basic /Diluted EPS for peer refers to the Basic/Diluted EPS sourced from the financial statements of the listed industry peer for the financial year ended March 31, 2024.

(2) P/E Ratio for the listed industry peer has been computed as the closing market price of equity shares on NSE, as of June 20, 2025, divided by the diluted EPS for the respective year end

(3) Return on Net Worth (%) is computed as loss for the period/year divided by Net Worth as at the end of the period/year. As per Regulation 2(1)(hh) of SEBI ICDR Regulations, as amended, Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, Net Worth has been computed as a sum of equity share capital, instruments entirely equity in nature and other equity as of the end of the period/year.

(4) Net Asset Value per equity share represents Net Worth at the end of the period/ year divided by weighted average number of Equity Shares outstanding during the period/year.

G. Key Performance Indicators ("KPIs")

The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated June 26, 2025, certified by our Chief Financial Officer on behalf of the management of our Company by way of certificate dated June 26, 2025 and the Audit Committee has confirmed that the KPIs pertaining to our Company that have been disclosed to earlier investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus have been disclosed in this section and have been subject to verification and certification by Manian & Rao, Chartered Accountants, pursuant to certificate dated June 26, 2025 (copy made available under "*Material Contracts and Documents for Inspection*" on page 456). The KPIs that have been consistently used by the management to analyse, track and monitor the operational and financial performance of our Company and were presented in the past meetings of our Board or shared with the investors during the three years preceding the date of the Draft Red Herring Prospectus, which have been consequently identified as relevant and material KPIs and are disclosed in this "*Basis for Offer Price*" section.

In addition to the above, the Audit Committee also noted that other than the below mentioned KPIs:

a. there are certain items/ metrics which have not been disclosed in this Draft Red Herring Prospectus as these metrics are either used for internal analysis, sensitive to the business and operations, not critical or relevant for analysis of our financial and operational performance or subsumed within the identified KPIs or not verifiable or auditable or such items do not convey any meaningful information to determine performance/ valuation of our Company; and

b. there are certain items/ metrics which are included in the business description in this Draft Red Herring Prospectus which are purely operational in nature and are not considered to be performance indicators or deemed to have a bearing on the determination of Offer price. For details, see "*Our Business"* on pages 172.

We have described and defined the KPIs, as applicable, in the section "*Definitions and Abbreviations*" on page 1.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once a year (or any lesser period as may be determined by our Board), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges or till the utilisation of the Offer Proceeds as per the disclosure made in the section "*Objects of the Offer*" starting on page 111 of this Draft Red Herring Prospectus, whichever is later, or for such other duration as required under the SEBI ICDR Regulations.

Details of our KPIs for Fiscals 2024, 2023, 2022 and for the nine months period ended December 31, 2024 is set out below:

Sr. No.	Particulars	Units	Period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
GAAP Metrics:						
1	Revenue from operations (1)	₹ in million	9,710.86	9,863.53	8,126.20	6,325.87
2	Revenue from operations Growth (2)	%	Not applicable*	21.38%	28.46%	Not applicable *
3	PAT (3)	₹ in million	(88.09)	(150.53)	(1,456.83)	(1,065.20)
Non-GAAP Metrics:						
1	EBITDA(4)	₹ in million	764.01	658.49	(857.52)	(749.22)
2	PAT Margin (5)	%	(0.91)%	(1.53)%	(17.93)%	(16.84)%
3	EBITDA Margin (6)	%	7.87%	6.68%	(10.55)%	(11.84)%
4	Return on Net Worth (7)	%	(1.61)%^	(2.77)%	(28.84)%	(31.21)%
5	Return on Capital Employed (8)	%	1.22%^	0.27%	(20.50)%	(21.20)%
6	Net working capital days (9)	in days	11.92	6.89	20.44	27.36
Operational Metrics:						
1	Revenue by category (10)					
	-Mattresses	₹ in million	6,041.80	5,675.18	5,159.77	4,119.43
	-Furniture	₹ in million	2,606.51	3,012.20	1,951.10	1,322.10
	-Furnishings	₹ in million	1,062.55	1,176.15	1,015.33	884.34
	Total	₹ in million	**9,710.86**	**9,863.53**	**8,126.20**	**6,325.87**
2	Volume data by category (11)					
	-Mattresses	Quantity	626,290	594,040	568,443	498,786
	-Furnishings	Quantity	1,226,031	1,400,491	1,173,453	1,201,216
	-Furniture	Quantity	237,752	282,681	178,488	127,846
	Grand Total		**2,090,073**	**2,277,212**	**1,920,384**	**1,827,848**
3	COCO – Regular Stores at the end of the relevant period (12)	Number	98	56	23	1

^ Not annualised

**Not been included as the comparative period figures under Ind AS for FY 2022 and nine-months period ended December 31, 2024 are not available.*

(1) Revenue from operations is the Revenue from operations for the period/year.

*(2 Revenue from operations Growth is calculated as [(Current period Revenue from operations - Previous period Revenue from operations) divided by previous period Revenue from operations] *100*

(3) PAT is the Loss for the period/year.

(4) EBITDA is calculated as Loss for the period/year plus Tax Expense plus Finance Costs plus Depreciation and Amortisation.

(5) PAT Margin is calculated as Loss for the period/year as a percentage of revenue from operations.

(6) EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations.

(7) Return on Net Worth (%) is computed as loss for the period/year divided by Net Worth as at the end of the period/year. As per Regulation 2(1)(hh) of SEBI ICDR Regulations, as amended, Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, Net Worth has been computed as a sum of equity share capital, instruments entirely equity in nature and other equity as of the end of the period/year.

*(8) Return on Capital Employed is calculated as (Earnings before interest and taxes("**EBIT**") divided by capital employed) *100. EBIT is calculated as loss for the period/year plus tax expenses plus finance costs. Capital Employed is calculated as the sum of total equity, current borrowings, current lease liabilities, non-current borrowings, non-current lease liabilities.*

*(9) Net working capital days is calculated as (Average Net working capital divided by Revenue from operations)*365. However, for the nine months period ended December 31, 2024, Net working capital days is calculated as (Average Net working capital divided by Revenue from operations)*275. Net working capital is calculated as Inventories plus Trade Receivables minus Trade Payables.*

(10) Revenue by category is the category wise (mattresses, furniture and furnishings) revenue from the revenue register of the Company.

(11) Volume data by category is the category wise (mattresses, furniture and furnishings) sales volume data from the revenue registers consisting of quantitative details.

(12) COCO – Regular Stores at the end of the relevant period is the total number of operational COCO – Regular Stores at the end of the relevant period.

For details of reconciliation of Non-GAAP Measures used in this Draft Red Herring Prospectus, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures" on page 350.

H. Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for Bidders to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

Bidders are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

Key metrics	Explanation of the KPIs
GAAP Metrics	
Revenue from operations	Revenue from operations is used by our management to track the revenue from the business and in turn helps us to assess the overall financial performance and size of business. This is relevant from valuation perspective.
Revenue from operation Growth	Growth rate of revenue from operations provides information regarding the growth of our business for the respective period. This is relevant from valuation perspective.
PAT	We believe that tracking our Loss after tax for the period/year enables us to monitor the overall results of operations and financial performance of our Company after considering all operating, financing, and tax related costs. This is relevant from valuation perspective.
Non-GAAP Metrics	
EBITDA	Tracking EBITDA helps us identify underlying trends in our business and facilitates evaluation of year-on-year operating performance of our operations. This is relevant from a valuation perspective.
PAT Margin	We believe that tracking our loss after tax for the period/year enables us to monitor the overall results of operations and financial performance of our Company after considering all operating, financing, and tax related costs. This is relevant from valuation perspective.
EBITDA Margin	Tracking EBITDA margin helps us identify underlying trends in our business and facilitates evaluation of year-on-year operating performance of our operations. This is relevant from a valuation perspective.

Key metrics	Explanation of the KPIs
Return on Net Worth	Company intends to disclose Return on Net Worth instead of ROE, as it is indicative of the profit generation by us against the total equity over a period. This is relevant from valuation perspective.
Return on Capital Employed	We believe return on capital employed enables us to track how efficiently our Company generates earnings from the capital employed in the business. This is relevant from valuation perspective.
Net working capital days	This indicates the working capital requirements in relation to revenue generated from operations. This is relevant from valuation and understanding of business.
Operational Metrics	
Revenue by category	Category bifurcation (i.e. Mattress, Furniture and Furnishings) is relevant for understanding the business.
Volume data by category	This helps to track volume of each of our product category.
COCO – Regular Stores at the end of the relevant period	Helps to ascertain the overall footprint of the company across India.

I. Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any additions or dispositions to its business during the nine months period ended December 31, 2024, and Fiscals 2024, 2023 and 2022.

J. Comparison of our KPIs with listed industry peer for the Financial Years/periods disclosed in this Draft Red Herring Prospectus

While our Company considers Sheela Foams Limited as its listed peer, the definitions and explanation considered for the below KPIs by Sheela Foams Limited may not be the same as our Company. Accordingly, certain KPIs of our Company stated below, should be read in the context of the explanation and definitions provided in this section, and shall not be considered as comparable with Sheela Foams Limited. The following is a comparison of our KPIs with the listed peer:

For the nine months ended December 31, 2024 and years ended March 31, 2024, 2023, 2022:

Particulars	Unit	Our Company				Sheela Foam Limited			
		As at/ for nine months ended December 31, 2024	As at/ for the year ended March 31, 2024	As at/ for the year ended March 31, 2023	As at/ for the year ended March 31, 2022	As at/ for nine months ended December 31, 2024	As at/ for the year ended March 31, 2024	As at/ for the year ended March 31, 2023	As at/ for the year ended March 31, 2022
Revenue from operations[(A)]	₹ in million	9,710.86	9,863.53	8,126.20	6,325.87	25,895.90[(1)]	29,823.10[(2)]	28,733.20[(2)]	28,655.78[(3)]
Revenue from operations Growth[(B)]	%	Not applicable*	21.38%	28.46%	Not applicable *	Not applicable *	3.79%	0.27%	17.58%
PAT[(C)]	₹ in million	(88.09)	(150.53)	(1,456.83)	(1,065.20)	745.20[(4)]	1,839.30[(5)]	2,008.40[(5)]	2187.28[(6)]
EBITDA[(D)]	₹ in million	764.01	658.49	(857.52)	(749.22)	2,170.00[(7)]	3,005.40[(8)]	2,981.60[(8)]	3,149.00[(8)]
PAT Margin[(E)]	%	(0.91)%	(1.53)%	(17.93)%	(16.84)%	2.88%	6.17%	6.99%	7.63%
EBITDA Margin [(F)]	%	7.87%	6.68%	(10.55)%	(11.84)%	8.38%	10.08%	10.38%	10.99%
Return on Net Worth[(G)] ^	%	(1.61)%	(2.77)%	(28.84)%	(31.21)%	2.44%[(9)]	6.17%[(9)]	12.50%[(10)]	15.62%[(11)]
Return on Capital Employed[(H)] ^	%	1.22%	0.27%	(20.50)%	(21.20)%	NA	7.02%[(12)]	13.51%[(12)]	16.79%[(13)]
Net working capital days[(I)]	in days	11.92	6.89	20.44	27.36	NA	40.97[(14)]	41.44[(14)]	37.31[(15)]
Revenue by category[(J)]	₹ in million								
- Mattresses		6,041.80	5,675.18	5,159.77	4,119.43	10,350.00[(16)(17)]	10,530.00[(18)]	8,740.00[(18)]	8,720.00[(19)]
- Furniture		2,606.51	3,012.20	1,951.10	1,322.10	NA	NA	NA	NA
- Furnishings		1,062.55	1,176.15	1,015.33	884.34	NA	NA	NA	NA
Volume data by category[(K)]	Quantity								
- Mattresses		626,290	594,040	568,443	498,786	2,500,000[(16)(17)]	2,174,000[(18)]	2,033,000[(18)]	2,139,000[(19)]
- Furniture		1,226,031	1,400,491	1,173,453	1,201,216	NA	NA	NA	NA
- Furnishings		237,752	282,681	178,488	127,846	NA	NA	NA	NA
COCO – Regular Stores at the end of the relevant period[(L)]	Number	98	56	23	1	NA	NA	NA	NA

^Not annualised

**Not been included as the comparative period figures under Ind AS for FY 2022 and nine-months period ended December 31, 2024 are not available.*

(A) Revenue from operations is the Revenue from operations for the period/year.

*(B) Revenue from operations Growth is calculated as (Current period Revenue from operations - Previous period Revenue from operations) divided by previous period Revenue from operations *100*

(C) PAT is the Loss for the period/year.

(D) EBITDA is calculated as Loss for the period/year plus tax expense plus finance costs plus depreciation and amortisation.

(E) PAT Margin calculated as Loss for the period/year as a percentage of revenue from operations.

(F) EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations

(G) Return on Net Worth (%) is computed as loss for the period/year divided by Net Worth as at the end of the period/year. As per Regulation 2(1)(hh) of SEBI ICDR Regulations, as amended, Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, Net Worth has been computed as a sum of equity share capital, instruments entirely equity in nature and other equity as of the end of the period/year.

*(H) Return on Capital Employed is calculated as (Earnings before interest and taxes("EBIT") divided by capital employed) *100. EBIT is calculated as loss for the period/year plus tax expenses plus finance costs. Capital Employed is calculated as the sum of total equity, current borrowings, current lease liabilities, non-current borrowings, non-current lease liabilities..*

*(I) Net working capital days is calculated as (Average Net working capital divided by Revenue from operations)*365. However, for the nine months period ended December 31, 2024, Net working capital days is calculated as (Average Net working capital divided by Revenue from operations)*275. Net working capital is calculated as Inventories plus Trade Receivables minus Trade Payables.*

(J) Revenue by category is the category wise (mattresses, furniture and furnishings) revenue from the revenue register of the Company.

(K) Volume data by category is the category wise (mattresses, furniture and furnishings) sales volume data from the revenue registers consisting of quantitative details

(L) COCO – Regular Stores at the end of the relevant period is the total number of operational COCO – Regular Stores at the end of the relevant period.

Source: Annual report FY 2022, 2023 and 2024.Note: All the compared KPIs number reported above of Sheela Foam have been taken from publicly available information hence definition of KPIs may not be in line with the Company's definition of KPIs.

K. Weighted average cost of acquisition ("WACA"), floor price and cap price

a) **Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP 2019 and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")**

Date of Allotment	Name of allottees	Nature of security transferred	Number of Equity Shares	Transaction as a % of fully diluted capital of the Company (calculated based on the pre-issue capital before such transaction/s)	Price per Equity Share (₹)	Total Cost	Weighted average cost of acquisition based on primary issue of Equity Shares
May 13, 2025	Ankit Garg	Equity Shares	1,916,362	8.13%	1.00	1,916,362	1.00
May 13, 2025	Chaitanya Ramalingegowda	Equity Shares	687,369	2.91%	1.00	687,369	1.00
May 13, 2025	Nitika Goel	Equity Shares	10	0.00%	1.00	10	1.00
May 13, 2025	Indigo Circle Advisors	Equity Shares	4	0.00%	1.00	4	1.00
Weighted Average Cost of Acquisition (WACA) (Primary Issuances) (₹ per Equity Share)							**1.00**

b) **Price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group, Selling Shareholders or Shareholders with the right to nominate directors on our Board during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**

Nil

c) **If there are no such transactions to report under (a) and (b) above, the following are the details of the price per share of the Company basis the last five primary or secondary transactions (secondary transactions where the Promoters, members of the Promoter Group, Other Selling Shareholders or other Shareholder(s) having the right to nominate director(s) on the Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions**

Date of allotment / transfer	Name of the allottee / transferee	Transferor	Nature of security	Number of Equity Shares / CCCPS transacted	Face value of Equity shares / CCCPS (₹)	Price per Equity share / CCCPS	Conversion ratio for CCCPS or post bonus impact for Equity Shares, as applicable	Equity shares assuming conversion/ bonus impact	Nature of Consideration	Nature of transaction	Total Cost (₹)
Secondary Transactions											
March 13, 2025	Elevation Capital VIII Limited	Nitika Goel	Equity Shares	24,783	1.00	1,600.00	12.00	297,396	Cash	Transfer	39,652,800.00
December 14, 2023	Investcorp Growth Equity Fund	Investcorp India Private Equity Opportunity Limited	Series D CCCPS	2,135,469	50.00	1,054.20	12.00	25,625,628	Cash	Transfer	22,512,11,419.80
December 14, 2023	Investcorp Growth Equity Fund	Investcorp India Private Equity Opportunity Limited	Equity Shares	10	1.00	1,054.20	12.00	120	Cash	Transfer	10,542.00
November 7, 2023	Investcorp Growth Opportunity Fund	Investcorp India Private Equity Opportunity Limited	Series D CCCPS	87,043	50.00	1,033.97	12.00	1,044,516	Cash	Transfer	89,999,850.71
October 31, 2023	Elevation Capital VIII Limited	Ankit Garg	Equity Shares	477,074	1	1,152.86	12.00	5,724,888	Cash	Transfer	549,999,531.64
Total number of equity shares assuming conversion of CCCPS*											32,692,548
Total cost											2,930,874,144.15
Weighted Average Cost of Acquisition*											**89.65**

** The total number of equity shares assuming conversion of CCCPS and the weighted average cost of acquisition for the last five secondary transactions has been computed after giving bonus impact to those equity shares acquired before May 13, 2025 being the record date for the bonus issue.*

d) The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on the primary/secondary transactions described in I above and are disclosed below:

Past transactions	Weighted average cost of acquisition per Equity Share #	Floor Price (₹)*	Cap Price (₹)*
Weighted average cost of acquisition of Primary Issuances	1.00	NA	NA
Weighted average cost of acquisition of Secondary Transactions	89.65	NA	NA

* *To be updated upon finalization of Offer Price at Prospectus stage.*
\# *As certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of their certificate dated June 26, 2025.*

e) Justification for Basis of Offer price

The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by the Selling Shareholders or other shareholders with rights to nominate directors on our Board by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Draft Red Herring Prospectus compared to our Company's KPIs for the nine months period ended December 31, 2024 and Financial Years 2024, 2023 and 2022 and in view of external factors, if any.

[●]*

* *To be included in the Price Band.*

The Offer Price of ₹[●] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process. Bidders should read the abovementioned information along with "*Risk Factors*", "*Our Business*" and "*Financial Information*" on pages 33, 172 and 252, respectively, to have a more informed view.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

Date: June 26, 2025

To,
The Board of Directors,
Wakefit Innovations Limited
Umiya Emporium, 97-99,
2nd and 4th Floor,
Adugodi, Tavarekere,
Opp. Forum Mall,
Hosur Road,
Bengaluru – 560 029
Karnataka, India

Re: Proposed initial public offering of equity shares of Wakefit Innovations Limited (the "Company") ("Equity Shares") by way of a fresh issue of Equity Shares (the "Fresh Issue") and an offer for sale by certain existing shareholders of the Company (the "Selling Shareholders" and such offer for sale, the "Offer for Sale", together with Fresh Issue, the "Offer")

Dear Sir / Madam,

We, Manian & Rao, Chartered Accountants, an independent firm of chartered accountants, appointed by the Company in terms of our engagement letter dated March 20, 2025 in relation to the Offer, hereby confirm the enclosed statement in **Annexure A** prepared and issued by the Company, which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961(the "**IT Act**"), the Central Goods and Services Tax Act, 2017(the **"CGST Act, 2017"**), the Integrated Goods and Services Tax Act, 2017("the **IGST Act, 2017**"), State Goods and Services Tax Act, 2017(the **"SGST Act, 2017")**, Customs Act, 1962 and the Customs Tariff Act, 1975(together with the Customs, Act, 1962, the **"Customs Act"**) (collectively the "**Taxation Laws**"), the rules, regulations, circulars and notifications issued thereon, as applicable to the Assessment Year 2026-27 relevant to the Financial Year 2025-26 (as amended by the Finance Act, 2025), available to the Company, and its shareholders. Several of these benefits are dependent on the Company and its shareholders as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives, the Company and its shareholders face in the future, the Company and its shareholders may or may not choose to fulfil.

The benefits stated in the enclosed statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency

We do not express any opinion or provide any assurance as to whether:

i) The Company and its shareholders will continue to obtain these benefits in future;

ii) The conditions prescribed for availing the benefits have been/would be met with.

iii) The revenue authorities/courts will concur with the views expressed herein.

The contents stated in Annexure A are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise arising from the supply of incorrect or incomplete information of the Company.

This statement is addressed to Board of Directors of the Company and is being issued at the specific request of the Company. The enclosed Annexure to this statement is intended solely for your information and for inclusion in the draft red herring prospectus and any other material in connection with the Offer, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

Yours Sincerely,

For Manian & Rao, Chartered Accountants
ICAI Firm Registration No: 001983S

Pallavi Vijay Rao
Partner
Membership No.: 222182
UDIN: 25222182BMHFEL8692

Annexure A

Statement of possible special tax benefits available to Wakefit Innovations Limited and the Company's shareholders

Outlined below are the possible special tax benefits available to the Company and the Company's shareholders under the Taxation Laws ("**Possible Special Tax Benefits**"). These Possible Special Tax Benefits are dependent on the Company and the Company's shareholders fulfilling the conditions prescribed under the Taxation Laws. Hence, the ability of the Company and the Company's shareholders to derive the Possible Special Tax Benefits is dependent upon them fulfilling such conditions, which are based on business imperatives they face in the future, basis which they may or may not choose to fulfil such conditions.

1. Special tax benefits available to the Company

   i) Direct taxes:

      a. Lower corporate tax rate under section 115BAA of the IT Act:

         Section 115BAA has been inserted in the IT Act by the Taxation Laws (Amendment) Act, 2019 ("**the Amendment Act, 2019**") with effect from April 1, 2019 (FY 2019-2020). Section 115BAA of the IT Act grants an option to a domestic company to be governed by the section from a particular assessment year ("**AY"**). If a company opts for section 115BAA of the IT Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). section 115BAA of the IT Act further provides that domestic companies availing the option will not be required to pay minimum alternate tax on their 'book profits' under section 115JB of the IT Act.

         However, such a company will no longer be eligible to avail specified exemptions / incentives under the IT Act and will also need to comply with the other conditions specified in section 115BAA of the IT Act. Also, if a company opts for section 115BAA of the IT Act, the tax credit (under section 115JAA of the IT Act), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

      b. Deduction under section 80JJAA of the IT Act:

         As per section 80JJAA of the IT Act, the Company is entitled to claim a deduction of an amount equal to thirty per cent of additional employee cost incurred in the course of business in the previous year, for three AYs including the assessment year relevant to the previous year in which such employment is provided, subject to the fulfilment of prescribed conditions therein.

         The deduction under section 80JJAA is available even if the Company opts for concessional tax rate under section 115BAA of the IT Act.

      c. Deduction in respect of inter-corporate dividends – section 80M of the IT Act

         With respect to a shareholder which is a domestic company as defined in section 2(22A), and section 80M of the IT Act inter-alia provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (l) of section 139 of the IT Act.

      d. Deduction in respect of donations for contributions to certain relief funds and charitable institutions – section 80G of the IT Act

As per section 80G of the IT Act, the Company is entitled to claim deduction in respect of any donations made to approved funds, charitable institutions, etc. subject to satisfaction of conditions therein. However, the deduction under section 80G of the IT Act is not applicable if the Company opts for concessional tax rate under section 115BAA of the IT Act.

ii) Indirect taxes:

a. Export supply of goods without payment of integrated tax under the IGST Act, 2017 :

A registered person under GST may export goods or services without payment of integrated tax by furnishing a bond or a Letter of Undertaking ("**LUT**"), as permitted under the Central Goods and Services Tax Rules, 2017. The Company is engaged in the export of goods, including spare parts, to destinations outside India. In accordance with the applicable provisions, the Company has availed the facility of exporting goods without payment of Integrated Tax by submitting an LUT. Consequently, as per section 54 of the CGST Act, 2017, the Company is eligible to claim a refund of the accumulated input tax credit arising from such zero-rated supplies made without payment of tax.

b. Concession/exemption on customs duty on import of certain products:

The Company avails customs duty exemptions on the import of certain products under specific Harmonized System of Nomenclature (HSN) codes, in accordance with applicable exemption notifications. The details of the products currently being imported at a Nil rate of basic customs duty are as follows:

HSN code	Notification no.	Rate of Basic customs duty
44101110	046/2011	Nil
44189900	046/2011	Nil
44187900	046/2011	Nil
39072990	046/2011	Nil
39072910	010/2008	Nil

These exemptions facilitate cost-effective procurement of inputs critical to the Company's operations.

2. Special tax benefits available to the shareholders of the Company

i) Direct taxes:

1. The following is the taxation on transfer of equity shares:

a. As per section 112A of the IT Act, long-term capital gains arising from transfer of equity shares, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 12.5% (without indexation) of such capital gains subject to payment of securities transaction tax on acquisition and transfer of equity shares and on the transfer of unit of an equity-oriented fund or a unit of a business trust under Chapter VII of Finance (No.2) Act read with Notification No. 60/2018/F. No.370142/9/2017-TPL dated October 1, 2018. However, no tax under the said section shall be levied where such capital gains does not exceed ₹ 1,25,000 in a financial year.

b. As per section 111A of the IT Act, short term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 20% plus applicable surcharge and cess subject to fulfilment of prescribed conditions under the IT Act.

2. The maximum surcharge rate for section 112A and section 111A of the IT Act is restricted to 15%.

3. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under section 80M of the IT Act would be available on fulfilling the conditions (as discussed above). Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, surcharge would be restricted to 15%, irrespective of the amount of dividend.

ii) Indirect taxes:

There are no special indirect tax benefits available to the shareholders of the Company.

Note:

1. The above is as per the current Taxation Laws.

2. The above statement of Possible Special Tax Benefits sets out the provisions of the Taxation Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership, and disposal of equity shares of the Company.

3. This statement of Possible Special Tax Benefits does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company.

4. The Possible Special Tax Benefits are subject to conditions and eligibility criteria which need to be examined for tax implications.

5. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement ("**DTAA**"), if any, between India and the country in which the non-resident has fiscal domicile.

6. The tax benefits discussed in this statement are not exhaustive and are only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax consequences of his/her investment in the shares of the Company.

7. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

Yours Sincerely,
For and on behalf of
Wakefit Innovations Limited
{*Formerly known as Wakefit Innovations Private Limited*}

Chaitanya Ramalingegowda
Director
DIN: 03458997
Date: June 26, 2025
Place: Bengaluru

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Building India's Home Story: Opportunity Landscape in Mattresses, Furniture, and Furnishings & Decor" dated June 26, 2025 (the "**Redseer Report**") prepared and issued by Redseer Strategy Consultants Private Limited, appointed by us pursuant to an engagement letter dated February 13, 2025 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. Unless otherwise indicated, financial, operational, industry and other related information derived from the Redseer Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. The Redseer Report will form part of the material documents for inspection and a copy of the Redseer Report is available on the website of our Company at www.wakefit.co/investor-relations. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents of the Redseer Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. While preparing the report, Redseer has also sourced information from publicly available sources, including our Company's financial statements available publicly.*

For further information, see "- Certain sections of this Draft Red Herring Prospectus disclose information from the Redseer Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 56. Also see, "Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data –Industry and Market Data" on page 29.

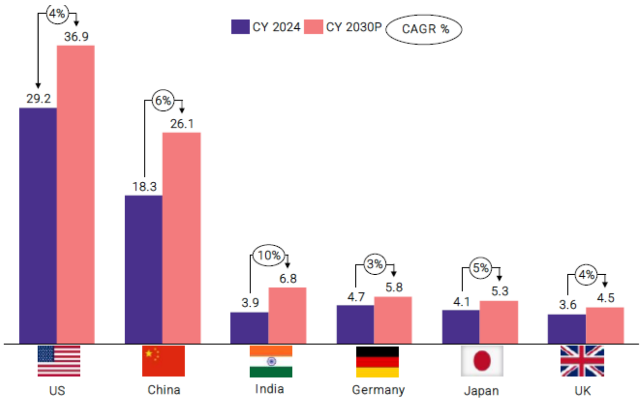
India is a large and fast-growing consumer-focused market, propelled by strong macroeconomic tailwinds

India is the fastest growing large economy and is expected to become the third largest by 2030

With a nominal Gross Domestic Product ("**GDP**") of U.S.$ 3.9 trillion in Calendar Year ("**CY**") 2024, India stands as the world's fifth-largest economy. Over the past five years (CY2019–CY2024), it has maintained a strong growth trajectory, expanding at a Compound Annual Growth Rate ("**CAGR**") of approximately 7%. Looking ahead, India is projected to become a U.S.$ 6.8 trillion economy by CY2030, growing at a CAGR of approximately 10% between CY2024 and CY2030, demonstrating the fastest growth among the major economies globally. This growth is expected to drive India past Germany and Japan, making it the world's third largest economy by CY2030.

Nominal GDP and growth – Global Benchmarks

In U.S.$ trillion, %, CY2024-2030P



Note(s): U.S.$ 1= ₹ 83
Source(s): IMF, Redseer Research and Analysis

India's Private consumption is increasing at an estimated CAGR of 10%, fueled by a rising share of discretionary spending

India's consumption-led economy saw private consumption contribute approximately 62% to GDP in CY2024, compared to 68% in the United States ("**US**") in CY2023, highlighting room for growth. Private Final Consumption Expenditure ("**PFCE**") grew at a approximately 10% CAGR, from ₹123.1 trillion (U.S.$ 1.5 trillion) in CY2019 to ₹200.3 trillion (U.S.$ 2.4 trillion) in CY2024. Discretionary spending now constitutes approximately 48% of total consumption, up from 40% to 43% a decade ago, underscoring a clear shift toward lifestyle and experiential GDP per capita is widely recognized as an indicator of economic growth across major economies.

Historically, crossing the U.S.$ 2,000 per capita GDP threshold has marked a significant inflection point for accelerated PFCE growth. China, for example, surpassed this benchmark in 2006, achieving a strong 21% PFCE CAGR from 2006 to 2011.purchases. India crossed the U.S.$ 2,000 GDP per capita milestone threshold in 2021 and is poised to follow a similar, a level that has historically marked the onset of accelerated private final consumption expenditure (PFCE) growth, as evidenced by China's trajectory, with strong consumption growth expected in the coming years. Such a trajectory is expected to fuel broader economic post-2006. As incomes are rising and aspirations are evolving, consumers are increasingly prioritizing quality and value, fueling the expansion of masstige and premium segments across categories. This trend is further reinforced by greater exposure to global brands, digital influence, and evolving lifestyle preferences among urban and semi-urban consumers. Several factors contribute to the rise in consumption in India –

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India's per capita income is projected to experience one of the highest growth rates globally from CY2024 to CY2030

According to the World Bank, India's Gross National Income ("**GNI**") per capita reached approximately U.S.$ 2,700 in CY2024, up from approximately U.S.$ 2,070 in CY2019, at a CAGR of over 5%. By CY2030, GNI per capita is projected to cross U.S.$ 3,600, at a CAGR of over 5%, highest among comparable economies. This is driven by macroeconomic factors such as GDP expansion, increasing trade opportunities, government expenditure on infrastructure and manufacturing, supportive government policies, and technological advancements. This steady rise in per capita income is expected to fuel higher discretionary spending among Indian consumers.

Rising number of middle-income households in India is driving the next wave of consumption growth in the country

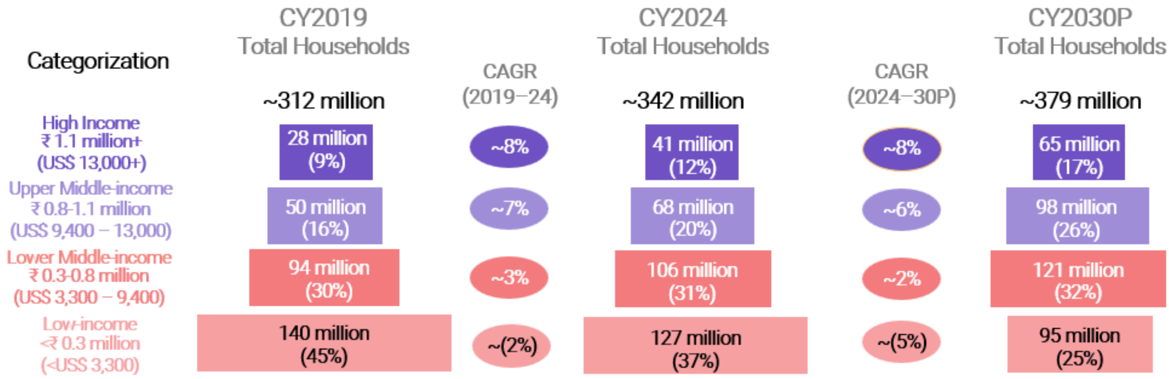
India's middle-income segment is a major growth driver, expanding from 144 million households (46%) in CY2019 to 174 million (51%) in CY2024, driven by urbanization and rising formal employment. By CY2030, it's expected to reach approximately 58% (219 million households), with 30 million new upper- and 15 million lower middle-income households. High-income households, growing fastest at approximately 8% CAGR, are set to rise from 41 million (12%) in CY2024 to 65 million (17%) by CY2030.

Macroeconomic tailwinds, like RBI's repo rate cuts to 6.0% and easing inflation, could further boost consumption, especially in interest-sensitive sectors. Budget 2025 has added approximately ₹1 trillion in disposable income through PIT cuts for urban middle-income households, spurring discretionary spending across home, lifestyle, travel, and more.

This expanding middle-income cohort, increasingly focused on comfort, quality, and value, is the core is fuelling demand in categories such as home décor, sleep solutions, and affordable premium furniture.

Share of households by annual income

In million, %, CY2019, CY2024, CY2030P



Note(s): U.S.$ 1= ₹ 83
Source(s): Redseer Research and Analysis

Rapid urbanization with the increasing number of nuclear families is leading to a rise in demand centers, boosting consumption

India's rapid urbanization is reshaping its economy, creating new demand centres that fuel consumption growth. As of CY2024, 37% of the population (approximately 530 million) lives in urban areas, making India the second-largest urban population globally after China (approximately 66%). Urban hubs drive economic activity, offering higher incomes, formal employment, and commercial concentration, making them key consumption drivers.

This trend is set to accelerate, with approximately 40% of India's population expected to be urban by CY2030.

Migration is a major factor, leading to the rise of nuclear families, with nearly 30 million additional nuclear families formed between CY2019 and CY2024. As a result, nuclear households now account for approximately 60% of all households, a share that is expected to rise to 67–70% by CY2030, significantly expanding the consumer base for home-related categories.

As urban households grow more compact and aspirational, demand is rising for space-efficient furniture, functional home décor and sleep solutions that blend utility with design, increasingly prioritized by young, nuclear families in urban India

The rise in the number of women in workforce is providing an impetus to consumption as households transition from single-income to dual-income

As per the Ministry of Women and Child Development ("**MoWCD**") of India, the female labour participation rate surged from 25% in Financial Year ("**Fiscal**") 2019 to 42% in Fiscal 2024, driven by reduced entry barriers and targeted government and private sector initiatives. This rise has increased dual-income households, boosting demand for convenience-focused products and services. Financial independence is also fuelling individualistic spending, particularly in discretionary categories, while strong influence of women in household decisions continues to shape overall consumption trends.

With rising income and greater autonomy, women are playing a pivotal role in driving demand for home improvement, décor and functional yet aesthetic living solutions, reflecting their growing focus on comfort, design and self-expression in the home environment.

India's sizeable young population, led by Gen Z and millennials, is a key driver of demand across various consumption categories

With a median age of 28.8 years in CY2024, India is younger than major economies like the US, UK and China having a median age of 38 years, 39.8 years and 39.1 years respectively. This young, aspirational segment comprising 557 million individuals (38% of the population) in CY2024 aged 18–40 years is reshaping consumption patterns. Digitally savvy and experience-driven, they favour premium, functional, and convenience-led products across categories. As Gen Z and millennials drive market trends, brands must focus on innovation, quality, and value-driven offerings.

This cohort's focus on curating personalised, aesthetic living spaces, often through digital discovery, is fuelling demand in categories like modular furniture, sleep solutions, and modern home décor, where functionality, design, and affordability converge.

India is the world's third-largest retail market, powered by digital acceleration, organized expansion, and omnichannel synergy

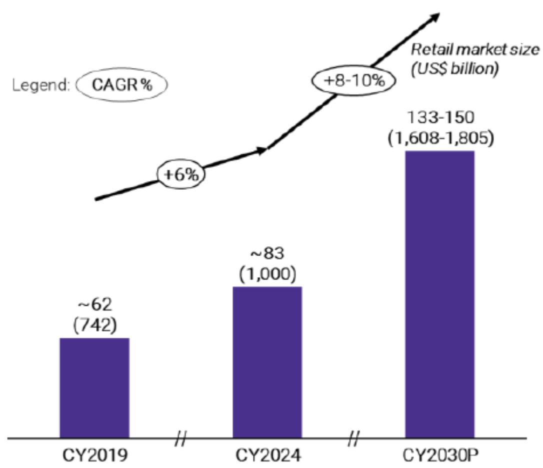
India's retail market is estimated to be a approximately U.S.$ 1 trillion opportunity in CY2024, and remains promising with a projected growth of 8% to 10% through CY2030

India's retail market, spanning grocery, consumer electronics, fashion, home & furnishings grew from ₹ 62 trillion (U.S.$ 742 billion) in CY2019 to approximately ₹ 83 trillion (U.S.$ 1,000 billion) in CY2024, at a CAGR of approximately 6%. Looking ahead, it is expected to grow at a CAGR of 8% to 10%, reaching ₹ 133 to 150 trillion (U.S.$ 1.6 to 1.8 trillion) by CY2030, driven by rising incomes, urbanization, and shifting consumer preferences.

Despite being among the largest global retail markets, India's per capita retail spending at approximately ₹ 57,513 (U.S.$ 693) in CY2024 remains lower than that of China, US and UK, standing at approximately ₹ 4,08,585 (U.S.$ 4,923), approximately ₹ 18,18,267 (U.S.$ 21,907) and approximately ₹ 8,08,355 (U.S.$ 9,739) respectively in CY2024, indicating a strong growth potential.

Retail market – India

In ₹ trillion (U.S.$ billion), CY2019, CY2024, CY2030P

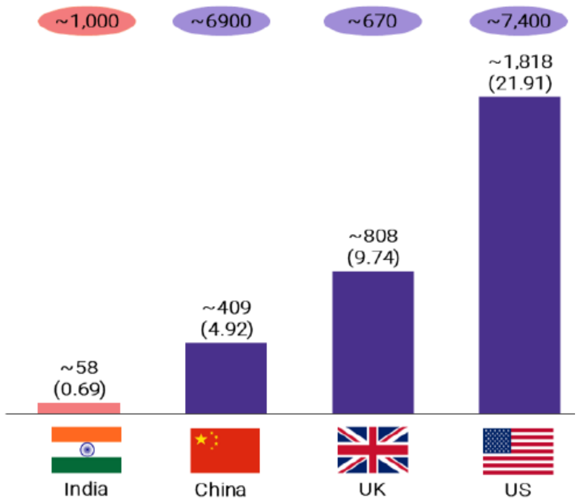


Note(s): Lower growth rate (6%) Between CY2019 and CY2024 is attributed to COVID-19 disruptions, post which the sector rebounded from CY2021 to CY2024, returning to pre-pandemic levels; U.S.$ 1= ₹ 83

Source(s): Redseer Research and Analysis

Retail spend per capita – Global benchmarks

In ₹ '000 (U.S.$ '000), CY2024



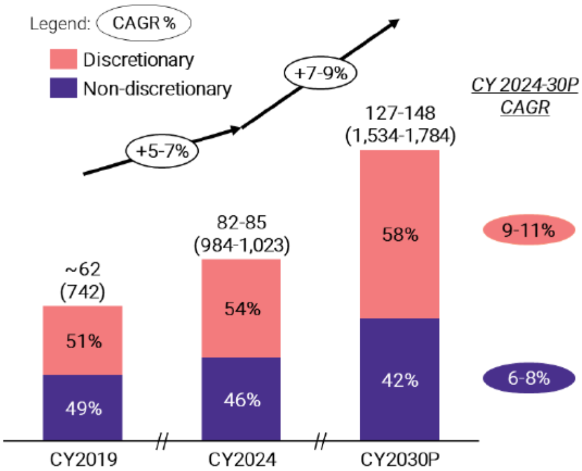
Note(s): U.S.$ 1= ₹ 83

Source(s): World Bank, National Bureau of Statistics of China, The United States Census Bureau, Office of National Statistics, UK, Redseer Research and Analysis

As the retail market in India matures, there is a growing shift towards discretionary spending, within categories like fashion, home & furnishings, consumer electronics, etc., which accounts for approximately 54% of the overall retail market in CY2024, having risen from approximately 51% in CY2019. It is projected to reach approximately 58% of the retail market by CY2030, growing at a CAGR of 9% to 11%, outpacing overall retail growth. The growth in discretionary spending is fuelled by rising incomes, urbanization, digitization of the economy and increasing e-commerce penetration across city tiers, all contributing to aspirational consumption. As income levels rise and basic consumption needs are met, incremental household spending increasingly shifts toward discretionary categories, leading to faster growth compared to non-discretionary spending. Within discretionary spending, general merchandise and home & furnishings segments are expected to expand steadily, accounting for approximately 9% and approximately 8% respectively, of the total discretionary spending by CY2030.

Retail market – split by Discretionary and non-discretionary

In % of ₹ trillion (U.S.$ billion), CY2019, CY2024, CY2030P

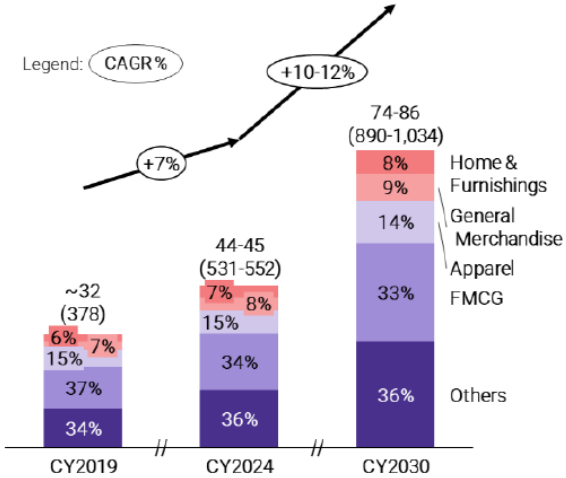


Note(s): 1. Discretionary includes – Home & Furnishings, General Merchandise, Fashion, FMCG, etc.; 2. Non-discretionary includes – Fresh & staples, and Pharmaceuticals,

Source(s): Redseer Research and Analysis

Discretionary spending - split by categories

In ₹ trillion (U.S.$ billion), CY2019, CY2024, CY2030P



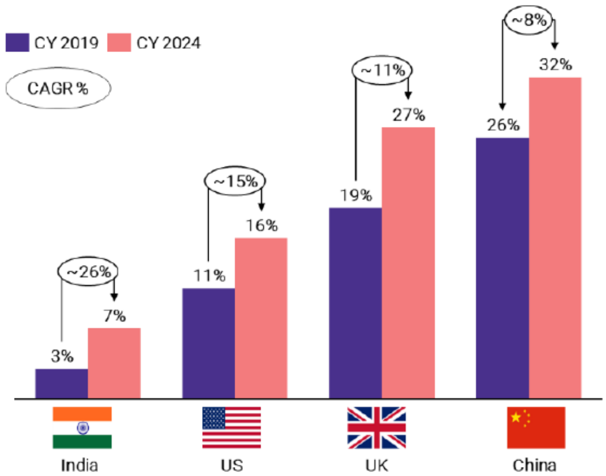
Note(s): Others includes Consumer Electronics, Beauty & Personal Care, etc.

Source(s): Redseer research and analysis

This shift is being accompanied by organized channels rapidly gaining share, from approximately 15% in CY2019 to approximately 21% in CY2024, and projected to reach 34% to 38% by CY2030. Within the organized segment, e-commerce is also on the rise, with a market value of approximately ₹ 5.8 trillion (U.S.$ 70 billion) in CY2024, accounting for approximately 7% of India's retail market. India's e-commerce market has grown the fastest over the last five years at approximately 26% as compared to other major economies such as the US, China, and the UK. E-commerce in India has significant headroom for growth, particularly when compared to higher share of retail in the US (approximately 16%), China (approximately 32%), and the UK (approximately 27%). E-commerce in India is poised for strong long-term expansion, projected to reach ₹ 17 to 22 trillion (U.S.$ 210 to 268 billion) by CY2030.

Retail market online penetration – India, China, US, and UK

In %, CY2019, CY2024

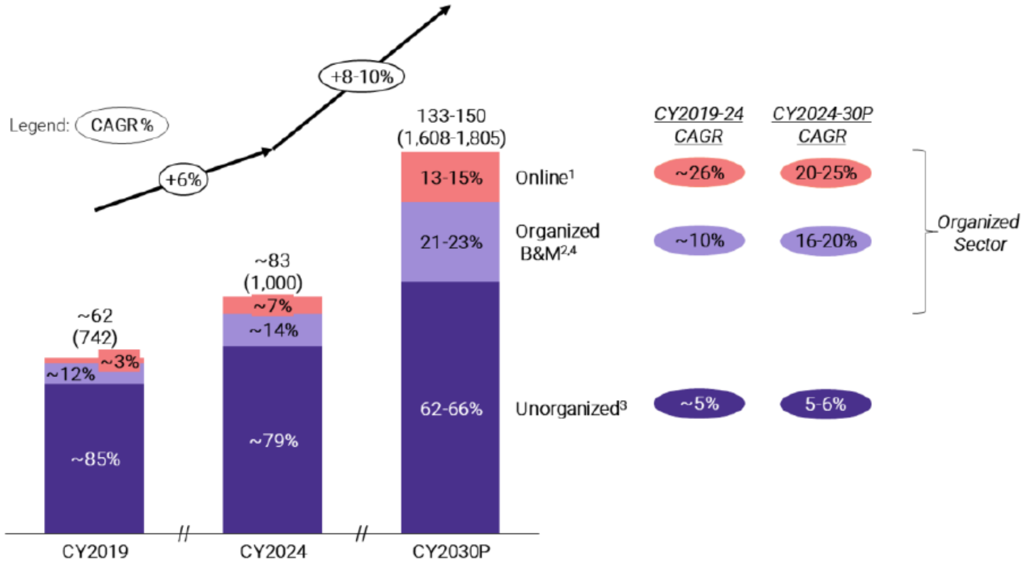


Note(s): Online penetration measured as the share of online/ecommerce sales as a percentage of total retail sales as reported by each country
Source(s): Redseer research and analysis

Growth in the organized segments is being fuelled by the rising disposable incomes, expansion of modern brick-and-mortar stores, increasing digital adoption, and evolving customer preference for branded products driving quality-conscious shopping behaviour.

Retail market – split by organized and unorganized

In % of ₹ trillion (U.S.$[5] billion), CY2019, CY2024, CY2030P



Note(s): 1. Online – Sales through brand websites, and online marketplaces, 2. Organized B&M – Sales through branded, structured retailers and national chains offering standardized products with consistent quality and pricing, with a minimum store area of 2,500 sq. ft, 3. Unorganized - Sales through local vendors, small shops, and unbranded manufacturers, often offering a wide range of custom or traditional products at variable pricing, 4. B&M – Brick and Mortar 5. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

There is a rising trend towards premiumization within the organized retail landscape, with over 25% of the organized retail being led by premium products (defined as mid-to-high priced items for mature or above average income households). This sector in India is witnessing significant growth, with the rapidly rising high-income consumer base driving the demand for high-quality products, and greater availability of premium offerings. This has led to increased activity and investment, further accelerating the sector's expansion. With consumers prioritizing value, aesthetics, and long-term durability, premiumization is set to redefine India's retail landscape.

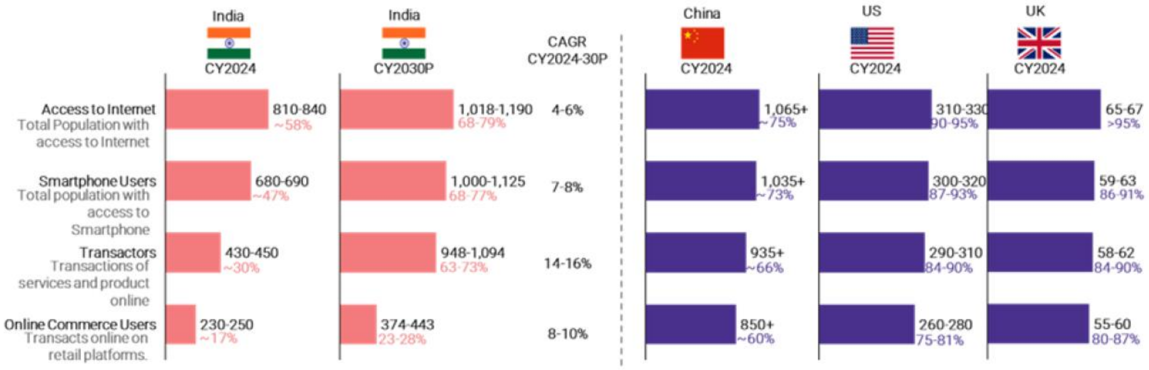
India's digital transformation, fuelled by increased internet access and smartphone penetration, is accelerating e-commerce adoption

India is transitioning into a digital economy, with internet users set to grow from 810 to 840 million in CY2024 to 1,018 to 1,190 million by CY2030, driven by low mobile data costs (approximately U.S.$ 0.16/GB in India vs. approximately US $6/GB in the US in CY2023) and affordable smartphones. The rollout of 5G and initiatives like Digital India are further expanding digital access, with smartphone penetration expected to rise from 680 to 690 million to 1,000 to 1,125 million in the same period. Despite this rapid growth, India has significant headroom for expansion compared to developed economies like the US and UK with internet penetration still behind the 90% to 95% levels seen in the US and UK.

This enhanced access to internet connectivity is fuelling online commerce adoption, with e-commerce consumers growing from 230 to 250 million in CY2024 to 374 to 443 million by CY2030 (CAGR 8% to 10%). E-commerce is unlocking access to a wide range of new categories for first-time users, driving incremental spending and expanding consumption. At the same time, it is opening new markets for organised businesses by bringing previously informal or underserved segments online, enabling broader and more efficient reach. As consumer expectations evolve, fuelled by a growing preference for premium products, convenience, and seamless digital experiences, platforms are responding with greater investments in personalization, flexible payment solutions, and faster, more reliable service delivery.

Internet Funnel – India, China, US, and UK

In millions, %, CY2024, CY2030P



Note(s): Digital transactors include individuals who use digital payment platforms and technologies that facilitate electronic financial transactions, Online commerce users make transactions online on retail platforms, etc.
Source(s): Redseer research and analysis

This massive transformation of the Indian economy and consumers from traditional to online formats has been accelerated by several government-led digital initiatives. Facilities like UPI, Jan Dhan Yojana, and Aadhaar have expanded financial inclusion, while BharatNet and Prime Minister's Wi-Fi Access Network Interface ("**PM-WANI**") are enhancing internet connectivity across India. India Stack's secure digital infrastructure, comprising e-KYC, UPI, and FASTag, has enhanced trust in online transactions, thereby accelerating the adoption of e-commerce across consumer segments. Additionally, social media is emerging as a key commerce driver, enabling influencer-led shopping, social commerce, and deeper consumer engagement in digital retail.

As these factors converge, India's digital consumer base is poised for sustained growth, with businesses increasingly leveraging digital-first strategies to tap into a connected, aspirational, and convenience-driven audience.

Branded retail is on the rise with the rapid proliferation of Direct to Consumer ("D2C") players

India's retail sector is undergoing a structural transformation, with the share of branded and organized retail steadily increasing as modern retail formats expand their reach. Consumers are becoming more brand-conscious, driving demand for trusted, quality-assured products across categories and price segments.

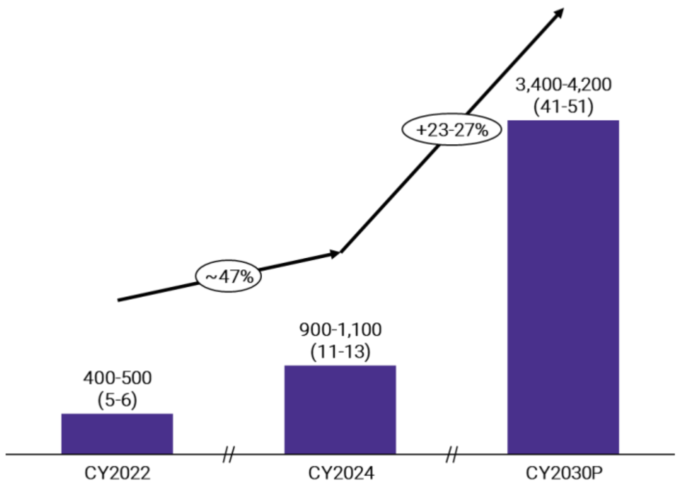
This shift in consumer behaviour towards digital transactions and preference for branded products has led to a rapid influx of D2C players that caters to different consumer segments. The D2C model offers several advantages over traditional retail, including seamless access to products, the ability to browse and purchase from anywhere, direct engagement with brands, personalized shopping experiences, and faster product innovation based on real-time consumer insights.

Urban consumers are increasingly seeking premium, personalized, and niche products, and curated shopping experiences. Gen Z, in particular, values sustainability, individuality, and ethical consumption, pushing players to innovate with unique offerings. At the same time, there is a parallel shift towards masstige products, which is serving the affordability segment with aspirational quality, accelerating the transition from unbranded to branded consumption. Unlike traditional retail models, D2C players leverage digital platforms, data analytics, and direct consumer engagement to differentiate themselves and scale rapidly. Moreover, by bypassing intermediaries, they can pass on cost savings to consumers, making their offerings more price competitive, and parallelly reinvest in better customer experience, personalization and innovation.

By bypassing intermediaries, D2C players offer competitive pricing while reinvesting in experience and innovation. The Indian D2C market valued at ₹ 900-1,100 billion (U.S.$ 11 to 13 billion) in CY2024, is projected to grow at a 23% to 27% CAGR to reach ₹ 3,400 to 4,200 billion (U.S.$ 41 to 51 billion) by CY2030, reflecting a broader shift toward digital-first retail.

India D2C Players – GMV

In ₹ billion (U.S.$ billion), CY2022, CY2024, CY2030P



Note(s): 1. D2C or Direct-to-consumer companies/brands are independent players which derive >60% of their sales from online channels and have own website/app 2. D2C players GMV includes GMV from brand.com, online marketplaces and offline stores of D2C brands
Source(s): Redseer research and analysis

As consumers become increasingly brand-conscious, businesses across industries are shifting from unorganized to organized retail models, driving greater adoption of structured, quality-driven products and services. This shift is not only enhancing consumer trust but also fuelling the growth of modern retail formats and digital-first players including e-commerce.

Omnichannel experience is swiftly becoming the preferred shopping model, blending online discovery with offline fulfilment for a seamless consumer journey

Online and offline channels offer distinct advantages – online platforms are preferred for convenience, wider selection, and personalized pricing, while offline retail provides the assurance of physical validation, immediate ownership, and in-person trust. Channel choice often depends on category with commoditized or replenishment-based items (e.g., packaged goods, apparel basics) tending to sell online, whereas high-involvement or sensory-led categories (e.g., furniture, beauty, premium electronics) relying on offline touchpoints for evaluation.

The evolving consumer journey in India reflects a growing preference for flexibility and convenience, with consumers seamlessly navigating online and offline channels. Consumers are increasingly browsing online followed by store visits for hands-on evaluation before completing purchases. The purchase can either be online or offline based on convenience, price, or availability. This flexibility between digital and physical channels reflects a growing need for presence across channels, with consumers expecting seamless transitions across touchpoints.

Currently, there are players present in both offline and online channels. Multi-channel retail players are present across multiple independent channels like websites, marketplaces, social media, and physical stores. However, since these channels function separately, they often lead to inconsistent customer experiences, pricing discrepancies, and fragmented inventory management, which can create inefficiencies and limit seamless engagement. On the other hand, a well-integrated omnichannel approach addresses these gaps by bridging discovery and experience, ensuring online platforms drive awareness while offline stores reinforce confidence and service. By synchronizing inventory, pricing, and customer interactions across all touchpoints, omnichannel retail enhances customer convenience, boosts retention, and fosters higher brand loyalty. Retailers who effectively blend these channels will drive stronger engagement, improved conversions, and a more cohesive shopping experience in India's evolving retail landscape.

With India's sustained economic growth, rising affluence, and evolving consumer behaviour, the retail sector is set for rapid expansion. The combination of higher disposable incomes, urban lifestyle aspirations, and expanding digital access will further accelerate demand for well-designed, branded products. This shift presents a strong opportunity for organized and branded players to capture demand by expanding digital and omnichannel experience.

India's economic growth is also being bolstered by the rise of the real estate sector

The construction sector, spanning infrastructure and real estate development, serves as a fundamental pillar of India's GDP. Infrastructure projects, including roads, bridges, railways, and utilities, are crucial for enhancing connectivity and economic expansion. Meanwhile, real estate construction, comprising residential and commercial developments addresses the increasing demand for housing and commercial spaces. Together, these segments contribute to over 8% of the country's GDP, forming vital economic components.

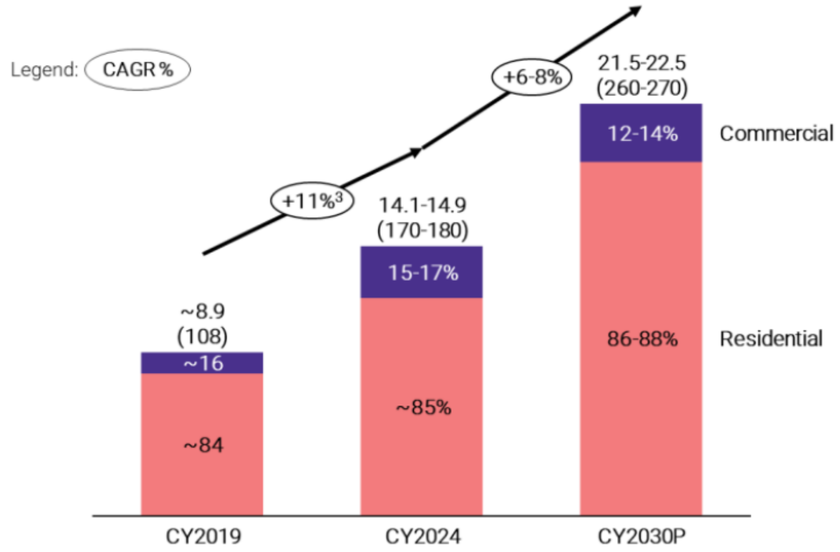
Real estate in India is expected to grow at a CAGR of 6% to 8% with residential and commercial showing good potential

India's real estate sector is evolving into a major economic growth driver propelled by urbanization, rising incomes, and infrastructure investments and policy reforms that boost transparency and investor confidence. Growing demand across residential, rental, office, and hospitality segments, supported by better credit access and lower interest rates is fuelling.

The sector is expected to grow at a 6% to 8% CAGR of 6% to 8%, driven by strong sustained housing and commercial demand in residential and commercial segments, coupled with, policy support, and expansion of metro corridors. corridor development.

Real estate market – split by Residential & Commercial

In ₹ trillion (U.S.$ billion), CY2019, CY2024, CY2030P



Note(s):1. Residential real estate includes private homes, apartments, condominiums, and planned unit developments;2. Commercial includes office spaces, retail (malls, entertainment centres and shopping marts), industrial (mills, plants, warehouses, data centres), hospitality (hotels, resorts) and hospitals 3. Higher growth rate from CY2019 to CY2024 observed due to the dip in the market during Covid-19 pandemic and the subsequent resurgence of the market, 4. Conversion rate: U.S.$ 1=₹ 83
Source(s): Ministry of Statistics and Programme Implementation ("MoSPI"), Redseer research and analysis

A series of policy reforms and regulatory measures have played a crucial role in boosting transparency, increasing investor confidence, and driving organized growth in India's real estate sector. These initiatives have simplified compliance, streamlined taxation, and introduced new investment avenues, contributing to the sector's long-term expansion. Real Estate Regulatory Authority ("**RERA**"), Goods and Services Tax ("**GST**"), and Pradhan Mantri Yojna Awas ("**PMAY**") have enhanced transparency, affordability, and accessibility in real estate, driving consumer confidence, investments, and housing growth.

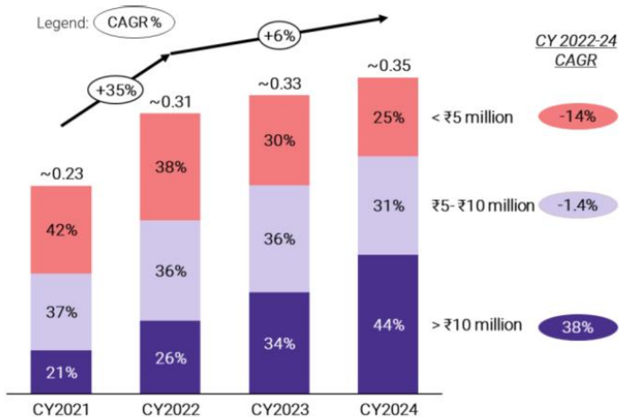
Residential real estate market has experienced strong demand from both homebuyers and renters, driven by large-scale migration and urbanization

India's residential real estate market has witnessed strong growth, with sales seeing a steep rise post Covid, increasing from 0.23 million units in CY2021 to 0.31 million units in CY2022 (approximately 35% CAGR), driven by shifting homeownership priorities, larger living space preferences, and an uptick in new construction and project launches. Since then, the market has continued to grow steadily at approximately 6% annually, reaching 0.35 million units in CY2024, translating to a approximately 15% CAGR over CY2021 to 2024. The top 8 metros continue to lead this growth, contributing approximately 51% of total residential sales. Inventory in the <₹ 5 million and ₹ 5 to 10 million segments has also declined by approximately 7% and approximately 1% YoY respectively, indicating sustained demand in these brackets.

The residential real estate sector is experiencing a significant shift towards premiumization, with new sales in the ₹ 10 million (approximately $ 120,400) and above segment growing at a CAGR of approximately 45% from CY2021 to CY2024. In fact, growth in the super premium segment of ₹ 20 million (approximately $ 241,000) and above have grown at a CAGR of approximately 55% from H2 2023 to H2 2024. In contrast, the <₹ 5 million (approximately U.S.$ 60,200) and ₹ 5-10 million (approximately U.S.$ 60,200 – U.S.$ 120,400) segments have seen a decline of approximately 9% year-on-year each during the same period.

Residential real estate sales – split by price segments

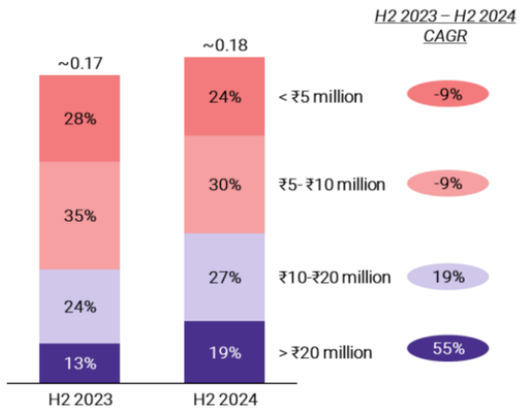
In million, %, CY2021, CY2022, CY2023, CY2024



Note(s):1. Residential real estate includes private homes, apartments, condominiums, and planned unit developments Source(s): Redseer research and Analysis

Residential real estate sales – split by price segments

In million, %, H2 2023, H2 2024



Note(s):1. Residential real estate includes private homes, apartments, condominiums, and planned unit developments

Source(s): Redseer research and Analysis

With rising disposable incomes, rapid urbanization, and improved infrastructure development, consumers are looking to invest more in homeownership. Homeownership remains deeply valued in India, symbolizing financial security and long-term stability, particularly among young professionals and nuclear families. Additionally, factors such as lower home loan interest rates, increased infrastructure investments, and policy support for housing developers have fuelled further expansion, extending into Tier-2 cities as well.

Alongside growing demand for urban and suburban housing, the rental housing market is also expanding, driven by migration to metro and Tier-1 cities, workforce mobility, and a rising preference for flexible living arrangements. Over 20% of urban homes are now estimated to be rented, reflecting this shift. The increasing demand for rental properties is supported by changing work dynamics, affordability considerations, and the need for short-term housing solutions, making it a key segment in India's evolving real estate landscape.

Indians increasingly perceive their homes as a reflection of their lifestyle, driving greater investment in home décor and interior enhancements

Alongside rising homeownership and rental demand, Indian consumers are increasingly investing in home décor, furnishings, and interior design. Consumers are willing to spend more on high-quality, aesthetically appealing, and customized home décor. With busy and dynamic lifestyles in modern households, consumers are investing in ergonomic furniture, premium mattresses, and ambient lighting to enhance home comfort and well-being.

India's interior design market is set to grow at a CAGR of over 15% through CY2030, driven by a shift in consumer perception. Home interiors are now seen as a reflection of personal identity, influenced by digital trends, increased accessibility, and evolving lifestyles. Consequently, spending on interior improvements in home, now accounts for approximately 10% to 12% of a home's total value.

- **Digital & social media influence** – Platforms like Instagram, Pinterest, and YouTube are shaping home aesthetics, driving demand for modern furnishings and personalized interiors.

- **Greater product accessibility** – E-commerce has expanded access to a wider range of décor and furniture, enabling consumers to explore seasonal updates and premium designs.

- **Frequent home décor upgrades** – Consumers now refurbish their interiors more often, up to once in 7-10 years, to keep up with newer trends and styles, preferring branded furnishings with shorter replacement cycles, boosting recurring spending.

- **Changing lifestyles** – With more time spent at home, there is a growing focus on comfortable, functional, and visually appealing living spaces, increasing demand for premium solutions across home & furnishings categories.

Commercial real estate is witnessing growth as corporate and hospitality sectors rebound post Covid, driven by increased spending and renewed investment momentum

From CY2019 to CY2024, office space transactions across the country have grown from 5.6 million sq. ft. to 6.7 million sq. ft. respectively, driven by return-to-office policies across organizations. In the last year alone, office space transactions in India grew by an estimated 21%. With the rise of coworking spaces, and leasing of area across multiple companies, a shorter interior refresh cycle of once in 5-7 years has been observed over the last few years.

India's tourism industry has fuelled the growth of the hospitality sector, leading to branded hotel openings rising by approximately 8% and new keys rising by approximately 17% from CY2019 to CY2024. With domestic and international travel, both for leisure and business, rebounding strongly, the demand for premium accommodations, business hotels, and experiential stays has surged, prompting major investments in new hotel constructions, renovations, and upgrades.

In an industry where aesthetics and guest experience are critical, hospitality establishments must regularly revamp their interiors, furnishings, and amenities to stay competitive. Hotels, resorts, and serviced apartments are increasingly investing in modern furnishings, premium furniture, and smart and comfortable hospitality solutions to create inviting, contemporary spaces that cater to evolving consumer expectations. The hospitality sector thus remains a significant driver of demand for home & furnishing.

Overall, as homeownership and rental demand grow, investments in interiors, furnishings, and home improvement are also increasing. Additionally, the rise of commercial spaces—offices, hospitality, and institutional infrastructure—is creating demand for ergonomic furniture and functional design solutions. This intersection of real estate expansion, changing lifestyles, and rising disposable incomes presents a strong runway for the home & furnishings sector.

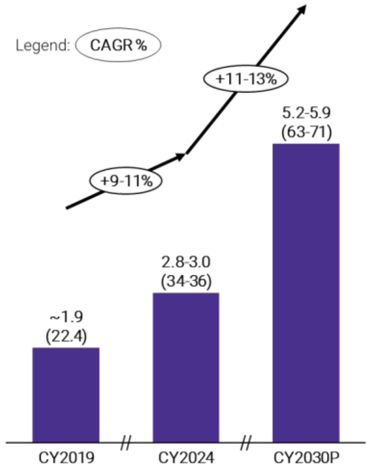
India's Home & Furnishings market is estimated to be ₹ 2.8 to 3.0 trillion (U.S.$ 34 to 36 billion) as of CY2024, projected to grow to reach ₹ 5.2 to 5.9 trillion (U.S.$ 63 to 71 billion) by CY2030

The home and furnishings market is projected to grow at 11% to 13% CAGR from CY2024 to CY2030, fuelled by organized retail growth, rising online dominance, and premiumization

India's home and furnishings market can be broadly classified into 3 key categories, namely, furniture, mattresses and furnishings & décor. This report covers the product categories included within each segment as shown in the chart below.

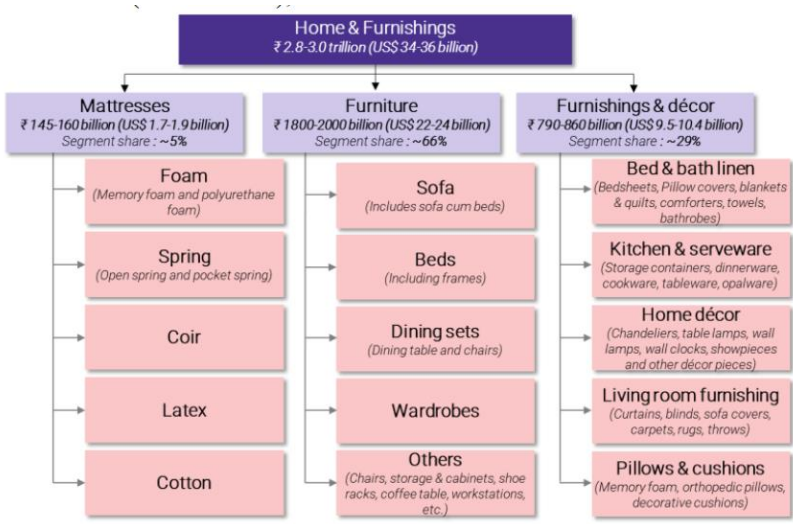
India Home & furnishings market size

In ₹ trillion (U.S.$ billion), CY2019, CY2024, CY2030P



India Home & furnishings market size – split by categories (non-exhaustive)

In ₹ trillion (U.S.$ billion), CY2024



Note(s):1. Home improvement (i.e., tiles, paints and hardware, sinks, bathtubs, fittings, tools), wall and floor covering and lightings, modular designed products and all services like home interiors and home improvement are excluded, 2. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

India's home & furnishings market amounts to a total market size of ₹ 2.8 to 3.0 trillion (U.S.$ 34 to 36 billion) in CY2024. India's per capita spend on home and furnishings stands at U.S.$ 24-25, significantly lower than approximately U.S.$ 600 in the US, approximately U.S.$ 475 in the UK and approximately U.S.$ 95 in China, highlighting substantial headroom for growth as consumer aspirations and purchasing power rise. Looking ahead, India's home & furnishings market is expected to grow at a CAGR of 11% to 13% to ₹ 5.2 to 5.9 trillion (U.S.$ 63 to 71 billion) by CY2030.

The growth in this market is majorly driven by below key drivers:

1. **Rising disposable income, urbanization, and homeownership** – A growing middle- and high-income consumer base is driving demand for high-quality, well-designed home furnishings. Rapid urbanization and the shift toward nuclear families, especially in metros and Tier-1 cities, are increasing the need for space-efficient and aesthetic products, while rising homeownership among younger buyers is fuelling investments in furniture, mattresses, and décor.

2. **Focus on comfort, functionality, and wellness** – Consumers are prioritizing ergonomic and health-focused designs, boosting demand for orthopaedic mattresses, ergonomic seating, and functionally enhanced furnishings. The rise of hybrid work culture is further supporting long-term growth in both home-office setups and office furniture.

3. **Rise in consumption of organised players offerings** – Consumers are increasingly opting for organized brands and digital platforms, moving away from unbranded local alternatives in search of better quality, consistency, and service. This shift is prompting brands to streamline processes, standardize SKUs, and improve fulfilment and after-sales processes. At the same time, the growth of e-commerce, D2C, and omnichannel formats is making organized products more affordable and accessible, further accelerating formalization across the category.

4. **Easy financing and affordability-driven premiumization** – EMIs, BNPL options, and flexible payment plans are enabling consumers to upgrade to branded, functionally superior products. This accessibility is accelerating premiumization trends, allowing buyers to invest in better materials, durability, and aesthetics without a significant cost increase.

5. **Increasing frequency of home makeovers and seasonal buying** – While big-ticket items have long replacement cycles, furnishings and décor see frequent purchases, especially during festivals, weddings, and rental turnovers, driving consistent demand for seasonal refreshes and functional upgrades. As furniture, furnishings, and décor increasingly become expressions of personal status, there is a growing trend of more frequent purchases.

The above strong growth drivers, coupled with rising consumer expectations for quality, design, and seamless shopping experiences, are making efficiency, standardization, and accessibility key to India's home & furnishings industry's next phase of growth.

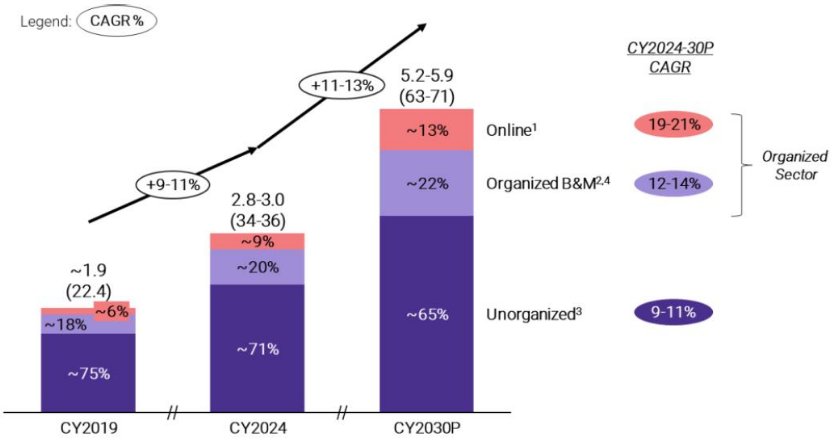
Organized online channels are poised to drive the next wave of growth in the home & furnishings market

The organized home & furnishings market in India is expanding as consumers prioritize quality, durability, and wellness-conscious choices across furniture, mattresses, and décor. The organized market is projected to grow from approximately 29% in CY2024 to approximately 35% by value in CY2030. This growth is supported by rising demand for ergonomic, sustainable designs, greater standardization in product offerings, and easier access to financing options such as EMI and BNPL that are being made more accessible by branded players.

The online home & furnishings market, in particular, is growing rapidly, with online penetration expected to increase from approximately 9% in CY2024 to approximately 13% by value in CY2030 at a CAGR of 19% to 21%, significantly outpacing offline channels. This growth is driven by improved logistics, transparent pricing, and a wider product selection, making these high-ticket mattress and furniture purchases more seamless even as consumers are increasingly opting for customizable, space-efficient, and functional designs suited to urban living.

Home & furnishings market – split by online, organized B&M and unorganized

In % of ₹ billion (U.S.$ billion[5]), CY2019, CY2024, CY2030P



Note(s): 1. Online – Home & furnishing sales through brand websites, and online marketplaces, 2. Organized B&M – Home & furnishing sales through branded, structured retailers and national chains offering standardized products with consistent quality and pricing, with a minimum store area of 2,500 sq. ft, 3. Unorganized - Home & furnishing sales through local vendors, small shops, and unbranded manufacturers, often offering a wide range of custom or traditional products at variable pricing, 4. B&M – Brick and Mortar, 5. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

India's home and furnishings sector has seen increasing consolidation driven by efforts to expand market share and diversify product portfolios. Some of the transactions include Sheela Foam's acquisition of Kurlon and its investment in Furlenco, a furniture leasing and retail company, HomeLane's acquisition of Design Café, and Asian Paints' major investment in The White Teak Company, among others. Alongside these, several players are being acquired as incumbents deepen their presence across categories and expand footprint and market share within current categories. These examples underscore the evolution of the sector, which is witnessing a mix of strategic consolidation by established players and financial investments by roll-up platforms and private equity firms, underscoring growing confidence in the long-term consumption potential of India's home and lifestyle market.

Despite strong tailwinds, the home & furnishings industry in India presents significant structural and operational challenges that affect scalability, efficiency, and consumer experience

The home & furnishings industry is characterized by high barriers to entry such as significant capital requirements, the need for specialized manufacturing capabilities, efficient logistics and established brand recognition. Some of the challenges that persist in the home & furnishings industry are as listed below. Unlocking its potential requires addressing persistent structural issues:

1. **Supply chain and logistics challenges –** Heavy reliance on unorganized suppliers and small-scale manufacturers leads to inconsistent quality and fulfilment inefficiencies. The bulky nature of furniture and mattresses increases transportation, warehousing, and last-mile delivery costs, while storage constraints add operational complexity. Reverse logistics is particularly costly due to high handling expenses, transit damage risks, and repackaging challenges, making scaling operations difficult. This makes it especially imperative for companies to maintain low minimum order quantities ("**MOQs**"), without manufacturing large batches, to reduce inventory risk.

2. **Price-sensitive consumers and weak brand loyalty –** Purchases are largely price-driven with limited brand stickiness, especially for high-value items with long replacement cycles. This restricts premiumization and heightens price-based competition.

3. **Material and resource constraints –** Fluctuations in raw material costs (foam, wood, fabrics, and metals) impact pricing and production. Dependence on imported premium materials adds supply chain volatility, while a shortage of skilled artisans in furniture and décor makes scaling high-end, customized products challenging.

4. **Lack of product and pricing standardization –** Inconsistent product specifications, assembly variations, and post-purchase services lead to uneven consumer experiences. Furniture and décor are particularly difficult to standardize due to material and finishing differences. Pricing remains non-transparent, with inflated costs from multiple intermediaries reducing affordability and brand differentiation.

5. **Evolving design trends and short product cycles –** The design-driven nature of furniture and décor requires frequent updates to keep pace with changing consumer preferences. Rapid shifts in soft furnishings trends and growing demand across multiple design philosophies, multifunctional, and sustainable furniture make inventory planning complex.

6. **Demand volatility and inventory management challenges –** Seasonal demand spikes, particularly during festivals and weddings, create supply chain pressures. Managing stock keeping units ("**SKU**") complexity across categories is difficult, as overstocking leads to high carrying costs and stockouts result in lost sales. Effective multi-channel inventory planning and demand forecasting are essential for profitability.

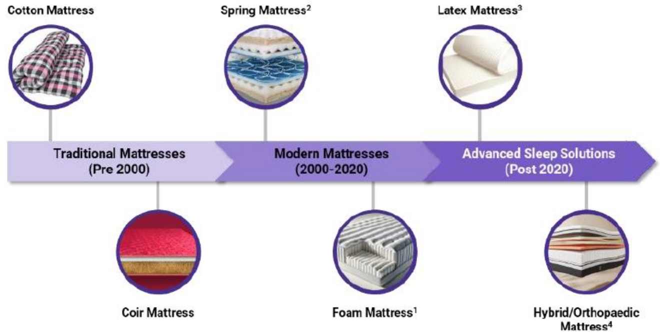
Solving for these key challenges will enable incumbents and new entrants to develop a competitive edge and build a sustainable business model.

The Mattress category accounts for approximately 5% share of home & furnishings by value, projected to grow at a CAGR of 10% to 12% to ₹ 270 to 300 billion (U.S.$ 3.2 to 3.6 billion) by CY2030

The Indian mattress industry has evolved from traditional cotton and coir options to modern and advanced sleep solutions. Prior to 2000, the market was largely unorganised and dominated by cotton and coir mattresses, offering affordability but limited comfort. The 2000s saw the rise of foam and spring mattresses, introducing better back support and durability. India is one of the most sleep deprived nations in Asia. Others include Japan, South Korea, Malaysia and Philippines. Lack of sleep, coupled with the growing awareness of the importance of sleep for overall health and well-being has increased significantly in India in recent years, driven by rising health consciousness, urban lifestyles, and digital access to wellness information. As a result, between 2010 and 2020, innovation has accelerated with hybrid and orthopaedic mattresses, combining materials like memory foam and latex to enhance comfort and ergonomics. Organized players and D2C players have further driven this shift, making advanced mattresses more accessible and standardizing quality across the market.

Evolution of mattresses

Illustrative



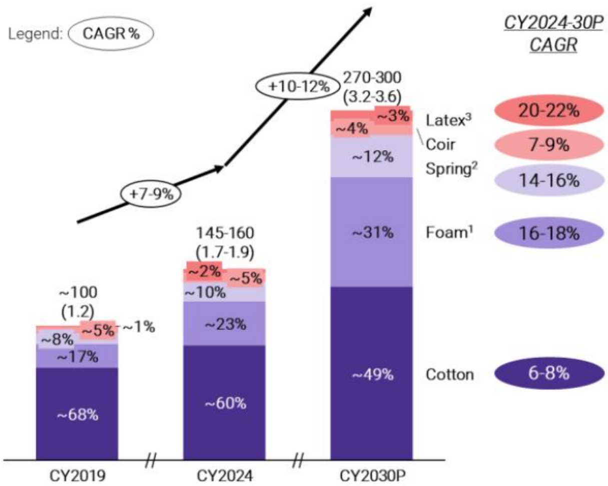
Note(s): 1. Foam includes memory foam and polyurethane foam, 2. Spring includes open spring (Bonnell Spring) or pocket spring (individual coils in separate fabric pockets), 3. Latex includes natural latex and synthetic rubber latex, 4. Hybrid mattresses are made with a combination of materials such as latex, foam, spring, etc. 5. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

Memory foam and orthopaedic mattresses further gained traction, offering better back support and pressure relief. Hybrid mattresses have also gained popularity, combining multiple materials, typically foam or latex with innerspring coils and technologies to enhance comfort, durability, and adaptability to different sleep needs. They are designed to provide the pressure relief and contouring of foam while maintaining the durability and breathability of coils. The rise of organized and D2C players has brought standardization, introduced innovative materials and designs, and led to advancements such as smart mattresses.

India's mattress market, valued at ₹ 145 to 160 billion (U.S.$ 1.7 to 1.9 billion) in CY2024, has grown at a 7% to 9% CAGR since CY2019, driven by rising sleep wellness awareness and demand for branded offerings. Sales volume is estimated at 28 to 32 million units, led by cotton mattresses due to affordability and Tier-2+ penetration, while foam mattresses are gaining traction. The market is set to grow at a 10% to 12% CAGR by value, reaching ₹ 270 to 300 billion (U.S.$ 3.2 to 3.6 billion) by CY2030, driven by demand for ergonomic designs and advanced materials. The B2C segment which constitutes approximately 82% of demand by value as of CY 2024, and continues to expand faster than B2B segments like hospitality, educational institutions, healthcare, etc.

Mattress market – split by materials

In % of ₹ billion (U.S.$ billion), CY2019, CY2024, CY2030P



Note(s): 1. Foam includes memory foam and polyurethane foam, 2. Spring includes open spring (Bonnell Spring) or pocket spring (individual coils in separate fabric pockets), 3. Latex includes natural latex and synthetic rubber latex, 4. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

Cotton mattresses, comprising approximately 60% of market value in CY2024, remain dominant, particularly in Tier-2+ cities due to affordability but are projected to decline to approximately 49% by CY2030 as consumers shift to more durable options. Foam, with a share of approximately 23% by value, is growing due to better support and accessibility, with its market share expected to reach approximately 31% by CY2030. The affordability of coir mattresses has declined post-GST, leading to a market share reduction. Latex, the fastest-growing segment, is increasingly integrated into hybrid designs, offering enhanced comfort, breathability, and durability, aligning with growing health-conscious consumer trends.

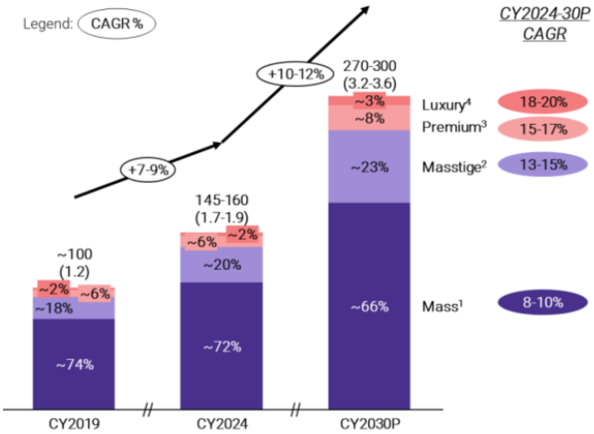
Evolving material preferences in Tier-1 and Tier-2+ cities, coupled with the trend of premiumization, are driving the transformation of the mattress industry

Material preferences are evolving alongside price shifts. While the mass segment still dominates at approximately 72% by value in CY2024, masstige is growing, rising from approximately 20% to approximately 23% by CY2030, as consumers seek better quality at affordable prices, aided by online-first brands. Premium and luxury segments, though smaller, are gaining momentum with projected CAGRs of 15% to 17% and 18% to 20%, driven by health awareness, adoption of latex and hybrid materials, more organized players, and accessible financing. Rising aspirations and disposable incomes are accelerating this shift toward higher-value offerings.

This shift is mirrored in regional trends. The top 8 metros contribute approximately 44% of market value in CY2024, but Tier-2+ cities are set to grow fastest at 11% to 13% CAGR, as consumers move from cotton to foam and hybrid mattresses. Meanwhile, metros and Tier-1 cities are leaning toward premium and orthopaedic solutions, supported by brand expansion and financing access. Improved affordability and awareness are expected to reduce reliance on traditional cotton mattresses, pushing the industry toward durable, higher-value options.

Mattress market – split by price segments

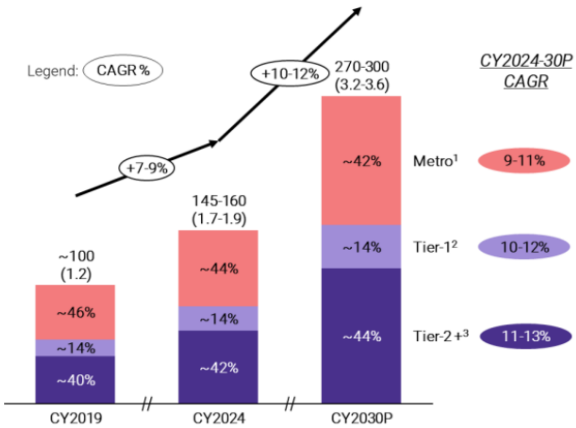
In % of ₹ billion (U.S.$ billion[5]), CY2019, CY2024, CY2030P



Note(s): 1. Mass includes products priced under ₹ 8K, 2. Masstige includes products priced between ₹ 8-20K, 3. Premium includes products priced between ₹ 20-50K, 4. Luxury includes products priced over ₹ 50K, 5. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

Mattress market – split by city tier

In % of ₹ billion (U.S.$ billion[4]), CY2019, CY2024, CY2030P



Note(s): 1. Metro includes Mumbai, Delhi NCR, Bengaluru, Hyderabad, Kolkata, Pune, Ahmedabad, Chennai, 2. Tier-1 cities include cities with population over 1 million (excluding Metros), 3. Tier-2+ cities include cities with population less than 1 million, 4. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

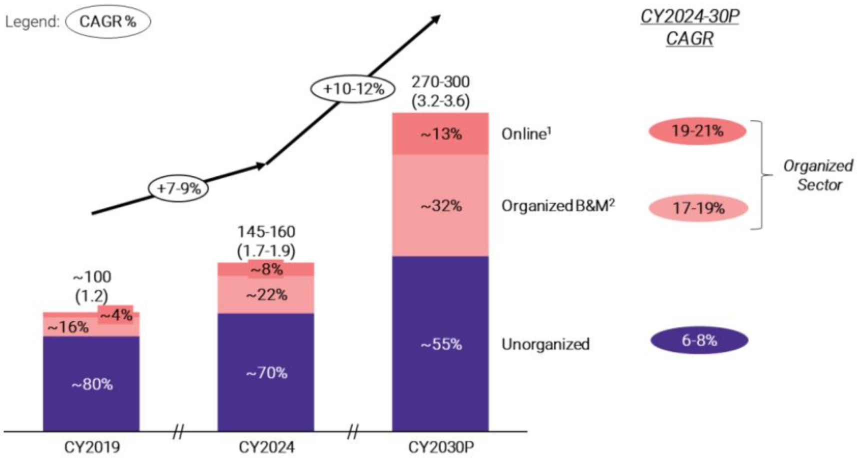
Branded and digital play combined with evolving material preferences are driving organized play

The mattress industry in India is formalizing rapidly as organized players expand through brand trust, product innovation, and stronger retail and digital channels. Organized players have grown from approximately 20% to approximately 30% share by value from CY2019 to CY2024, respectively, with projections indicating further consolidation as organized players attain a share of approximately 45% by CY2030P. This shift is driven by rising consumer preference for durable, warranty-backed products and improved supply chain efficiencies, making branded mattresses more accessible.

E-commerce is also accelerating this shift, with the online share by value growing from approximately 4% to approximately 8% from CY2019 to CY2024, respectively and projected to reach approximately 13% share by value in CY2030 as consumers gain confidence in online-first brands and digital purchases. The rise of D2C players that brought in roll-packed and easy-to-transport mattresses, and flexible trail and return periods has made online channels more viable, especially for mid-range and premium segments. However, offline retail remains dominant, given how in-store trials for comfort and usability influence decisions in this category. As digital adoption rises and organized players expand omnichannel strategies, the online market is projected for sustained growth.

Mattress market – split by online, organized B&M and unorganized

In % of ₹ billion (U.S.$ billion[5]), CY2019, CY2024, CY2030P



Note(s): 1. Online- Mattress sales through brand websites, and online marketplaces, 2. Organized B&M – Mattress sales through branded, structured retailers and national chains offering standardized products with consistent quality and pricing, with a minimum store area of 2,500 sq. ft, 3. Unorganized – Mattress sales through local vendors, small shops, and unbranded manufacturers, often offering a wide range of custom or traditional products at variable pricing,4. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

Some of the prominent players in the organized mattress market in India are Sheela Foam Limited, Wakefit Innovations Limited, Duroflex Private Limited, Peps Industries Private Limited, and Comfort Grid Technologies Private Limited in no particular order of ranking. Wakefit Innovations Limited ranks among the top 3 players in the organized mattress market (the other two players, in no particular order, are Sheela Foam Limited and Duroflex Private Limited) by revenue in Fiscal 2024 and is the largest player in terms of online revenue from mattresses among its organized peers.

Players lacking strong logistics networks face high operational costs, limiting their expansion. Meanwhile, those slow to adapt to changing consumer preferences, such as the demand for sleep wellness and hybrid materials, risk losing relevance. As competition increases, addressing these challenges through innovation, supply chain optimization, and omnichannel adoption will be critical for long-term success.

The furniture category leads the home & furnishings market with approximately 66% share by value, projected to grow at a CAGR of 10% to 12% to ₹ 3,200 to 3,900 billion (U.S.$ 39 to 47 billion) by CY2030

The furniture industry has evolved significantly, adapting to shifting consumer preferences, material innovations, and advancements in manufacturing. Traditional furniture was heavy, handcrafted, and made from solid wood ("**SW**"), offering durability but at a high cost. Other popular materials include metal for its strength and modern appeal, plastic for affordability and lightweight convenience, and glass for a sleek, contemporary look. Over time, the introduction of engineered wood ("**EW**"), standardized production, and modular assembly made furniture more affordable, scalable, and adaptable to modern living spaces. Due to standardization, EW enables mass production, making furniture more cost-effective while maintaining design flexibility, enabling companies to scale. As companies scale, they often pivot toward premiumization by blending solid and engineered wood, catering to evolving consumer preferences for both affordability and high-end finishes.

The rise of organized retail and D2C brands has further streamlined the market, bringing greater standardization in quality, design, and pricing. Consumers now expect faster deliveries, multiplicity of design options, and seamless omnichannel experiences, making supply chain efficiency and product innovation key drivers of growth. Additionally, increasing preferences for sustainable materials, premiumization, ergonomic designs and functional aesthetics are reshaping the future of furniture in India.

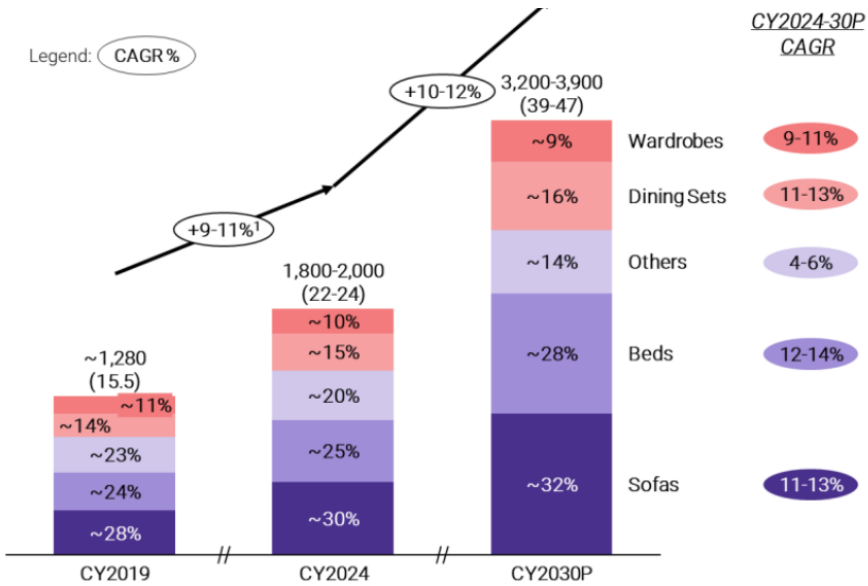
India's ₹ 1,800 to 2,000 billion (U.S.$ 22 to 24 billion) furniture market in CY2024 is being driven by growing residential demand and increased penetration of beds, sofas, and dining sets

India's furniture market is estimated at ₹ 1,800 to 2,000 billion (U.S.$ 22 to 24 billion) in CY2024, having grown at a CAGR of 9% to 11% from CY2019. While the Covid-19 pandemic temporarily slowed growth due to reduced discretionary spending and office closures, it also accelerated demand for work-from-home furniture. Rising awareness of health and wellbeing is further driving demand for ergonomic and functional designs. The market is projected to grow at a CAGR of 10% to 12%, reaching ₹ 3,200 to 3,900 billion (U.S.$ 39 to 47 billion) by CY2030, with the B2C segment, accounting for approximately 65% of the market by value in CY2024, growing at 12% to 14% CAGR till CY2030, outpacing the industry.

Of all furniture in India, beds and sofas, accounting for approximately 55% of the market by value in CY2024, are key categories, driven by urbanization, nuclear families, and rising homeownership. As compact urban living grows, beds remain essential for functionality, while sofas serve aesthetic and social needs. Bed and sofa segments are projected to grow at a CAGR of 12% to 14% and 11% to 13%, respectively, through CY2030. Additional furniture demand comes from new homeowners, renters, commercial spaces, hospitality, and institutional expansions.

Furniture market size – split by product segments

In % of ₹ billion (U.S.$ billion[2]), CY2019, CY2024, CY2030P



Note(s): 1. Low growth rate observed during CY2019 to CY2024 due to Covid-19 disruption, 2. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

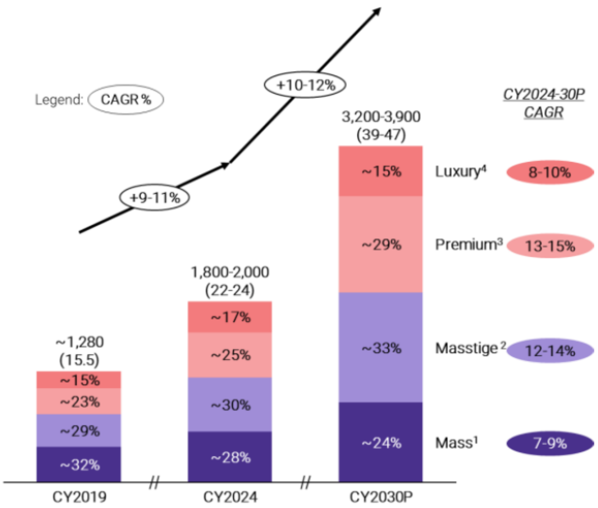
Premiumization and urbanization are reshaping India's furniture market

Premiumization is accelerating across all segments, with masstige, premium, and luxury categories outpacing mass-market growth. Masstige holds the largest share at approximately 30% by value in CY2024 with consumers upgrading to better quality, design-focused furniture that reflects social status, aesthetics, and craftsmanship. This shift is evident in the growing demand for engineered and solid wood furniture. Engineered wood is driving masstige growth with affordability and modern finishes, while solid wood is gaining traction in premium segments for its durability and artisanal appeal. Rising disposable incomes and exposure to global design trends are set to push masstige, premium, and luxury segments to a combined share of approximately 76% of the overall furniture market by value by CY2030.

With accelerating urbanization, metro cities account for approximately 48% of the market in CY2024, driven by higher homeownership, rental housing demand, and a strong presence of offices, hotels, and institutions. Metros also offer better access to organized retail, omnichannel experiences, and faster last-mile delivery. The rise of D2C players and online marketplaces has further expanded consumer choices, reinforcing both metro market dominance and the shift toward premiumization. With the democratization of commerce and rising incomes, non-metro cities are also expected to contribute significantly to the growth of furniture in India, accounting for approximately 50% by value in CY2030.

Furniture market – split by price segments

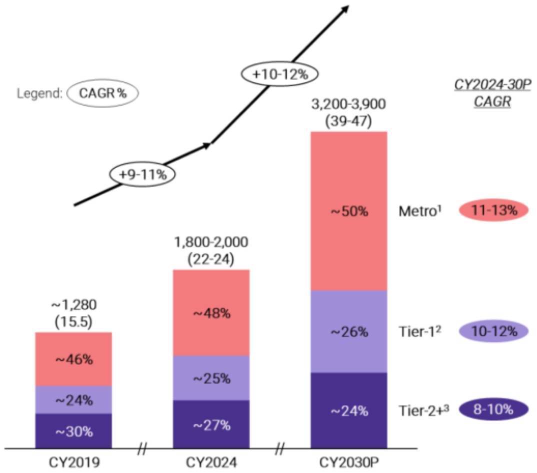
In % of ₹ billion (U.S.$ billion[5]), CY2019, CY2024, CY2030P



Note(s):1. Mass includes products priced under ₹ 8K, 2. Masstige includes products priced between ₹ 8-20K, 3. Premium includes products priced between ₹ 20-50K, 4. Luxury includes products priced over ₹ 50K, 5. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

Furniture market – split by city tier

In % of ₹ billion (U.S.$ billion[4]), CY2019, CY2024, CY2030P



Note(s): 1. Metro includes Mumbai, Delhi NCR, Bengaluru, Hyderabad, Kolkata, Pune, Ahmedabad, Chennai, 2. Tier-1 cities include cities with population over 1 million (excluding Metros), 3. Tier-2+ cities include cities with population less than 1 million, 4. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

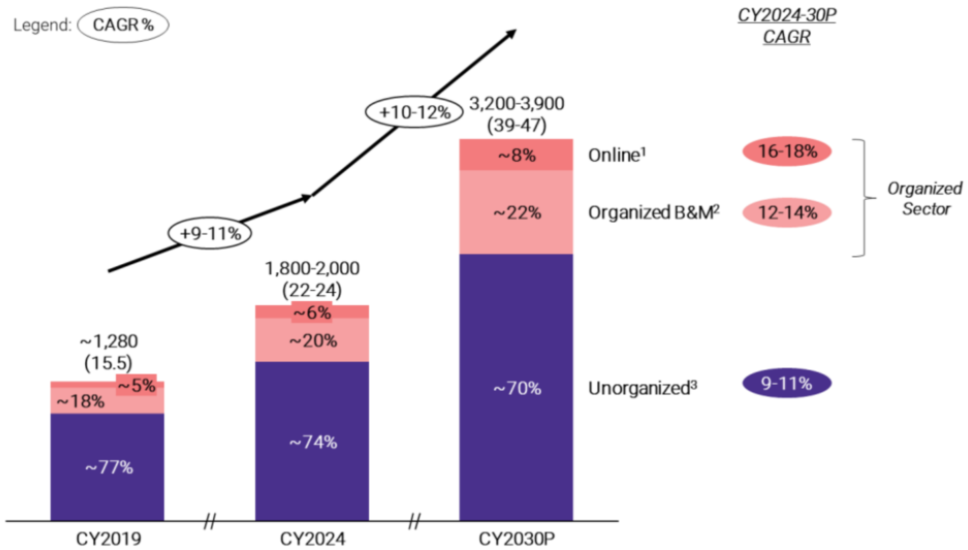
Players are formalizing the market with streamlined supply chains and digital expansion

The furniture industry is rapidly formalizing as organized players expand through integrated supply chains and digital channels. Their market share by value, inclusive of both online and organized brick and mortar ("**B&M**"), has increased from approximately 23% in CY2019 to approximately 26% in CY2024. With further consolidation expected, organized players are projected to increase their share further to approximately 30% by value in CY2030.

The shift toward online channels is accelerating, with online penetration rising from approximately 5% by value in CY2019 to approximately 6% in CY2024 and projected to reach approximately 8% by CY2030, growing at a CAGR of 16% to 18%. This growth is driven by structured procurement, efficient logistics, increased adoption of flat-pack technology, and scalable operations, enabling greater accessibility and affordability.

Furniture market – split by online, organized B&M and unorganized

In % of ₹ billion (U.S.$ billion[4]), CY2019, CY2024, CY2030P



Note(s): 1. Online- Furniture sales through brand websites, and online marketplaces, 2. Organized B&M – Furniture sales through branded, structured retailers and national chains offering standardized products with consistent quality and pricing, with a minimum store area of 2,500 sq. ft, 3. Unorganized – Furniture sales through local vendors, small shops, and unbranded manufacturers, often offering a wide range of custom or traditional products at variable pricing, 4. U.S.$ 1=₹ 83

Source(s): Redseer research and analysis

Some of the key players that primarily operate in the organized wood-based furniture market are Godrej & Boyce Manufacturing Company Limited, Ikea India Private Limited, Wakefit Innovations Limited, Royaloak Incorporation Private Limited, Durian Industries Limited, and Stanley Lifestyles Limited in no particular order of ranking.

Many incumbents in the furniture industry have struggled to scale due to their inability to address key operational challenges. Traditional players that lacked efficient manufacturing and logistics found it difficult to expand beyond local markets, while those slow to adapt to evolving consumer preferences saw declining relevance. High reliance on imports and the inability to manage supply chain disruptions, integrate digital channels, or cater to the evolving design trends also led to stagnation for several players, allowing more agile competitors to gain market share. As competition intensifies, overcoming these structural challenges will be critical for long-term growth. New-age players with full-stack supply chains, multi-category presence, and integrated omnichannel models are well-positioned to address these challenges and drive sustained growth.

Furnishings & décor is estimated to be approximately 29% share of home & furnishings by value in CY2024, projected to grow at a CAGR of 12% to 14% to reach ₹ 1,630 to 1,810 billion (U.S.$ 20 to 22 billion) by CY2030

India’s furnishings and décor market has transformed from a largely unorganized sector to a design-focused industry, driven by rising incomes, urbanization, and evolving consumer aspirations. Traditionally, households relied on locally sourced furnishings with limited variety. Presently, organized retail and e-commerce have expanded access to high-quality, branded products, making home styling more accessible and aspirational.

Segments like bed & bath linen, pillows and cushions, decorative lighting, kitchen and serveware, and home décor items are now seen as an expression of personal style rather than just functional purchases. Consumers seek coordinated, theme-based interiors, with demand rising for premium, sustainable, and customizable options. The growth of online marketplaces, D2C players, and omnichannel retail has further accelerated this shift, making curated and trend-driven home décor more mainstream.

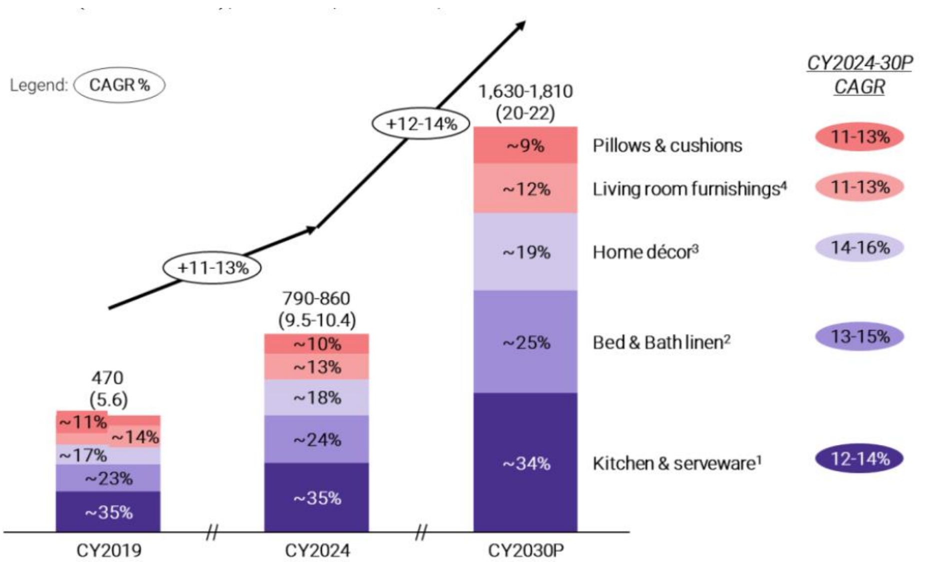
India's furnishings & décor category is estimated to be a ₹ 790 to 860 billion (U.S.$ 9.5 to 10.4 billion) opportunity in CY2024 split across various product sub-categories

India's furnishings market is a natural extension for players in the mattresses and furniture segment, as consumers increasingly seek a cohesive approach to home design. By integrating furnishings into their core offerings using a consistent design language across product categories, these players can provide a complete home solution, driving higher engagement and repeat purchases. The market is witnessing strong growth, expanding at a CAGR of 11% to 13% from CY2019 to CY2024 and projected to accelerate further at a CAGR of 12% to 14% to reach ₹ 1,630 to 1,810 billion (U.S.$ 20 to 22 billion) in CY2030. This growth is fuelled by rising incomes, urbanization, and the shift toward branded and curated home products. Consumers are increasingly viewing furnishings as more than just functional necessities, but rather an extension of personal style, a means to maximize comfort, and a reflection of evolving lifestyle aspirations.

Consumer preferences across home & furnishings categories are shaped by a balance of utility and aesthetics. Kitchen & serveware, the largest segment, estimated at approximately 35% of the market by value in CY2024, is projected to grow at 12% to 14% by CY2030. This growth is driven by the category increasingly being viewed as a functional as well as aesthetic choice. Bed and bath linen, estimated at approximately 24% of the market by value in CY2024, is the second largest sub-segment and is projected to grow to 13% to 15% by CY2030, driven by comfort and functionality, with buyers prioritizing high-quality, breathable fabrics that enhance sleep and relaxation. In contrast, home décor and living room furnishings, estimated to be approximately 18% and approximately 13% of the market by value, in CY2024, respectively, are primarily aesthetic-driven purchases. As premiumization accelerates and organized players expand, the market is set to experience strong growth in higher-value product segments.

Furnishings & Décor market – split by product sub-categories

In % of ₹ billion (U.S.$ billion[6]), CY2019, CY2024, CY2030P



Note(s): 1. Kitchen & serveware includes glasses, tumblers, cookware, opalware, etc., 2. Bed &bath linen includes bedsheets, pillow covers, blankets & quilts, comforters, towels, bathrobes, 3. Home décor includes chandeliers, pendants, table lamps, wall lamps, floor lamps, wall clocks, showpieces and other décor pieces, 4. Living room furnishing includes curtains & blinds, sofa covers, dining covers, rugs, carpets, throws, 5. Excludes Home improvement tools, non-decorative lightings, Wall and floor coverings, modular designed products and all services, 6. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

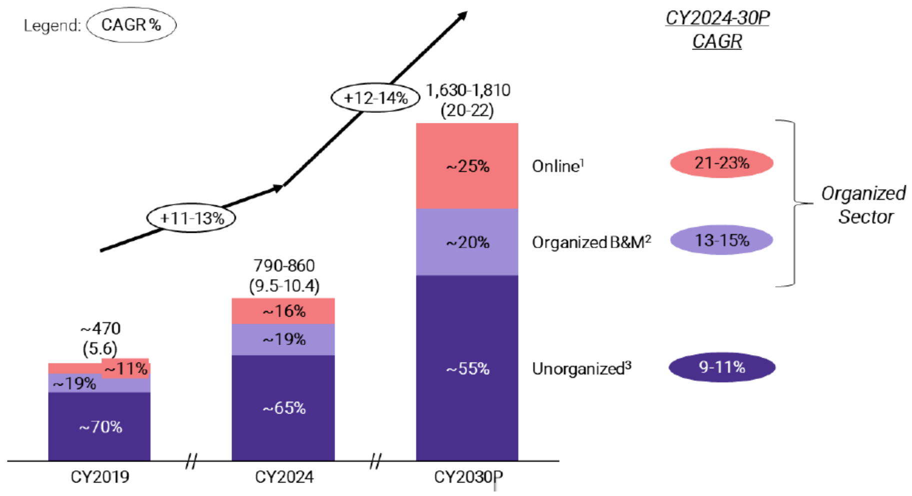
Branded and D2C players, along with e-commerce platforms, are driving the growth of the furnishings & décor market by swiftly adapting to evolving consumer trends and preferences

The furnishings & décor market is rapidly formalizing, with share of organized players projected to grow from approximately 35% in CY2024 to approximately 45% by CY2030. Consumers are shifting from unbranded, mass-market products to branded offerings that provide superior quality, coordinated aesthetics, and durability. This growth is fuelled by rising disposable incomes, evolving home styling preferences, and increasing availability of branded furnishings across both offline and digital retail.

E-commerce is accelerating this shift, with online penetration projected to rise from approximately 16% in CY2024 to approximately 25% by CY2030. While approximately 84% of sales remain offline in CY2024, digital platforms are making furnishings & décor products more accessible, particularly in Tier-1 and Tier-2+ cities. D2C players are leveraging flexible return policies, consumer reviews, material transparency and Artificial Reality/Virtual Reality ("**AR/VR**") visualization tools, which are further driving online sales. Premium furnishings are also gaining traction, with their share expected to increase significantly, reinforcing the shift toward high-quality, branded décor solutions.

Furnishings & Decor market – split by online, organized B&M and unorganized

In % of ₹ billion (U.S.$ billion[4]), CY2019, CY2024, CY2030P



Note(s): 1. Online- Furnishings & decor sales through brand websites, and online marketplaces, 2. Organized B&M – Furnishings & decor sales through branded, structured retailers and national chains offering standardized products with consistent quality and pricing, with a minimum store area of 2,500 sq. ft, 3. Unorganized – Furnishings & decor sales through local vendors, small shops, and unbranded manufacturers, often offering a wide range of custom or traditional products at variable pricing, 4. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

The trend of premiumization is playing out in furnishings & décor as well, with rising demand for aesthetically curated, high-quality furnishings. Consumers are increasingly opting for premium textiles, artisanal décor, and high-end kitchen & serveware products that elevate both style and functionality. Metros and Tier-1 cities are at the forefront of this shift, where greater exposure to global design trends, increasing disposable income, and the desire for well-coordinated interiors are driving premium purchases. Additionally, gifting culture and seasonal home upgrades are contributing to higher spending on decorative and luxury furnishings, further reinforcing the market's shift toward high-value products.

Some of the key players in the organized furnishings and décor market are Lifestyle International Private Limited, Wakefit Innovations Limited, Welspun Living Limited, Ikea India Private Limited, and D'Décor Home Fabrics Private Limited in no particular order of ranking.

The home & furnishings market is set for strong growth, driven by urbanization, premiumization, and the rise of organized and online players. Consumers are prioritizing quality, aesthetics, and functionality, accelerating demand for branded and design-led products. However, despite this momentum, the industry remains highly fragmented, creating challenges that players must navigate to establish a strong position in this evolving market.

Organized players in the home & furnishings market adopting a full-stack model are well-positioned for growth and competitive advantage

The Indian home & furnishings market is highly fragmented, with approximately 71% dominated by unorganized players. This sector relies on local carpenters and small-scale manufacturers, lacking standard branding and structured operations, leading to challenges for both consumers and suppliers.

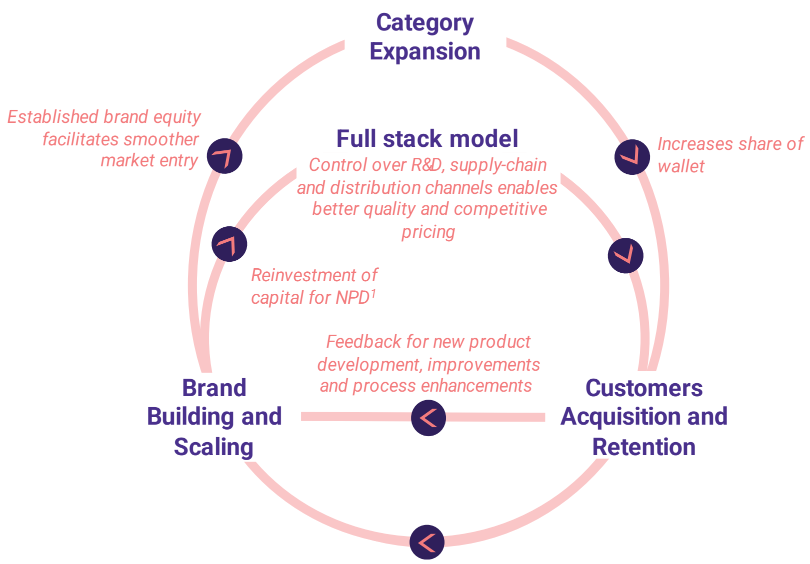
The home & furnishings market lacks standardization in quality, pricing, and service, leading to inconsistent consumer experiences and low trust. As a design-focused category, variations in aesthetics and functionality and the opacity of materials used typically create purchase hesitation. Additionally, the bulky nature of the product results in logistical challenges including high delivery costs, delays, and complex post-purchase servicing due to non-standardized parts and processes. Evolving consumers sentiments, demanding quicker access owing to their fast-paced lifestyle makes it difficult to rely on unorganized players.

For suppliers, fragmentation complicates sourcing and manufacturing, as raw materials often come from scattered supply hubs with little quality control. This leads to inconsistent production timelines, margin leakage due to multiple intermediaries, and limited scalability. Smaller manufacturers struggle with higher logistics costs and inefficiencies due to wastage of raw material in manual processes, which are typically passed on to end consumers through increased pricing, while a predominantly offline presence restricts access to digitally driven consumers. This leads to limited growth opportunities in an increasingly e-commerce-focused market. In such a fragmented space, a streamlined value-chain not only enables standardization, but also innovation in this design-dominant space.

Players with end-to-end supply chain control, from raw material sourcing, R&D and manufacturing to distribution and post-purchase service, can deliver superior quality at competitive prices. This strengthens customer loyalty and drives sustained growth. An omnichannel presence further strengthens brand engagement by catering to consumers who seamlessly navigate between online and offline channels, expanding market reach. With economies of scale, streamlined operations, and a strong customer base, companies can diversify into adjacent categories, increasing customer lifetime value and share of wallet. By leveraging brand loyalty and operational efficiency, they can invest in R&D and innovation along with automation in manufacturing and value chain, enhancing the customer experience. This creates a self-reinforcing growth flywheel, driving market penetration and accelerating long-term expansion.

Flywheel Effect in Home & Furnishings market

Illustrative



Source(s): Redseer research and analysis

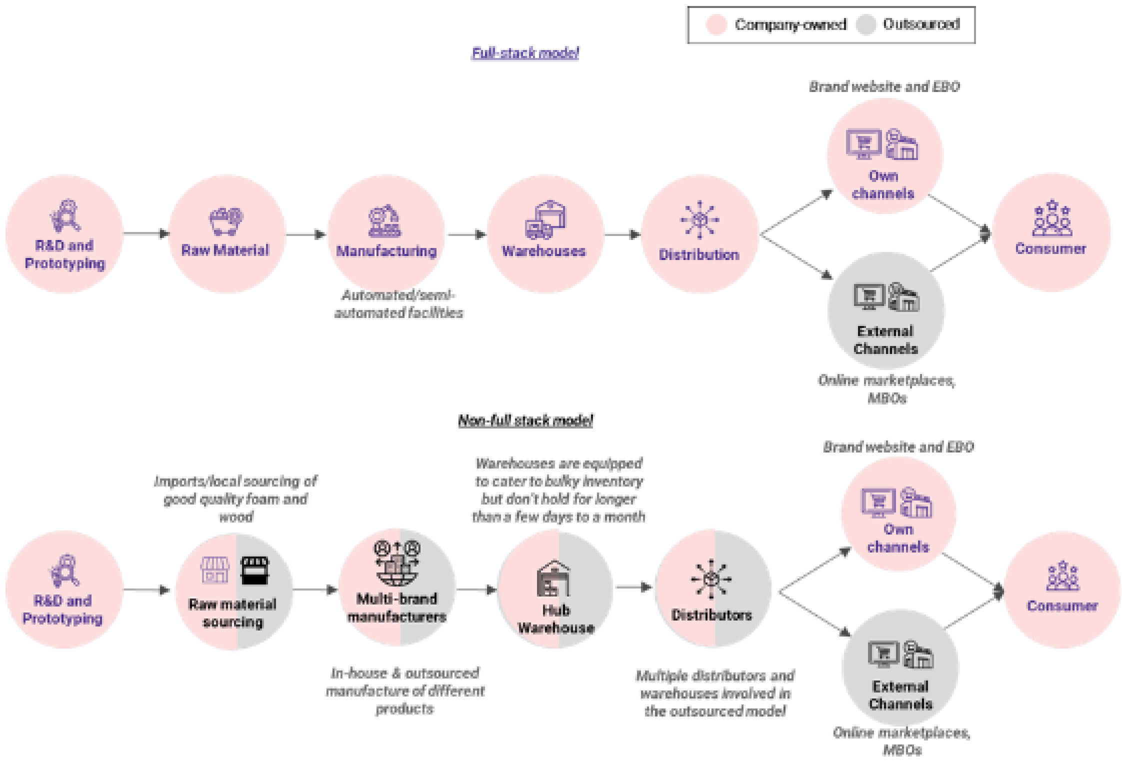
Full-stack approach optimizes supply-chain control, delivering superior quality, pricing and margins

In the home & furnishings industry, companies typically follow one of two models: vertically integrated or partial ownership. The fully integrated approach involves complete control over key operations, from R&D, prototyping and raw material sourcing to manufacturing, warehousing, distribution, and customer experience. In contrast, the partial ownership model relies on third-party suppliers and fragmented supply chains.

Full stack model in the home & furnishings market differs from other industries due to the underdeveloped manufacturing and installation ecosystem. Unlike sectors where full integration is more feasible, players in this space face challenges in streamlining production and last-mile assembly. As a result, building a truly full-stack model is complex, leading many players to outsource at least some aspects of manufacturing while retaining complete ownership of design, brand, and online & offline stores.

Value chain of Home & Furnishings

Illustrative



Source(s): Redseer research

A fully integrated model enhances supply chain control, ensuring superior quality, competitive pricing, and stronger margins. With better control over production, players can maintain strict quality standards, leading to higher durability and value for consumers. This model also enables faster R&D cycles, allowing companies to bring new designs to market quickly while ensuring consistency in aesthetics and functionality. Having a full-stack approach further enhances this by enabling rapid integration of customer feedback, ensuring continuous improvement and alignment with evolving consumer preferences.

Wakefit Innovations Limited is the only player among the home & furnishings peers (which include Life Style International Private Limited, Godrej and Boyce Manufacturing Company Limited, D'Décor home Fabrics Private Limited, Sheela Foam Limited, Duroflex Private Limited, Ikea India Private Limited and Royaloak Incorporation Private Limited in no particular order) with complete control over the upstream processes of the value chain covering design to manufacturing phase in the mattress and furniture segments, that encompasses R&D, Prototyping, and manufacturing. Wakefit Innovations Limited also owns majority of their distribution through owned channels with approximately 58% of their sales by value in Fiscal 2024 coming from their own website and 56 stores across India. This strategy also enables Wakefit Innovations Limited to have complete control over inventory and supply chain management.

By owning distribution as well, players eliminate multiple intermediaries, reducing costs and retaining margins that would otherwise be lost to third-party distributors. A player relying on outsourced distribution typically forfeits 20-25% in margins to intermediaries, whereas a full-stack model translates these savings into direct cost advantages. This allows them to offer better prices to consumers while maintaining profitability. A streamlined supply chain minimizes inefficiencies, improves product quality, lowers prices, thereby reinforcing consumer trust and sustained growth.

Seamless omnichannel experience is critical for driving engagement and conversions

The home & furnishings market has traditionally been in-store driven, as consumers prefer experiencing products firsthand before purchasing. However, the rise of digital-first players during COVID-19 transformed buying behaviour, making online shopping mainstream by offering better pricing, affordability, and convenience, along with integrated online-offline flexibility. As a result, online penetration of home & furnishings market has grown from approximately 6% in CY2019 to approximately 9% in CY2024 and is projected to reach approximately 13% by CY2030. As consumers returned to stores post-pandemic, players adopted an omnichannel approach, ensuring consistent pricing, availability, and service across all touchpoints.

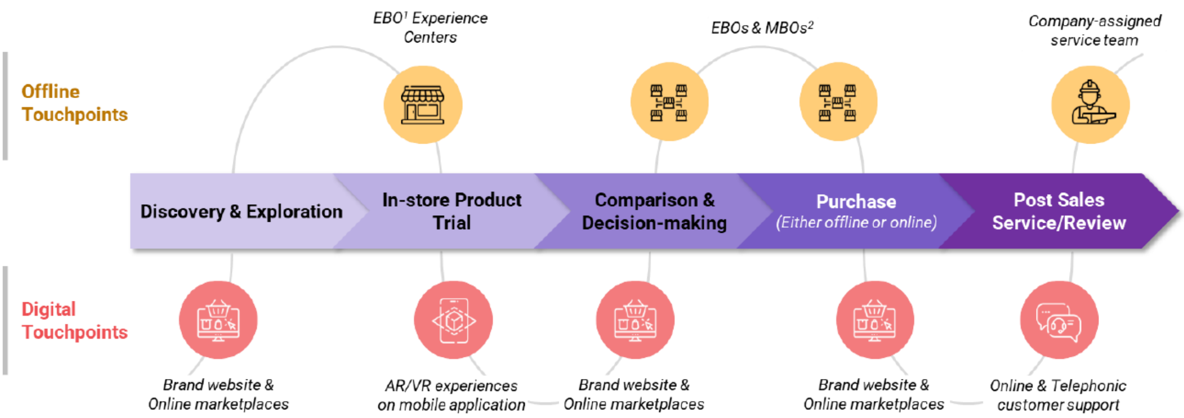
An omnichannel presence integrates discovery, comparison, and validation, allowing consumers to research products online, experience them in-store, and complete their purchase through any channel without disruptions. This continuity enhances trust, engagement, and convenience, ensuring a frictionless transition between digital platforms, experience centres, and retail stores. Without a well-executed omnichannel strategy, players risk losing customers who expect a unified experience across channels.

Further a larger home & furnishings store with higher display inventory serves as a comprehensive shopping destination, allowing customers to visualize multiple options for bedrooms, living rooms, and other home setups under one roof. This enables customers to make personalized decisions, enhancing their shopping experience.

Additionally, integrating warehousing, logistics, and fulfilment across online and offline channels ensures synchronized inventory management, enabling consistent delivery timelines regardless of the purchase channel. This level of integration makes omnichannel retail a key driver of growth in the home & furnishings market.

Omnichannel customer journey

Illustrative



Note(s): 1. EBO: Exclusive brand outlet, 2. MBO: Multi-brand outlet
Source(s): Redseer research

Continuous innovation, driven by strong R&D in both product and process design, is essential for sustained growth in this category

Comfort and functionality are at the core of the home & furnishing industry, making continuous innovation essential to meeting evolving consumer expectations. As lifestyles become more dynamic and technology-driven, players must integrate smart design, material advancements, and personalized solutions. This shift has led to technology-led transformations in home & furnishings, shaping a new standard for convenience, adaptability, and sustainability.

Some of the product innovations that have emerged in this space include the following:

- **Innovative materials for comfort and durability**: New-age materials, like engineered wood composites, high-resilience foams, and impact-resistant polymers, are enhancing durability and comfort. These advancements are improving structural integrity, reducing wear and tear, and offering greater comfort for everyday use.

- **Environment, Social, and Governance ("ESG")-driven innovation:** The use of eco-friendly materials like reclaimed wood, recycled metals, and natural fibres is reducing environmental impact. Players are also adopting waste-reducing manufacturing and recyclable packaging to align with ESG standards and consumer demand for sustainability.

- **Tech-driven personalization**:

  - Advances in mattress technology enable users to control surface temperature, optimize thermal comfort, and improve sleep quality, leading to better rest, enhanced recovery, and increased productivity, making it a more attractive proposition for active and performance-driven individuals

  - Non-wearable sleep trackers now analyse sleep patterns, breathing rates, and movements to provide actionable insights for better sleep health. For example, Wakefit Innovations Limited is one of the first home & furnishings player that has introduced several innovative sleep technologies in the organized mattress market in India; some of their recent products launched as part of Zense, their AI-powered sleep ecosystem, include Regul8 (temperature-regulating system) and Track8 (contactless under-mattress sleep tracker).

- **Integration of smart technology**: The shift towards smart furniture includes features like built-in wireless charging, integrated speakers, and app-controlled adjustments, catering to the growing demand for tech-enabled home solutions.

- **Advanced technology integration:** Retailers are integrating Augmented Reality ("**AR**") and Virtual Reality ("VR") and creating virtual showrooms to allow customers to visualize products in their homes before purchasing, enhancing the online shopping experience.

The home & furnishings industry has seen significant process innovations aimed at enhancing efficiency, reducing costs, and improving product quality. Some of the key advancements include:

- **Precision manufacturing for efficiency, quality and durability**:

  - Robotics and automation powered by artificial intelligence ("AI"), improve precision in tasks such as cutting and assembling, leading to faster production and reduced errors.

  - Manufacturers use automation to produce standardized, interchangeable parts, enabling quick assembly at distribution centres or customer sites. This also simplifies repairs and replacements, as only specific parts need shipping, reducing logistics costs.

  - Adoption of Computer-Aided Design ("CAD") and precision engineering improves design accuracy and production efficiency, leading to innovative furniture solutions.

- **Packing and Logistical innovations**:

  - Standardized designs and roll-pack innovations in mattresses that involve compressing, vacuum-packing, and rolling a mattress into a compact, box-like package. This reduces the shipping volume, lower transportation costs, and improve last-mile delivery efficiency. Wakefit Innovations Limited was one of the first organized players to introduce roll-pack technology for mattresses in India by establishing the necessary infrastructure for roll-packing, reducing logistics costs compared to conventional transportation of open full form mattresses.

  - Flat-pack furniture ships as compact, stackable pieces for easy home assembly, reducing packaging bulk, cutting transport costs, and improving storage and warehouse efficiency, commonly used for engineered wood beds and wardrobes. Wakefit Innovations Limited is one of the top two D2C players in flat-packed furniture by revenue from EW beds and wardrobes among its D2C peers in Fiscal 2024.

  - Assigning trained delivery personnel to carry out product installations streamlines the post-purchase customer experience, reducing wait times and enhancing customer satisfaction.

- **Design modularization with parts standardization**: Standardization of components helps in streamlining manufacturing, reducing material waste, and enabling easy repairs and replacements. This adaptability allows companies to create multiple configurations from a common set of elements, optimizing production and inventory management.

- **Just-in-time manufacturing for inventory efficiency**: Demand-driven production models are reducing excess inventory, optimizing working capital, and allowing manufacturers to quickly respond to market trends and evolving consumer preferences.

By leveraging technology in manufacturing, supply chains, and materials, home & furnishings players can offer better service, superior quality, personalization, and sustainable solutions, setting themselves apart.

A strong brand, built on quality, variety, and value, earns customer trust and loyalty, creating a cycle of repeat purchases, advocacy, and sustained growth in the market

The home & furnishings market is highly trust-driven, as consumers prioritize quality, durability, and aesthetics when making purchasing decisions. Since these categories are long-term investments and are high involvement purchases, buyers seek reliable players that offer consistent craftsmanship, service, and value. Factors like standardized quality, transparent pricing, post-purchase support, and seamless shopping experiences play a crucial role in building and retaining consumer trust. Without trust, players struggle to drive repeat purchases and long-term loyalty in this category.

For example, Wakefit Innovations Limited was the first organized player in India to offer a 100-day free trial and return policy for mattresses. It also led the industry by being the first organized player in India to introduce the 100% refund policy for mattresses. As per Forbes India Awards for D2C Disruptors in 2022, Wakefit Innovations Limited ranks first among D2C players with operations of over 5 years in the Home & Lifestyle category.

A strong brand presence enables seamless omnichannel expansion by leveraging consumer trust and recognition. It reduces customer acquisition costs ("**CAC**") through organic traffic, repeat purchases, and referrals, minimizing reliance on performance marketing. This self-reinforcing cycle drives efficiency, sustained growth, and long-term profitability.

Multi-category expansion increases share of wallet by driving repeat purchases and deeper customer engagement, leveraging brand trust and supply chain efficiencies for cost-effective growth

A brand with a loyal customer base and established trust can leverage organic cross-selling into complementary categories, expanding share of wallet and sustaining growth. Since home & furnishings categories have long replacement cycles, relying on a single product line limits repeat purchases. Expanding into adjacent categories, such as moving from mattresses to furniture such as beds, sofas, etc., and furnishing & décor products such as pillows, bedsheets, and cushions helps build greater brand trust, enhances cross-selling opportunities, and strengthens customer acquisition by offering a more comprehensive and cohesive value proposition. The furniture market is estimated at ₹ 1,800 to 2,000 billion (U.S.$ 22 to 24 billion) in CY2024, while furnishings & décor is valued at ₹ 790 to 860 billion (U.S.$ 9.5 to 10.4 billion) in CY2024. Expanding into these categories unlocks access to a larger market opportunity. For example, Wakefit Innovations Limited, which started out as a mattress player would only have an estimated addressable market of ₹ 145 to 160 billion (U.S.$ 1.7 to 1.9 billion) as of CY2024. But by expanding to the other complementary categories of furniture and furnishings & décor, it now has an estimated addressable market of ₹ 2.8 to 3.0 trillion (U.S.$ 34 to 36 billion). This expansion creates sustained demand, strengthens customer retention, and increases lifetime value by capturing a greater share of consumer spending.

Consumers are increasingly seeking one-stop home solutions, preferring players that offer a cohesive experience across multiple categories. An anchor category serves as an entry point, with category expansion unlocking a larger total addressable market ("**TAM**") and increasing share of wallet. By ensuring consistency in quality, design, and functionality, players can reduce switching behaviour, deepen customer engagement, and maximize spending per consumer.

A multi-category strategy is also cost-efficient, as a fully stacked player can leverage existing supply chains, warehousing, and logistics with minimal investment, or implement modular design principles to create product variations efficiently. Expanding into closely related product lines reduces the cost of new category launches, improves operational efficiency, and captures a larger share of wallet. Additionally, cross-selling to existing customers increases order values and reduces CAC, making marketing efforts more effective and sustainable.

Sustained growth in the home & furnishings industry hinges on efficiency, differentiation, wide design portfolio, and strategic expansion. Full-stack companies that inculcate brand loyalty, deepen customer engagement through omnichannel experience, and have a multi-category presence are better positioned to scale profitably. To thrive in an industry characterized by constant evolution, players prioritize adapting to changing consumer preferences by fostering innovation and integrating digital and physical channels seamlessly. This multifaceted approach empowers organizations to respond agilely to market demands, enhance customer experiences, and differentiate themselves in a competitive landscape. By doing so, players not only strengthen their market positioning but also actively contribute to shaping the trajectory of industry transformation. Ultimately, the ability to innovate and integrate effectively will distinguish the leaders, enabling them to capture emerging opportunities and drive sustained success in the evolving market environment.

Competitive Landscape of Home & Furnishings market in India

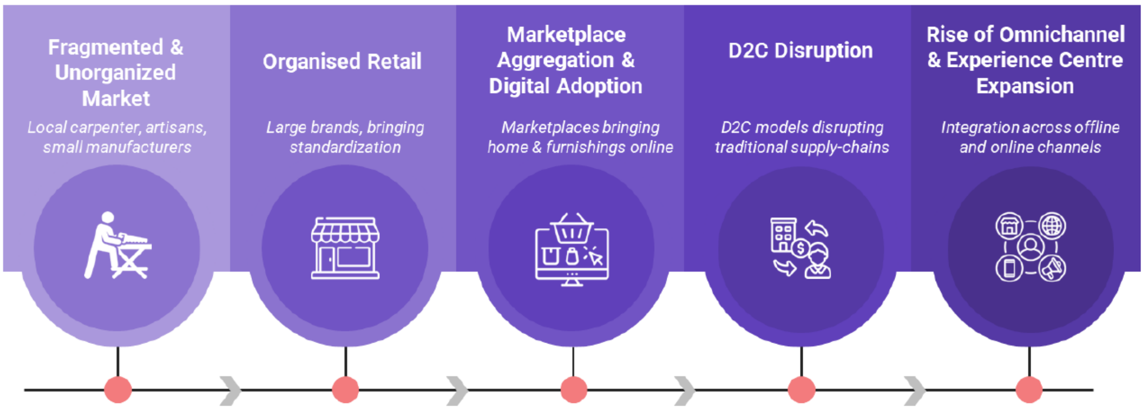
India's home & furnishings market is rapidly evolving, with D2C players outpacing the incumbents

The home & furnishings industry has progressed from a fragmented, offline-dominated market to a more organized, technology driven and omnichannel ecosystem. The space was traditionally dominated by local carpenters and small-scale manufacturers. Custom-built furniture was more common due to the dearth and high price of readymade options. This was followed by the rise of organized retail and branded furniture, offering standardized designs and accessibility.

The e-commerce boom in the decade following 2010 disrupted traditional buying patterns, introducing online marketplaces, which paved the way for direct-to-consumer ("**D2C**") players post 2020. These players leveraged digital platforms to offer affordable, design-led, and customizable solutions while bypassing traditional retail margins. More recently, the industry has evolved to an omnichannel approach, blending digital and in-store experiences for seamless shopping.

Ecosystem Evolution

Illustrative



Source(s): Redseer research

The home and furnishings segment includes full-stack players with presence across furniture, furnishings, and décor; vertical specialists focused on a single category; and large-format retailers or marketplaces aggregating multiple brands. Many of these are D2C brands, which directly engage with consumers and often lead in digital-first, category-focused innovation.

Some of the key players in the D2C home & furnishings market are Wakefit Innovations Limited, Duroflex Private Limited (Sleepyhead), Comfort Grid Technologies Private Limited, Urban Ladder Home Décor Solutions Limited in no particular order of ranking.

D2C players disrupting the market with innovative products and leveraging a full-stack model

D2C players have redefined the home & furnishings market by integrating full-stack models that streamline design, manufacturing, and distribution. By owning the entire value chain, these players eliminate intermediaries, enabling faster product innovation, competitive pricing, and consistent quality. This level of control allows them to adapt quickly to evolving consumer preferences, ensuring shorter design-to-market cycles compared to traditional players.

With standardized, technology-led manufacturing and agile supply chains, full-stack D2C players can rapidly introduce trend-driven designs, accelerating adoption while maintaining cost efficiencies. Additionally, centralized warehousing and scalable logistics infrastructure enables lower delivery timelines and cost for shipment.

D2C players that have a well-executed omnichannel strategy are outpacing traditional players by seamlessly integrating offline experience centres with their online D2C model

While D2C players have driven significant online adoption, post-pandemic consumer behavior reinforced the need for physical retail, prompting these players to rapidly scale their offline presence. By combining competitive pricing with in-store experience, they have built a well-executed omnichannel strategy, which is now essential for meeting evolving consumer expectations more effectively than traditional players. By leveraging omnichannel integration, D2C players have scaled offline faster while maintaining cost efficiencies and pricing advantages, enabling them competitive advantage over their traditional counterparts.

D2C players that continue to be heavily reliant on online marketplaces face the risk of pricing pressures, seasonal discounting, elevated commission costs, and increased performance marketing spends required to stay competitive against similar brands. On the other hand, D2C players that maintain a balanced mix of owned channels (e.g., Brand.com, EBO, etc.) along with online marketplaces have higher control of their distribution and improved risk diversification. Wakefit Innovations Limited is one such player who has their distribution spread across owned channels like their website and EBOs apart from online marketplaces and MBOs ensuring greater control over pricing, margins, and overall customer experience.

Full-stack D2C models are enabling players to expand to adjacent categories and increasing wallet share

A multi-category presence boosts revenue, margins, and efficiency by driving cross-selling, repeat purchases, and stronger customer retention. A broader product portfolio increases basket size and CLV while mitigating risk and reducing dependence on constant new customer acquisition.

In Fiscal 2024, Wakefit Innovations Limited, with its presence across categories in home & furnishings, including mattresses, furniture, home & décor, incurred a marketing spend as a percentage of revenue from operations of approximately 7.84%, which is approximately 20% lower than the average of the top 5 D2C home & furnishings players.

For D2C players, data-driven insights and ecosystem-driven loyalty enhance scalability. Additionally, leveraging shared manufacturing, logistics, and fulfilment networks optimizes costs and streamlines operations, enabling faster growth and higher margins for full-stack D2C players.

Few players have successfully scaled nationally due to the inherent challenges of the home & furnishings industry

Expanding nationally in the home & furnishings market is challenging due to high logistics costs, fragmented supply chains, and the bulky nature of products. While most players remain regionally focused, a few have scaled pan-India, benefiting from economies of scale and stronger brand recognition. Digital-first players that have optimized operations, built consumer trust, and integrated online and offline experiences are overcoming these challenges, setting new benchmarks for growth. By leveraging innovative direct-to-consumer models, a full-stack approach, an omnichannel presence, and a multi-category strategy, D2C players are leading the next wave of growth.

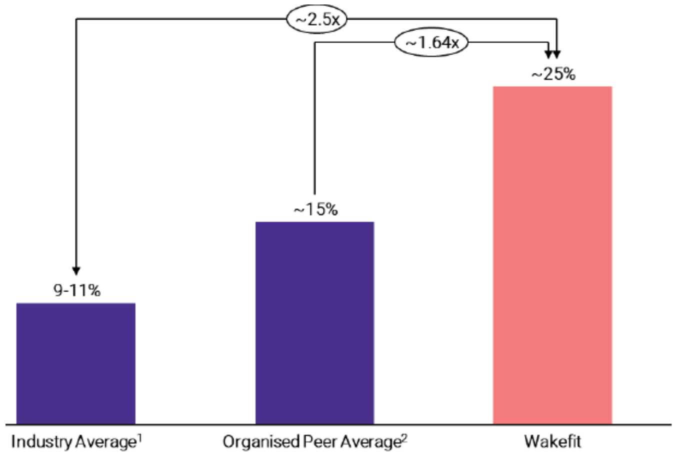
Wakefit Innovations Limited is the largest D2C home & furnishings player in India by revenue in Fiscal 2024, with a presence across all major sales channels. Wakefit Innovations Limited's revenue in Fiscal 2024 was approximately 3.18 times that of the second-largest D2C player in the space.

Wakefit Innovations Limited is the only D2C home & furnishings player in India to scale across all three product categories, namely, furniture, mattresses, and furnishings and décor, each generating over ₹ 1,000 million in revenue in Fiscal 2024. It is also the top-rated player across the top two horizontal online marketplaces in India in the home & furnishings market across SKUs in the mattress, furniture and furnishings & decor categories among its organized peers which have garnered a significant number of user ratings as of May 22, 2025. The average rating for Wakefit Innovations Limited across both platforms was approximately 4.4 out of 5 in mattresses, approximately 4.3 out of 5 in furniture and approximately 4.3 out of 5 in furnishings & décor as of 22nd May 2025.

As of Fiscal 2024, with just over nine years of operations, Wakefit Innovations Limited is the fastest homegrown player in the home & furnishings market in India among organized peers to achieve a total income of more than ₹ 10,000 million revenue (of which ₹ 9,863.53 million is its revenue from operations). Its revenue from operations grew at a CAGR of 24.87% from Fiscal 2022 to Fiscal 2024, approximately 1.64 times higher than the growth of the average revenue of the organized peers.

Growth in revenue from operations comparison – Wakefit Innovations Limited, Organised peer average, and Industry average

In % CAGR, Fiscal 2022-24



Note(s): 1. Industry average calculated basis Redseer market model; 2. Organised peers include Godrej and Boyce Manufacturing Company Limited, Lifestyle International Private Limited, Sheela Foam Limited, Ikea India Private Limited, Duroflex Private Limited, Wakefit Innovations Limited, D'Décor home Fabrics Private Limited, Royaloak Incorporation Private Limited
Source(s): Redseer research and analysis

Financial Benchmarking of players in the home & furnishings space

The home & furnishings industry in India is competitive, with a mix of large multinational companies, as well as regional and local companies in each of the product categories.

Indian players benchmarked are those whose revenues exceed ₹ 5,000 million as of Fiscal 2024 with presence in one or more of the three segments in the home & furnishings market, namely, mattresses, furniture (primarily wood-based and major play in loose furniture, and furnishings & décor). Global players benchmarked are the among largest listed players that have presence in one or more of the three segments in the home & furnishings market, namely, mattresses, furniture, and furnishings & décor. However, these global players are not comparable to the Indian peers considered above in terms of scale of revenue.

The following formulae have been used for computing some of the financial metrics that have been used to make a comparison across players chosen.

Formula Table

Legal Entity Name	Sheela Foam Limited	Other Indian firms	William-Sonoma Incorporated	Somnigroup International Incorporated
EBITDA	As reported in public filings	Earnings/(loss) before finance cost, depreciation and amortisation and tax details	NA	As reported in public filings: EBITDA= Net income+ Interest Expense+ Transaction related interest expense+ Loss on extinguishment of debt+ Income tax provision+ Depreciation and amortization

Table 2: Financial Metrics

Legal Entity Name	Wakefit Innovations Limited	Lifestyle International Private Limited	Godrej and Boyce Manufacturing Company Limited	Sheela Foam Limited[3]	Ikea India Private Limited	Duroflex Private Limited	D'Décor home Fabrics Private Limited	Royaloak Incorporation Private Limited	William-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		2,860.00	NA				NA	
Financials for FY2024									**Financials for CY2024**	
Revenue from operations (FY2024) (₹ million)	9,863.53	1,12,150.00	1,63,786.60	29,823.10	18,098.00	1,095.30	816.00	5,431.75	6,40,057.90[4]	4,09,264.70
Revenue from Operations CAGR (FY2022-Y2024)	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	62.74	152.00	528.82	NA	69,852.80
Financials for FY2023									**Financials for CY2023**	
Revenue from operations (FY2023) (₹ million)	8,126.20	1,16,720.00	1,47,962.30	28,733.20	17,316.00	1,057.49	783.04	5,719.91	6,43,304.12[6]	4,08,808.20
EBITDA (FY2023) (₹ million)	-857.52	22,090.00	9,322.80	2,981.60	-5,700.00	56.86	132.23	762.32	NA	65,520.20

Financials or FY2022									Financials for CY2022	
Revenue from operations (FY2022) (₹ million)	6,325.87	78,060.00	1,25,228.00	28,655.70	10,773.00	893.41	723.09	4,012.69	7,19,976.61[7]	4,08,459.60
EBITDA (FY2022) (₹ million)	-749.22	15,560.00	8,650.70	3,149.00	-4,654.00	-2.28	141.87	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 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 William-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

Threats and Challenges

The home & furnishings space presents significant growth opportunities, but it also comes with structural challenges and competitive pressures that can impact scalability and profitability.

1. **Economic sensitivity, discretionary spending risks and supply chain challenges**: Furniture, mattresses, and home decor are discretionary purchases, making them vulnerable to economic slowdowns. Additionally, inflation-driven increases in raw material costs (wood, steel, fabrics), geopolitical issues or shortages can erode margins and cause production or delivery delays while making it challenging to maintain competitive pricing without affecting profitability.

2. **Regulatory and environmental compliance**: Increasing environmental regulations on sourcing sustainable materials, waste management, and emissions impact operations. Compliance with product safety, quality standards, and evolving government policies on deforestation and chemical usage in manufacturing may add complexity and costs.

3. **Competition, price sensitivity and expansion risks**: While the home & furnishings industry is witnessing heightened competition and aggressive price wars, sustaining such tactics long-term requires a strong D2C foundation, operational efficiency, or clear brand differentiation. As the industry matures and pricing pressures rise, players must focus on localized strategies and scalable efficiencies to sustain growth amidst varying regional consumer preferences.

4. **Supply chain and logistics challenges**: The bulky nature of furniture results in high transportation costs, warehousing challenges, and longer delivery timelines. Efficient last-mile delivery and post-purchase services like assembly remain key operational hurdles.

5. **Limited repeat purchases and retention challenges**: Mattresses and furniture have long replacement cycles, reducing repeat purchases and customer retention. Companies operating in single-category segments face long-term sustainability challenges. To drive sustained revenue growth, businesses must focus on continuous customer acquisition, effective cross-selling strategies, and strong brand engagement.

Conclusion

India's home & furnishings market is undergoing rapid transformation, driven by rising disposable incomes, urbanization, and a growing preference for organized, branded products. The market, valued at ₹ 2.9 to 3.2 trillion (U.S.$ 35 to 38 billion) in CY2024, is projected to expand at a CAGR of 11% to 13%, reaching ₹ 5.4 to 6.4 billion (U.S.$ 65 to 77 billion) by CY2030. This growth is further fuelled by increasing homeownership, evolving lifestyle aspirations, and a shift toward design-driven home solutions.

Market formalization is accelerating as branded players gain traction over unorganized local businesses, while premiumization is reshaping consumer preferences, with a stronger emphasis on quality, aesthetics, and durability.

At the same time, D2C and digital-first players are streamlining supply chains and reducing inefficiencies, making high-quality home products more accessible. Full-stack capabilities, spanning in-house manufacturing, design, and logistics are becoming key differentiators, allowing players to optimize costs and maintain greater control over product quality.

Another defining shift is the expansion into multiple categories, with players diversifying across mattresses, furniture, and furnishings & décor to offer end-to-end home solutions. This integrated approach enhances customer engagement, drives cross-category purchases, and strengthens brand loyalty. While challenges such as supply chain complexities and pricing inconsistencies remain, companies with full-stack models, omnichannel reach, and multi-category presence are well-positioned to lead the industry's next phase of growth.

OUR BUSINESS

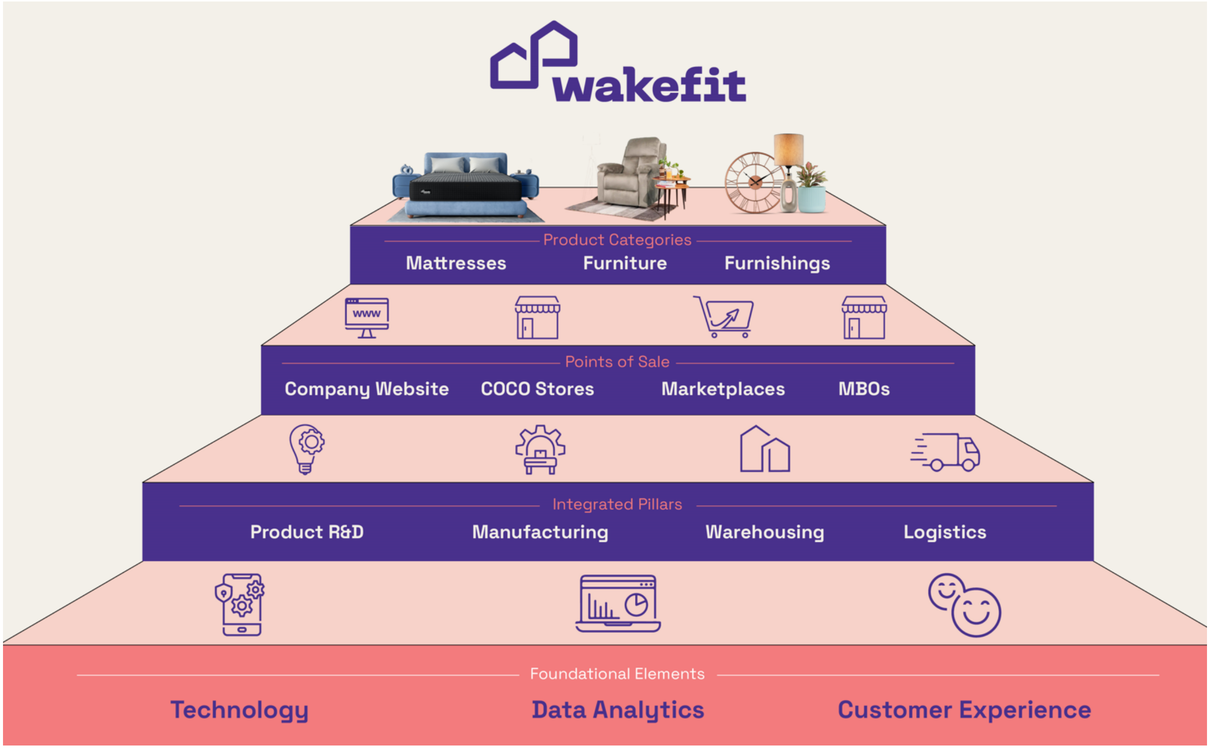
Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 31 for a discussion of the risks and uncertainties related to those statements and also the sections "Risk Factors", "Industry Overview", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 33, 139, 252 and 333, respectively, as well as financial and other information contained in this Draft Red Herring Prospectus as a whole, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated or unless the context requires otherwise, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Information" on page 252. Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Building India's Home Story: Opportunity Landscape in Mattresses, Furniture, and Furnishings & Decor" dated June 26, 2025 (the "**Redseer Report**") prepared and issued by Redseer Strategy Consultants Private Limited, pursuant to an engagement letter dated February 13, 2025. The Redseer Report has been exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the Redseer Report and may have been re-ordered by us for the purposes of presentation. A copy of the Redseer Report is available on the website of our Company at www.wakefit.co/investor-relations. Unless otherwise indicated, financial, operational, industry and other related information derived from the Redseer Report and included herein with respect to any particular year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. For further information, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the Redseer Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 56. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 29.*

OVERVIEW

We are the largest D2C home and furnishings company in India in terms of revenue in Fiscal 2024. (*Source: Redseer Report*) As of March 31, 2024, with just over nine years of operations, we are the fastest homegrown player in the home and furnishings market in India among organized peers to achieve a total income of more than ₹ 10,000 million (out of which ₹ 9,863.53 million is revenue from operations). (*Source: Redseer Report*) Our revenue from operations has grown at a CAGR of 24.87% from Fiscal 2022 to Fiscal 2024, which is approximately 1.64 times higher than the growth of the average revenue of the organised peers (*Source: Redseer Report*) We offer a wide range of products, including mattresses, furniture, and furnishings, through our omnichannel presence, ensuring a seamless customer experience across all touchpoints, both online and offline. We are a full-stack vertically integrated company, enabling us to control every aspect of our operations, from conceptualizing, designing and engineering our products to manufacturing, distributing and providing customer experience and engagement.



Over the years, we have evolved from a sleep solutions player into a one-stop destination offering home and furnishing solutions to meet customers' evolving needs, with products tailored to cater to the mass, masstige, and premium segments. We are the only D2C home and furnishings company in India that has scaled across all three product categories, namely, mattresses, furniture, and furnishing and décor, each having generated over ₹ 1,000 million in revenue in Fiscal 2024. (*Source: Redseer Report*)

- *Mattresses*. Our mattress product category includes a wide variety of options, including memory foam, latex, grid, high resilience foam models such as dual comfort, spring, plus, rollup, and foldable options to cater to various customer preferences. We have also integrated advanced sleep technology into our mattresses, which regulates the mattress temperature and tracks sleep patterns, offering valuable insights to users.

- *Furniture*. Our furniture product category includes beds (including engineered wood, natural wood and metal beds), sofas and recliners, wardrobes, dining tables, chairs and seating (including office chairs, gaming chairs and ottomans), cabinets, tables (including coffee tables, computer tables and bedside tables), shelves, kids' furniture including cribs and utility furniture designed to cater to different styles and needs, providing both comfort and durability.

- *Furnishings*. Our furnishings product category includes pillows and cushions, home essentials such as towels, mats, rugs and carpets, yoga mats, runners, curtains, bathrobes, bean bags, deck tiles, dinner-ware, kitchen-ware, service-ware, mattress protectors, table linen, mirrors and home décor including table décor, lights and lamps, garden décor and wall décor.

We are amongst the top three companies in the organised mattress market in terms of revenue in Fiscal 2024. (*Source: Redseer Report*) As per Forbes India Awards for D2C Disruptors in 2022, we ranked first among D2C players with operations of over five years in the Home and Lifestyle category. (*Source: Redseer Report*) We are also the top-rated player across the top two horizontal online marketplaces in India in the home and furnishings market across SKUs in the mattress, furniture and furnishings and décor categories among our organized peers which have garnered a significant number of user ratings as of May 22, 2025. (*Source: Redseer Report*) Our average rating across both platforms was approximately 4.4 out of 5 in mattresses, approximately 4.3 out of 5 in furniture, and approximately 4.3 out of 5 in furnishings and décor as of May 22, 2025. (*Source: Redseer Report*)

The table below sets forth details of our revenues from the sale of mattresses, furniture and furnishings for the period/ years indicated:

Product Category	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations
Mattresses	6,041.80	62.22%	5,675.18	57.54%	5,159.77	63.50%	4,119.43	65.12%
Furniture	2,606.51	26.84%	3,012.20	30.54%	1,951.10	24.01%	1,322.10	20.90%
Furnishings	1,062.55	10.94%	1,176.15	11.92%	1,015.33	12.49%	884.34	13.98%
Total	**9,710.86**	**100.00%**	**9,863.53**	**100.00%**	**8,126.20**	**100.00%**	**6,325.87**	**100.00%**

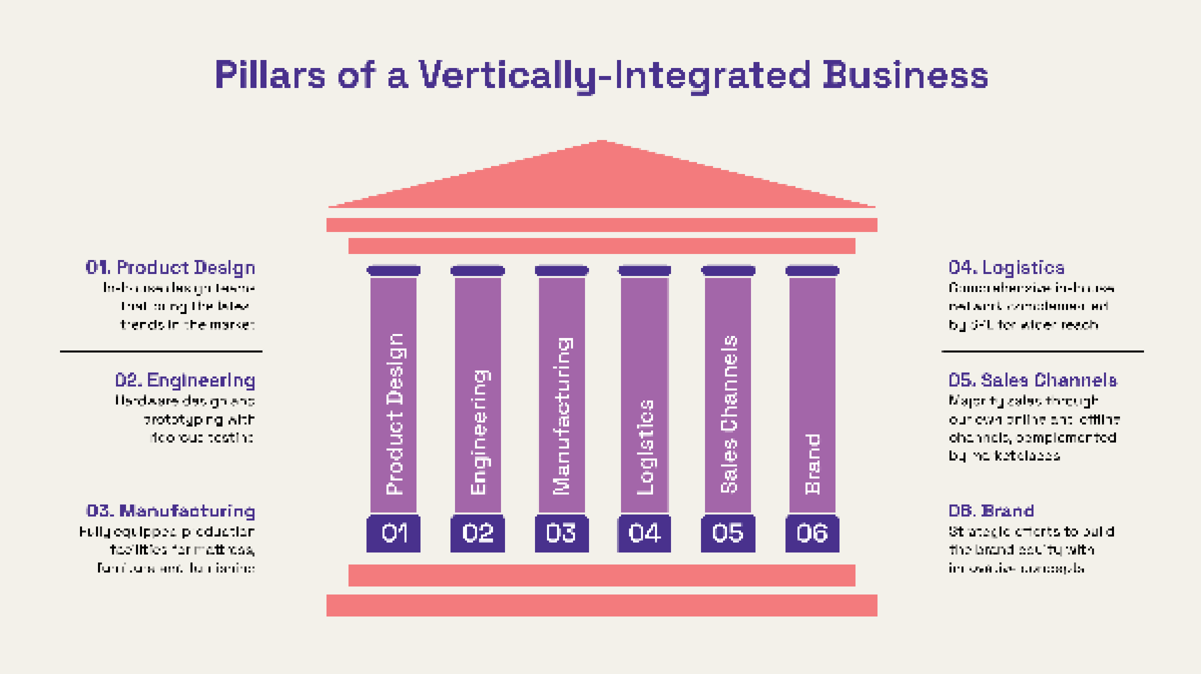
We sell our products through a comprehensive omnichannel strategy that integrates both our own channels and external channels, enabling us to reach customers in more than 700 districts across 28 states and 5 union territories. Our own channels comprise our website and our COCO – Regular Stores, while external channels comprise various marketplaces, such as major e-commerce platforms, including Pepperfry Limited and quick commerce platforms, and multi-branded outlets ("**MBOs**") including Pai International Electronics Limited. Our COCO – Regular Stores have grown from one as of March 31, 2022 to 98 as of December 31, 2024, located in 35 cities across 18 states and 2 union territories. Further, we commenced our MBO operations on April 5, 2022, and within a period of less than three years, our MBO store count has grown to 1,107 stores, located in 278 cities across 24 states and 3 union territories, as on December 31, 2024.

Our marketing efforts help customers discover our brand through various platforms, such as search engines, social media, OTT platforms, marketplaces, and physical stores. Once they discover us, our customers can engage with our brand through our website, COCO – Regular Stores, marketplaces and MBOs. We derive a significant portion of our revenue from operations from the sale of our products through our own channels (our website and COCO – Regular Stores), demonstrating our ability to engage with customers and sell our products directly to them. In the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, our revenue from operations from the sale of products through our own channels amounted to ₹ 5,319.63 million, ₹ 5,750.60 million, ₹ 4,672.55 million and ₹ 3,758.20 million, representing 54.78%, 58.30%, 57.50% and 59.41% of our total revenue from operations, respectively. In the nine months period ended December 31, 2024, the average order value for our COCO – Regular Stores was 56.99% higher than the average order value for our website. Sales through our own channels provide us with control over the products and customer experience, enable us to increase brand loyalty, repeat purchases, average order value, and customer conversion rates and improves our operations through insights into customer behaviour and direct feedback from customers.

Strong Platform Play

Our first COCO – Regular Store opened on March 11, 2022, and we commenced our MBO operations on April 5, 2022. As of December 31, 2024 we had 98 COCO – Regular Stores and 1,107 MBOs.

The figure above illustrates our strong platform play, which involves providing a broad spectrum of products—encompassing mattresses, furniture, and home furnishings—under one brand umbrella and through various channels, both online and offline. This approach enables us to cross-sell complementary products and up-sell to more premium products, leveraging the power of network effects to promote repeated customer engagement and purchases. For instance, a customer might initially purchase a mattress through our website or a physical store. Following this initial purchase, we can leverage this relationship to cross-sell complementary products such as pillows or beds, which are also part of our product range. Additionally, we might upsell to a higher-end mattress with advanced features that promise better sleep quality. As these interactions persist and the customer becomes more familiar with our brand and products, we can encourage subsequent purchases, effectively increasing the customer lifetime value.



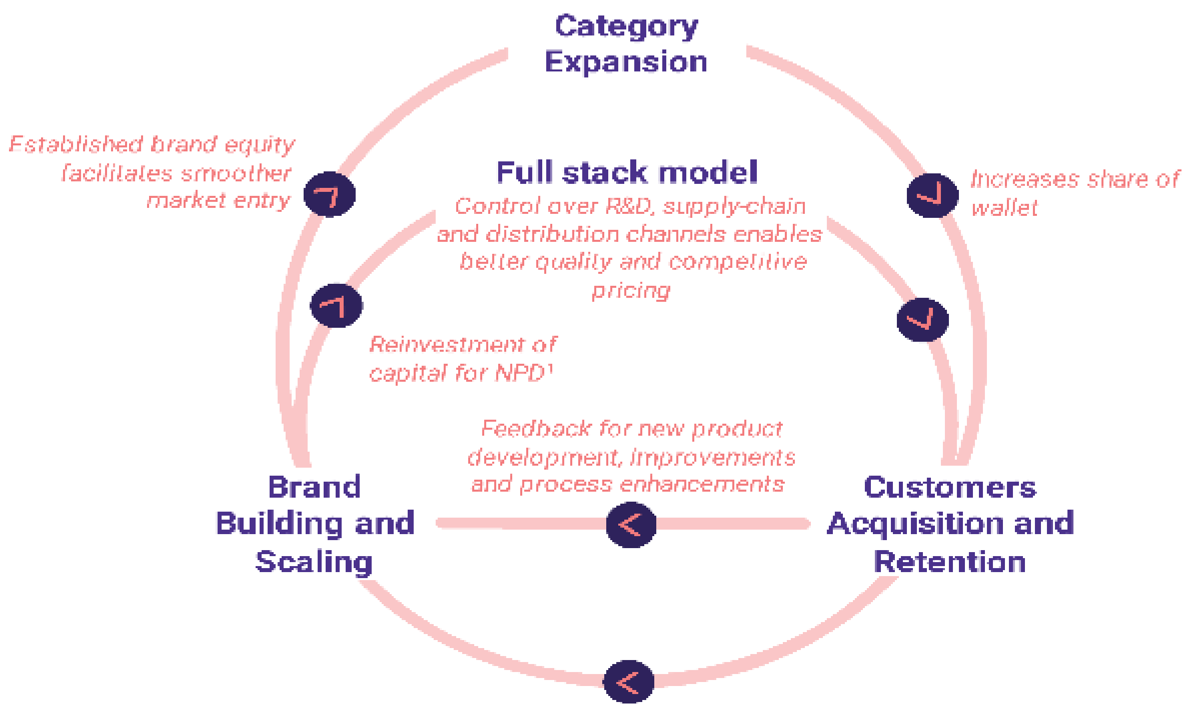
We have developed a full-stack vertically integrated model that reflects our cohesive business approach, maintaining control over every stage of the product lifecycle. We eliminate inefficiencies and intermediary costs by managing the entire product journey. We ensure each product meets standards of aesthetics, functionality, and durability through our design, engineering, and manufacturing capabilities. We emphasize manufacturing efficiency, storage convenience, and ease of transportation in our products and processes, integrating designed-to-build and designed-to-store concepts. For example, we were one of the first organised players in India to introduce roll-packing technology for mattresses in India by establishing necessary infrastructure for roll-packing, reducing logistics costs compared to conventional transportation of open full form mattresses. (*Source: Redseer Report*) Another example is the use of flat-pack furniture designs, which are ready-to-assemble furnishings. This helps us optimize space, enhance efficiency across manufacturing, storage, and logistics processes, and facilitate efficient replacement of parts and hardware in furniture. We were one of the top two D2C players in the flat-packed furniture market in terms of revenue generated from engineered wood beds and wardrobes in Fiscal 2024. (*Source: Redseer Report*)

Our commitment to integrated approach extends throughout our supply chain management and distribution. We have established a logistics network comprising a central mother warehouse, seven inventory holding points ("**INHPs**") and 14 points of delivery ("**PODs**") as of December 31, 2024, all strategically positioned to optimize logistics and distribution. We further solidify our full-stack vertically integrated model through our own sales channels, which provide a direct and seamless interaction with our customers. This direct engagement allows our customers to engage with our brands, and enables us to enhance the customer experience, and offer personalized after-sales services and installations. We believe that this builds strong relationships with our customers and reinforces brand loyalty.

We employ a data-driven approach across all facets of our business operations, enabling us to drive innovation in product development, enhance efficiency in manufacturing, optimize our supply chain network, and elevate our customer interactions. We harness data from multiple sources such as customer website interactions, feedback interviews, surveys, brand health track, supply chain node information, and order fulfilment patterns. These insights help us identify purchase patterns and segment our customers, allowing us to better understand and anticipate their needs. This, in turn, enables us to tailor our offerings and marketing strategies to meet the specific preferences and behaviours of different customer segments, ensuring our products are aligned with consumer demands and industry trends.

Our customer outreach focusses on building strong relationships and loyalty and enhancing our 'Wakefit' brand's appeal through a multifaceted approach that includes community engagement, strategic marketing, celebrity collaborations, influencer engagement, and cultural integration. For example, our 'Sleep Internship' initiative, which invited people to apply for a position where their job was to sleep nine hours a day for a consecutive period of 100 days to promote the correlation between quality sleep and enhanced quality of life, is a testament to our dedication to community engagement. We have also run impactful marketing campaigns such as the 'Andar ke bacche ko jagao', 'Kumbhakaran' and 'Gaddagiri' campaigns to raise brand awareness. We also leverage endorsement through influencers and celebrities to enhance our brand's appeal. We integrate our brand into cultural phenomena through strategic placements in topical media and advertising, aligning with current trends and cultural conversations to enhance brand relevance and engagement. Our marketing strategy focuses on cultivating high-quality, viral customer interactions to achieve significant brand visibility and meaningful engagement. This approach ensures that our marketing costs remain low while optimizing our results.

Flywheel Effect



The growth of our Company is powered by a flywheel effect - a self-sustaining cycle that fosters expansion and ongoing improvement. We leverage our brand equity to enter into additional adjacent product categories, aiming to increase the customer life time value. Our omnichannel presence offers customers multiple touchpoints to discover our products. As our customer base broadens, we receive feedback from these new customers, which we then use to enhance our existing products or to develop new ones. This feedback loop facilitates our entry into new markets and the successful launch of new products. Our control over R&D, supply chain, and distribution channels ensures we maintain product quality and competitive pricing, while also streamlining the process of introducing new products to the market. This reinforcing cycle, marked by product category growth, active customer engagement, and brand development, propels us forward, ensuring sustained growth.

We started our business with selling mattresses and then expanded into adjacent categories of furnishings and furniture, leading up to becoming a complete home and furnishing solutions destination. In Fiscals 2025, 2024, 2023 and 2022, 19.63%, 21.60%, 21.35% and 17.80% of our furnishings customers were existing customers of other categories. Similarly, in Fiscals 2025, 2024, 2023 and 2022, 17.55%, 17.78%, 17.34% and 14.46% of our furniture customers were existing customers of other categories. This cross-selling ability has not only helped us retain customers but also increase customer lifetime value.

We are led by an experienced management team with a proven track record in the industry. Our management team brings expertise and strategic vision, enabling us to navigate market dynamics effectively and drive sustainable growth. Our Promoter, Chairperson and Chief Executive Officer, Ankit Garg, has more than 14 years of experience. He leverages his expertise in R&D, new product development, and customer insights to drive our success. He holds a bachelor's degree in chemical engineering from the Indian Institute of Technology Roorkee and has also worked with Bayer Material Science Private Limited and J.B Polymers. Our Promoter, Chaitanya Ramalingegowda, has over 19 years of experience in consultancy and software engineering and plays a key role in driving marketing, growth strategies, enhancing customer experience, and overseeing technological advancements to streamlines and bolster our business processes. He has worked with Deloitte Consulting India Private Limited, Cognizant Technology Solutions India Private Limited, and Zinnov Management Consulting Private Limited. He holds a post-graduate degree in management from the Indian School of Business, Hyderabad and a bachelor's degree in computer science and engineering from Visveswaraiah Technological University, Belgaum. He was previously associated with Purplegull Services India Private Limited and Flutterby Services Private Limited. We are also supported by marquee investors, including Peak XV Partners Investments VI, Verlinvest S.A., Investcorp Growth Equity Fund, Investcorp Growth Opportunity Fund, SAI Global India Fund I, and Elevation Capital VIII Limited. Their investment and support have been crucial in helping us achieve our goals and expand our operations.

We focus on environmental, social, and governance ("**ESG**") principles, which are integral to our business operations. We are committed to promoting a circular economy by repurposing waste materials such as sawdust into fuel briquettes and foam scrap into rebonded foam. We also use reusable covers for delivering sofas, thereby minimizing waste and promoting sustainability. We foster inclusive growth through community development programs and training initiatives such as our 'Gurukul' program, which provides opportunities for upskilling and monetization. Candidates are provided probationary training for roles such as carpenters, fitters, customer support, and retail staff, and upon successful training, move on from probationary/traineeship to long term employment.

The table below sets forth certain financial information for the years/ period indicated:

Particulars	**As of/ for the nine months period ended December 31, 2024**	**As of/ for the year ended March 31, 2024**	**As of/ for the year ended March 31, 2023**	**As of/ for the year ended March 31, 2022**
Revenue from operations (₹ million)	9,710.86	9,863.53	8,126.20	6,325.87
Revenue by channel (₹ million)				
Online (A= website + marketplace)	6,677.83	7,466.08	7,269.92	6,270.99
Percentage of online revenue on revenue from operations	68.77%	75.69%	89.46%	99.13%
Offline (B= COCO Regular + MBO)	3,033.03	2,397.45	856.28	54.88
Percentage of offline revenue on revenue from operations	31.23%	24.31%	10.54%	0.87%
Loss for the period/ year (₹ million)	(88.09)	(150.53)	(1,456.83)	(1,065.20)
PAT margin (%)[(1)]	(0.91)%	(1.53)%	(17.93)%	(16.84)%
EBITDA[(2)] (₹ million)	764.01	658.49	(857.52)	(749.22)
EBITDA margin (%)[(3)]	7.87%	6.68%	(10.55)%	(11.84)%
Adjusted EBITDA[(4)] (₹ million)	881.01	788.69	(785.62)	(697.22)
Adjusted EBITDA margin[(5)] (%)	9.07%	8.00%	(9.67)%	(11.02)%
Return on Capital Employed (in %)[(6)]	1.22%^	0.27%	(20.50)%	(21.20)%
Net working capital days [(7)] (in days)	11.92	6.89	20.44	27.36

^ Figures for nine months period ended December 31, 2024 have not been annualised.

(1) PAT margin is calculated as Loss for the period/year as a percentage of Revenue from operations.

(2) EBITDA is calculated as Loss for the period/year plus Tax Expense plus Finance costs plus Depreciation and Amortisation.

(3) EBITDA margin is calculated as EBITDA as a percentage of Revenue from operations.

(4) Adjusted EBITDA is calculated as Loss for the period/year plus Tax Expense plus Finance Costs plus Depreciation and Amortisation plus Share based payment expense.

(5) Adjusted EBITDA margin is calculated as Adjusted EBITDA as a percentage of revenue from operations.

*(6) Return on Capital Employed is calculated as (Earnings before interest and taxes("EBIT") divided by capital employed) *100. EBIT is calculated as loss for the period/year plus tax expenses plus finance costs. Capital Employed is calculated as the sum of total equity, current borrowings, current lease liabilities, non-current borrowings, non-current lease*

liabilities

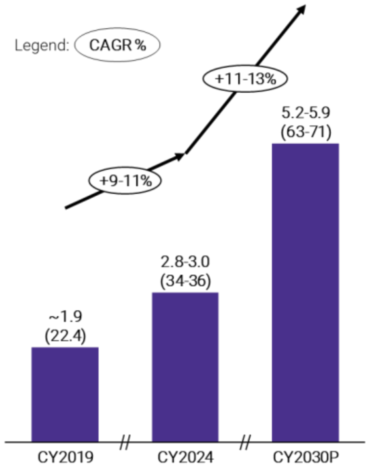
(7) *Net working capital days is calculated as (Average Net working capital divided by Revenue from Operations)*365. However, for the nine months period ended December 31, 2024, Net working capital days is calculated as (Average Net working capital divided by Revenue from Operations)*275. Net working capital is calculated as Inventories plus Trade Receivables minus Trade Payables.*

Market Opportunities

India's home and furnishings market is estimated to be ₹ 2.8 trillion to ₹ 3.0 trillion (USD 34 billion to 36 billion) as of CY 2024, projected to grow to reach ₹ 5.2 trillion to 5.9 trillion (USD 63 billion to 71 billion) by CY 2030. (*Source: Redseer Report*) India's home and furnishings market can be broadly classified into three key categories, namely, furniture, mattresses and furnishings and décor. (*Source: Redseer Report*)

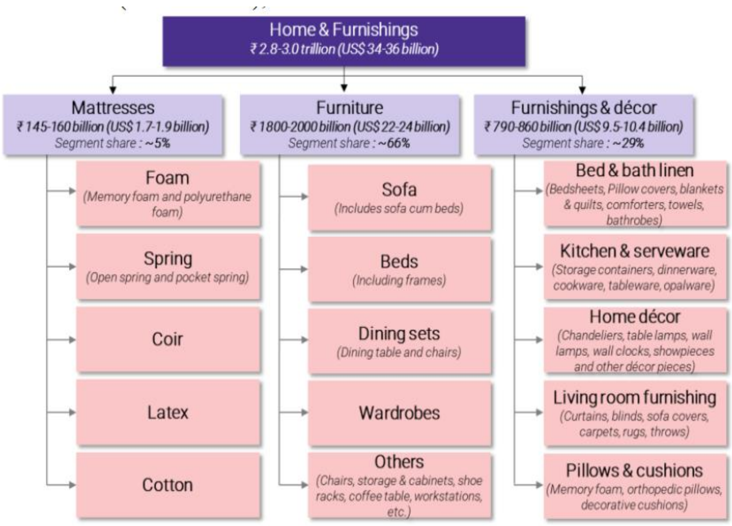
India Home & furnishings market size

In ₹ trillion (U.S.$ billion), CY2019, CY2024, CY2030P



India Home & furnishings market size – split by categories (non-exhaustive)

In ₹ trillion (U.S.$ billion), CY2024



Note(s):1. Home improvement (i.e., tiles, paints and hardware, sinks, bathtubs, fittings, tools), wall and floor covering and lightings, modular designed products and all services like home interiors and home improvement are excluded, 2. U.S.$ 1=₹ 83
Source(s): Redseer research and analysis

The growth in this market is primarily driven by rising disposable income, urbanization, and homeownership, a focus on comfort, functionality, and wellness, rise in consumption of organised players offerings, easy financing and affordability-driven premiumization, and an increasing frequency of home makeovers and seasonal buying. (*Source: Redseer Report*) These strong growth drivers coupled with rising consumer expectations for quality, design, and seamless shopping experiences are making efficiency, standardization, and accessibility key to India's home and furnishings industry's next phase of growth. (*Source: Redseer Report*)

OUR STRENGTHS

1. Largest and fastest growing D2C home and furnishing solutions destination

We are a home and furnishing solutions provider in India, offering a wide range of products, including mattresses, furniture, and furnishings, through our omnichannel presence. We are the largest D2C home and furnishings company in India in terms of revenue from operations in Fiscal 2024. (*Source: Redseer Report*) As of March 31, 2024, with just over nine years of operations, we are the fastest homegrown player in the home and furnishings market in India among organized peers to achieve a total income of more than ₹ 10,000 million (out of which ₹ 9,863.53 million is revenue from operations), and our revenue from operations has grown at a CAGR of 24.87% from Fiscal 2022 to Fiscal 2024, which is approximately 1.64 times higher than the growth of the average revenue of the organised players. (*Source: Redseer Report*)

A significant portion of our revenue from operations is derived from the sale of our products through our own channels (i.e., our website and COCO – Regular Stores). In the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, our revenue from the sale of products through our own channels amounted to ₹ 5,319.63 million, ₹ 5,750.60 million, ₹ 4,672.55 million and ₹ 3,758.20 million, representing 54.78%, 58.30%, 57.50% and 59.41% of our total revenue from operations, respectively, demonstrating our ability to engage with customers and sell our products directly to them. Sales through our own channels provide us with control over the products and customer experience, enhance brand loyalty, drive repeat purchases, increase average order value and customer conversion rates, and optimize operations by leveraging insights into customer behaviour and direct feedback.

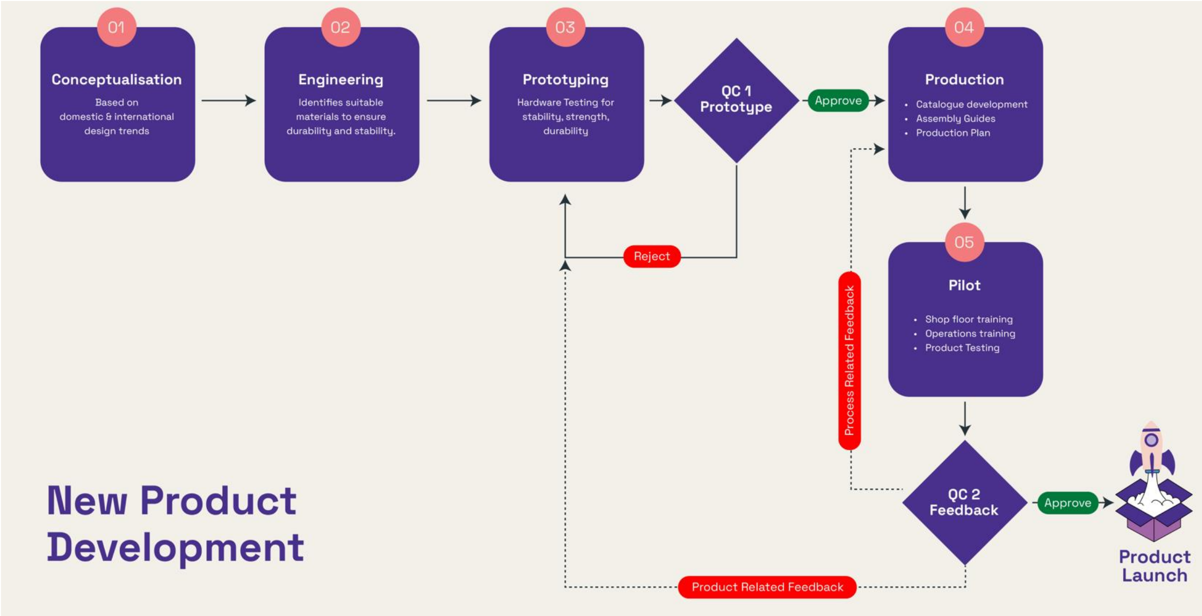
Products sold through our website and COCO – Regular Stores enjoy higher profitability compared to those sold through external sales channels such as marketplaces. By selling directly to customers, we eliminate the costs associated with third-party sellers or distributors, thereby enabling us to increase our profit margins. We believe that this approach also allows us to build a direct connection with customers and improves our operations through insights into customer behaviour and direct feedback from customers. Our website, in particular, benefits from lower overhead costs as compared to traditional retail spaces. The scalability of our website also allows us to handle increased traffic and sales without incurring significant additional costs. Our COCO – Regular Stores also play a crucial role in our success. These outlets provide a branded environment with the Company controlling the narrative where customers can engage with our trained staff members and experience our products firsthand, fostering a deeper connection with our brand. We have strategically expanded our COCO – Regular Stores from one as of March 31, 2022, to 98 as of December 31, 2024, located in 35 cities across 18 states and 2 union territories.

The fact that we sell majority of our products through our own channels highlights the trust customers place in our brand, choosing our channels over more familiar marketplaces and third-party owned retail stores. The direct interaction with customers through our own channels enables us to gather valuable insights into their preferences and behaviours. We leverage these insights for product development, personalized marketing and retention strategies, enhancing customer engagement and repeat purchases.

2. Comprehensive home and furnishing solutions brand with a core focus on product innovation

We are a one-stop destination offering comprehensive solutions in the home and furnishing market, aiming to meet the needs of customers at various stages of their lives. We are the only D2C home and furnishings company in India that has scaled across all three product categories, namely, mattresses, furniture, and furnishings and décor, each having generated over ₹ 1,000 million in revenue in Fiscal 2024. (*Source: Redseer Report*) We are amongst the top three companies in the organised mattress market in terms of revenue in Fiscal 2024 and the largest player in terms of online revenue from mattresses among our organised peers. (*Source: Redseer Report*) Our strong platform play i.e., offering a diverse range of products across mattresses, furniture, and furnishings under a single brand, enables us to cross-sell complementary products, up-sell higher-end products, and encourage repeat purchases through network effects.

Our strength lies in our research and development ("**R&D**")-driven product designs and our commitment to continuously enhancing products based on customer feedback. Our product development process involves five steps: conceptualization, engineering, prototyping, production development, and pilot testing. For further details, see "- *Our Business Operations - Product Development Process*" on page 209.



Our product development process enables us to develop and test new products, ensuring we meet evolving market demands. We launched 3,070 and 2,333 SKUs across all our categories in Fiscal 2025 and Fiscal 2024, respectively. We initially produce small batches of new products to assess market demand. This approach enables us to understand customer interest before scaling up production, reducing inventory risks.

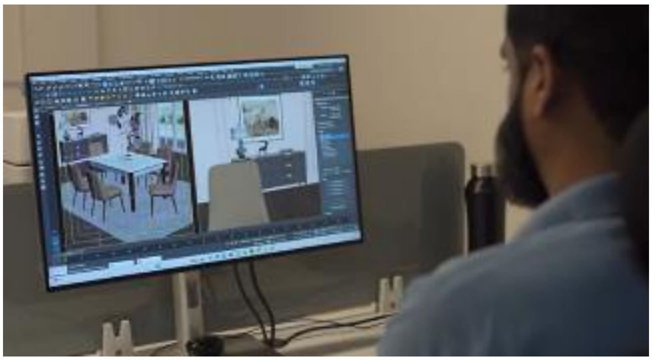
We focus on setting new standards in design and engineering through our blend of creativity, technical expertise, and customer focus. Our comprehensive design process includes customer-centric design, market analysis, and the use of advanced software tools. We also regularly review and study a wide range of design concepts from across the world, which helps us identify and select distinctive styles across different product categories. Our team of product designers and engineers work closely to ensure our products are aesthetic, functional, durable, and cost-effective to manufacture.

Over the years, we have introduced innovative products to set us apart in the market. For example, our advanced sleep tech products, such as Regul8 and Track8 from the Zense range, showcase our dedication to enhancing sleep quality through technology. Regul8 is designed to regulate the temperature of the mattresses, featuring water-based active temperature regulators. Track8 is a non-wearable, contactless smart technology that monitors sleep patterns and provides valuable insights to users, helping them understand their sleep habits and make informed decisions to improve their overall sleep quality.

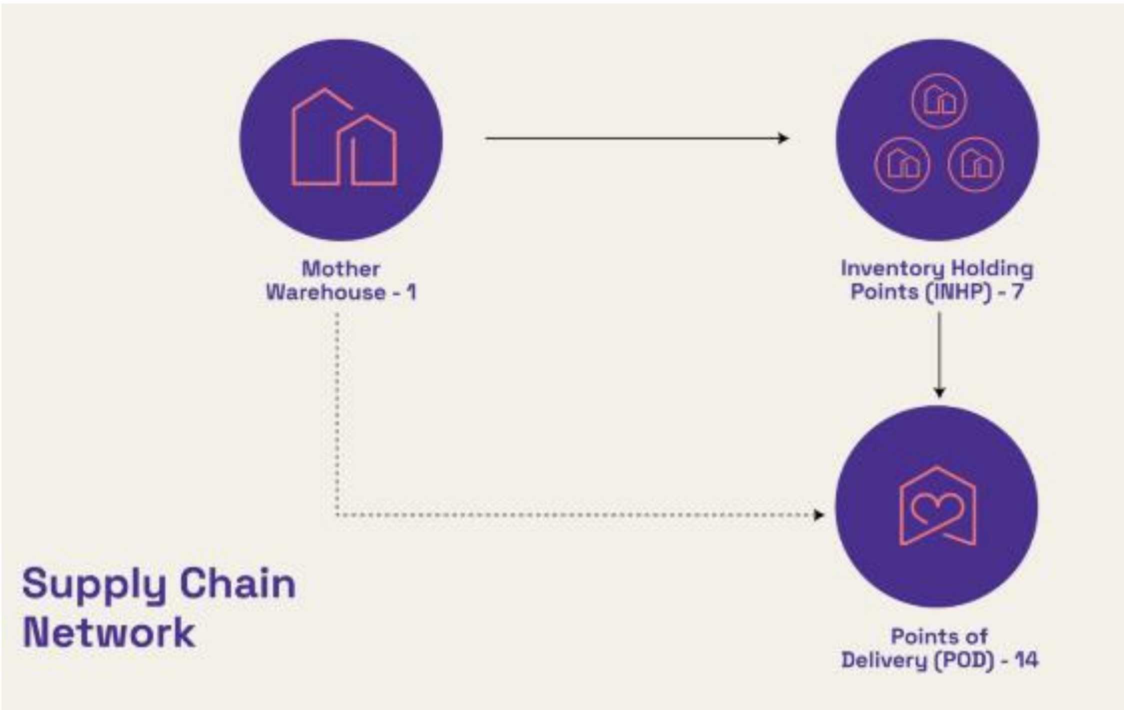
3. Full-stack vertically integrated operations with differentiated processes and technical capabilities

Our full-stack vertically integrated operations enable us to control every aspect of our operations, from conceptualizing, designing and engineering our products to manufacturing, distribution and providing customer experience and engagement. We believe that this approach enhances operational efficiency, builds brand loyalty, and gives us a competitive edge.

- *Design, engineering, and manufacturing*. We focus on tech-centric R&D, engineering, and prototyping. We use computer-aided design ("**CAD**") to create detailed and accurate product designs, and computer-aided manufacturing ("**CAM**") to control the machines that produce our products. We use tools for visualizing and conceptualizing products with precision. Every product is designed with functionality, dimensions, and ergonomics in mind. We upload our product designs to the cloud, enabling access throughout the manufacturing process. Any design changes made in the cloud are automatically recognized and applied by our linked machinery across all production facilities. This automated system reduces errors, eliminates manual reconfiguration, boosts efficiency, and minimizes downtime.



- *Supply chain and logistics*. Our well-structured supply chain network includes one mother warehouse in Hosur (1.55 lakh square feet), seven INHPs (ranging from 10,000 to 55,000 square feet), and 14 PODs (ranging from 800 to 5,600 square feet), as of December 31, 2024. The mother warehouse serves as the primary inventory repository and main distribution point. INHPs hold inventory for mattresses and marketplace-serviced categories, reducing delivery times and logistics costs. PODs act as transit hubs for last-mile deliveries and bases for furniture installers. This network is supported by installation and post-sale assembly services, ensuring seamless delivery and customer satisfaction. As of December 31, 2024, we had a team of 196 employees dedicated to providing installation services for our furniture, ensuring a seamless and professional experience for our customers.

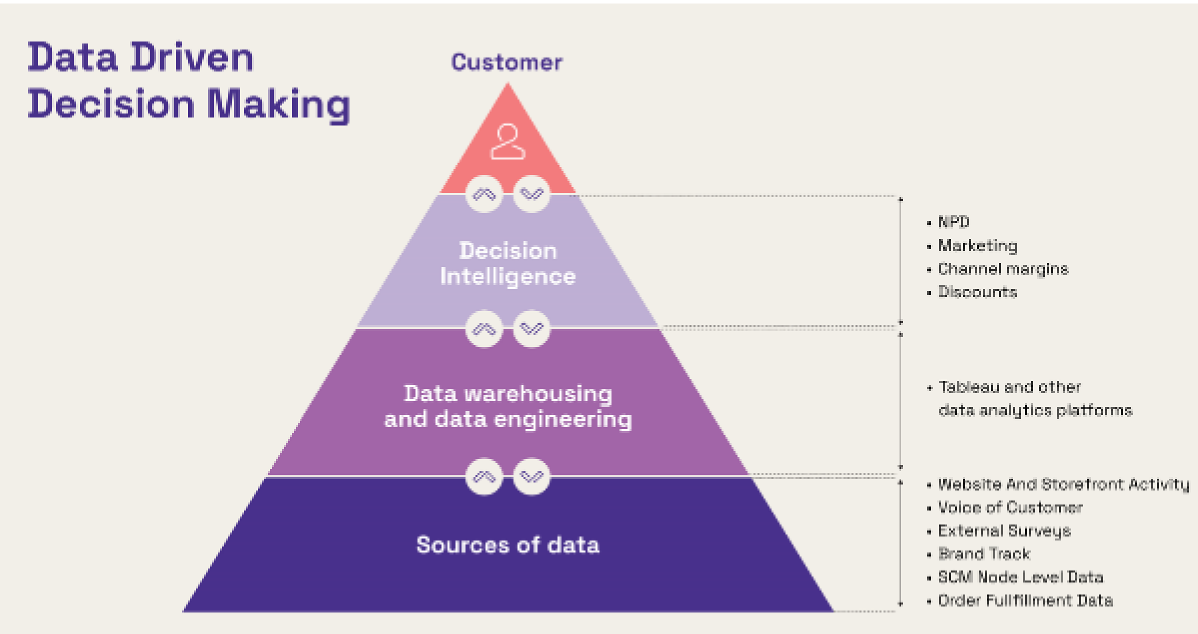


We optimize our supply chain and logistics processes by leveraging roll-pack technology to reduce the space and volumetric weight of mattresses, using flat-pack packaging for efficient storage and replacement of parts and hardware in furniture, and utilizing reusable covers during the delivery of sofas to customers, all contributing to a more efficient and cost-effective logistics process, leading to faster deliveries. Further, our SAP-ERP integration streamlines our operations, from manufacturing to sales, ensuring efficiency and accuracy across our business processes.

- *Customer experience and engagement*. Our direct interaction with customers through our website and COCO – Regular Stores is integral to our full-stack approach, allowing us to build strong customer relationships and brand loyalty. We are committed to enhancing the customer experience through the integration of advanced technologies. We conduct A/B testing to compare customer behaviour across two versions of our webpages, ensuring we make informed decisions that consistently improve conversion rates. We automate decision-making processes to enhance the efficiency of our customer relationship management ("**CRM**"), ensuring our customers have a positive experience with us. Further, we have developed 'Wixy', our interactive customer service chatbot, in order to provide prompt and efficient services to our customers.

- *Data and analytics*. We place emphasis on data and analytics to enhance operational efficiency, enrich customer experiences, and guide strategic decisions. We derive data from a variety of sources, such as customer interactions on our website, direct customer feedback, external surveys, brand health tracks detailed supply chain management node-level data, and order fulfilment information. We use this data to gain insights into customer preferences and behaviours, helping us align our operations with market trends and stay competitive. We store and manage this data using data warehousing and engineering tools. We use data visualization tools such as Tableau (a product of Salesforce.com India Private Limited) and Snowflake to analyse and present complex data in an understandable format. We leverage these insights to inform our product development, marketing strategies, fine-tune our channel margins and pricing decisions. We are ISO/IEC 27001:2022 certified, attesting to our commitment towards adhering to best practices and principles for managing information security risks. As of December 31, 2024, we had a team of 29 employees who specialized in deriving, analysing, and generating insights from data to support these efforts.

  The figure below depicts our approach to leveraging data for informed decision making:



We operate five manufacturing facilities of which two are situated at Bengaluru, Karnataka, two at Hosur, Tamil Nadu and one at Sonipat, Haryana. Our facilities are equipped with imported machinery and automation technologies, such as robotic arms and roller belts, which streamline the production process and reduce waste. We continuously invest in enhancing our manufacturing capabilities and automation. Our focus is on efficient production processes, quality manufacturing, and technological innovations. Advanced automation ensures agility and precision, meeting production demands while minimizing wastage. During the nine months ended December 31, 2024, our available capacity was 0.92 million mattresses, 0.44 million furniture and 2.64 million furnishing. We employ AI-driven safety systems to monitor operations, ensuring reliability and safety throughout the production cycle. We focus on sustainability by minimizing waste with polyurethane ("**PU**") rollers and adopting 3-ply cardboard packaging. We also recycle foam scraps to create rebonded foam, supporting our commitment to eco-friendly practices.

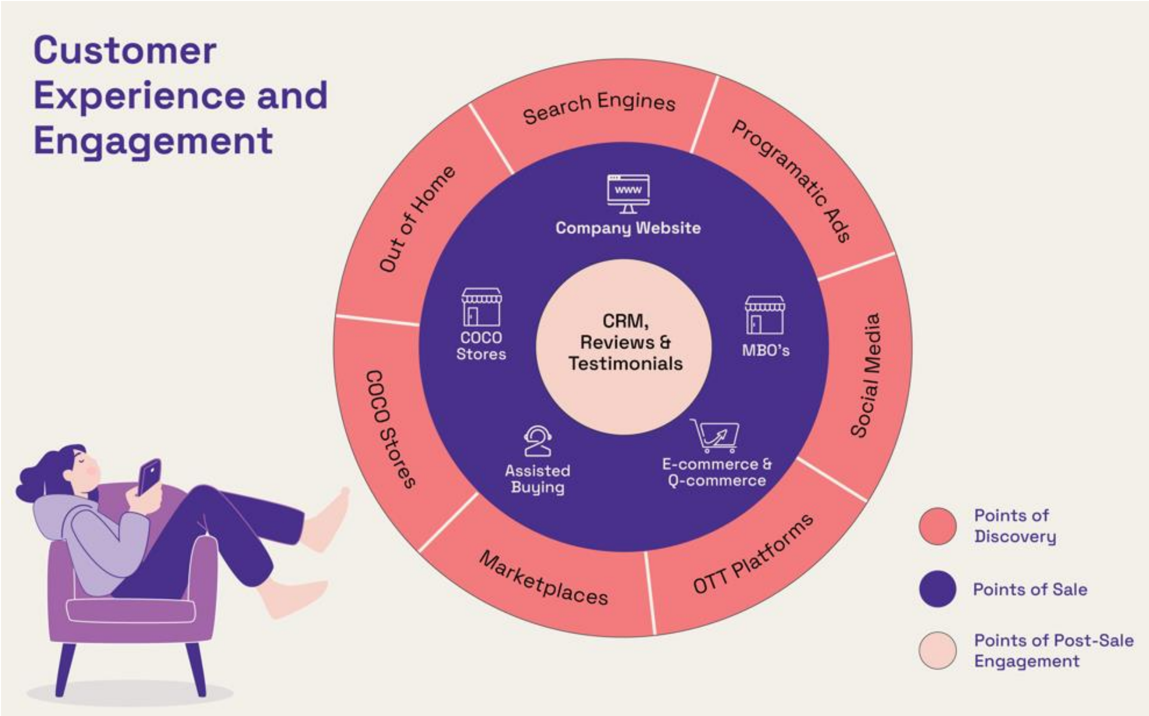
We also prioritize innovative design for space optimization. We design and engineer our products with the entire downstream process in mind, from production to installation. This approach allows for designs optimised for flat-packing, improving production efficiency and reducing inefficiencies in manufacturing, storage, and logistics. We design most components for versatility, enabling their use across multiple SKUs. This leads to high-volume manufacturing of components, which are then customized to create different products, reducing costs and increasing installation productivity. Assigning trained delivery personnel to carry out product installations streamlines the post-purchase customer experience, reducing wait times and enhancing customer satisfaction, (*Source: Redseer Report*) and we have trained our furniture fitters to undertake furniture deliveries, ensuring time and cost efficient deliveries.

We have implemented cost optimization initiatives across our furniture and mattress manufacturing processes. We focus on increasing process efficiency, utilization, and reducing returns and wastage. For example, we have introduced agile processes such as 'Every Part Every Interval' ("**EPEI**") to minimize wastage. In furniture manufacturing, we laminate raw boards in-house instead of purchasing pre-laminated boards, which reduces costs and enhances our ability to customize products according to specific requirements.

We prioritize quality assurance through testing and certifications. We conduct evaluations for strength, stability, and durability on prototypes of each product at labs such as S G S India Private Limited and TUV Rheinland India Private Limited. We simulate long-term use across predefined cycles and weights to ensure our products meet high standards of performance. We subject each new product to thorough testing, including load testing for furniture and compression testing for mattresses and sofas. Our dedication to these standards ensures that our products are not only durable but also certified for reliability and safety.

4. Omnichannel sales presence and strategically located store network

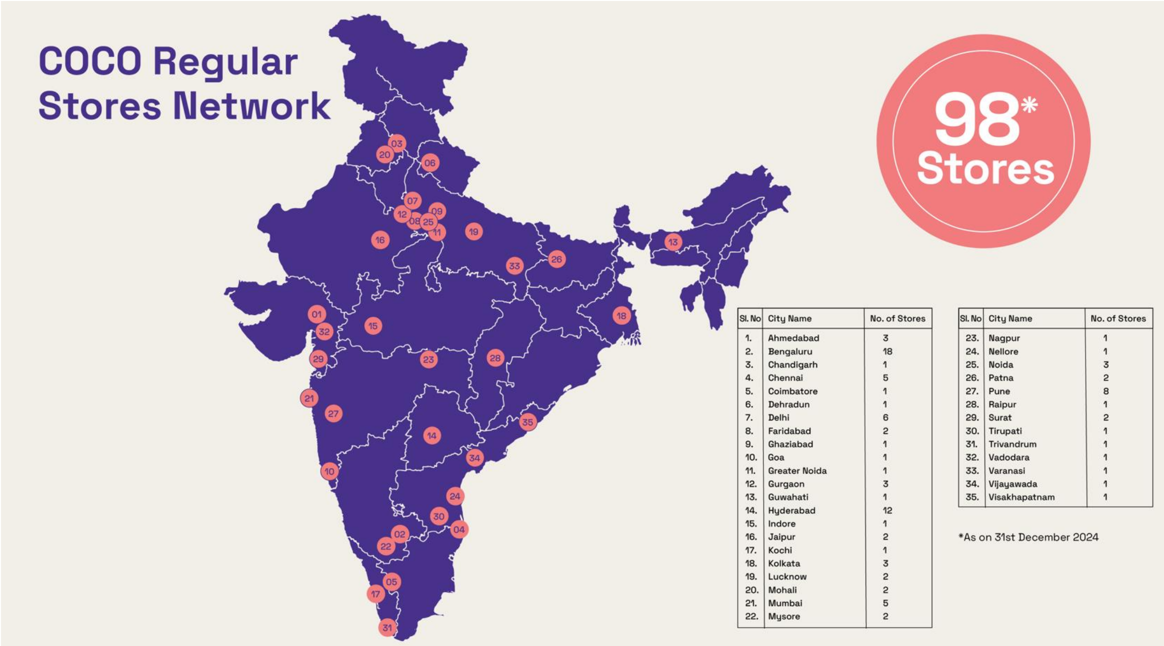
We have built a comprehensive sales network that blends our own channels (i.e., our website and COCO – Regular Stores) and external channels (i.e., marketplaces and MBOs), ensuring easy access to our products for our customers. Our strong marketing initiatives ensure that customers can discover our brand through various platforms, including search engines, social media, OTT platforms, marketplaces, and physical retail stores. Once they discover us, they have multiple options to engage with our brand, including our website, COCO – Regular Stores, MBOs and marketplaces. We take a structured approach to integrating these various customer touchpoints, ensuring a cohesive experience that provides consistency across all channels and enhances overall customer satisfaction. D2C players that have a well-executed omnichannel strategy are outpacing traditional players by seamlessly integrating offline experience centres with their online D2C model. (*Source: Redseer Report*) Accordingly, we believe that our omnichannel presence provides us with a competitive advantage over traditional players in the home and furnishings market.



Our own channels

- *Our website*. Our website provides a seamless shopping experience, with easy navigation, comprehensive product details with rich content, and tools such as measurement guides and 3D renders to assist customers in making well-informed decisions.

- *COCO – Regular Stores*. These stores offer customers a hands-on experience with our products, enhancing their understanding and trust in our brand. We have grown our COCO – Regular Stores from 1 as of March 31, 2022 to 98 as of December 31, 2024, located in 35 cities across 18 states and 2 union territories. In the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, we have added 48, 34, 22 and 1 COCO – Regular Stores, respectively. Our COCO – Regular Stores are exclusive brand outlets operated by the Company from exclusively leased, sub-leased or licensed premises, ranging from 1,361 square feet to 8,867 square feet, with the average store size of 3,440.90 square feet. Our COCO – Regular Stores, especially for furniture, serve as experience centres without holding bulky inventory, thereby improving our capital efficiency. Our strategy for adding new COCO – Regular Stores is data-driven, focusing on identifying locations with higher business potential. We assess market demand, population density, and demographic trends to understand where our products have the best potential. By analysing customer data, we pinpoint underserved areas that could benefit from our COCO – Regular Stores. We also review the sales performance of our existing COCO – Regular Stores to identify successful patterns and replicate them in new areas. This strategic approach has been instrumental in our retail store expansion, resulting in only 7 stores closures, most of which were closed due to property changes within the same geographic catchment.



Sl. No	City Name	No. of Stores
1.	Ahmedabad	3
2.	Bengaluru	18
3.	Chandigarh	1
4.	Chennai	5
5.	Coimbatore	1
6.	Dehradun	1
7.	Delhi	6
8.	Faridabad	2
9.	Ghaziabad	1
10.	Goa	1
11.	Greater Noida	1
12.	Gurgaon	3
13.	Guwahati	1
14.	Hyderabad	12
15.	Indore	1
16.	Jaipur	2
17.	Kochi	1
18.	Kolkata	3
19.	Lucknow	2
20.	Mohali	2
21.	Mumbai	5
22.	Mysore	2

Sl. No	City Name	No. of Stores
23.	Nagpur	1
24.	Nellore	1
25.	Noida	3
26.	Patna	2
27.	Pune	8
28.	Raipur	1
29.	Surat	2
30.	Tirupati	1
31.	Trivandrum	1
32.	Vadodara	1
33.	Varanasi	1
34.	Vijayawada	1
35.	Visakhapatnam	1

*As on 31st December 2024

External channels

- *Marketplaces*. Our products are sold on various marketplaces, including major e-commerce platforms, such as Pepperfry Limited and quick commerce platforms, offering customers the convenience of shopping on platforms they are familiar with.

- *MBOs*. Our products are available in various MBOs, including Pai International Electronics Limited, providing additional touchpoints for customers. Further, we commenced our MBO operations on April 5, 2022, and within a period of less than three years, our MBO store count has grown to 1,107 stores, located in 278 cities across 24 states and 3 union territories, as on December 31, 2024.

The table below shows a breakdown of our revenue from operations from multiple sales channels for the period/years indicated, highlighting a strong revenue from operations from our own channels (i.e., our website and COCO – Regular Stores) as well as growing revenue from operations from other channels:

Channels	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations
Our own channels*	5,319.63	54.78%	5,750.60	58.30%	4,672.55	57.50%	3,758.20	59.41%
Others** (includes marketplaces + and MBOs^	4,391.23	45.22%	4,112.93	41.70%	3,453.65	42.50%	2,567.67	40.59%
Total	**9,710.86**	**100.00%**	**9,863.53**	**100.00%**	**8,126.20**	**100.00%**	**6,325.87**	**100.00%**

**Our own channels include our website and COCO – Regular Stores.*
***Others include marketplaces and MBOs.*
+ *Marketplaces include e-commerce platforms and quick commerce platforms.*
^ *MBOs refers to outlets where multiple brands products are sold and the same are operated by third parties.*

5. Our multi-faceted marketing approach enhancing our brand image

Our multi-faceted marketing approach focusses on building strong, enduring relationships and bolstering customer loyalty to our brand. This involves a blend of community engagement, strategic marketing, celebrity collaborations, and cultural integration, all of which are essential in shaping our overall brand image.

- *Community engagement*. We engage with our community through initiatives that create meaningful connections. For example, our 'Sleep Internship' initiative, which invited people to apply for a position where their job was to sleep nine hours a day for a consecutive period of 100 days to promote the correlation between quality sleep and enhanced quality of life, garnered over 4.10 million views on social media platforms and 1.10 million applications across three seasons. We believe that this initiative exemplifies our dedication to community engagement. We have also been publishing the Great Indian Sleep Score, our annual survey report, for eight consecutive editions since 2018 on World Sleep Day, celebrated every year on the Friday before the March equinox. This report is widely disseminated and covered through various news campaigns.

- *Marketing campaigns*. We execute strategic marketing campaigns to raise brand awareness and drive engagement through creative and memorable advertising. Our campaigns such as 'Andar ke bacche ko jagao', 'Kumbhakaran', and 'Gaddagiri' have captured public attention, showcasing our ability to create impactful and relatable content that resonates with our target audience.

- *Celebrity collaborations*. We leverage the influence of popular influencers and celebrities to reach new customers and enhance our brand's appeal. We leverage the influence of popular influencers and celebrities to reach new customers and enhance our brand's appeal. We have in the past, collaborated with popular celebrities, including Vijay Singh Deol a.k.a. Bobby Deol, Ayushmann Khurrana and Rashmika Mandanna to boost brand awareness.

- *Cultural integration*. We integrate our brand into cultural phenomena through strategic placements in topical media and advertising, aligning with current trends and cultural conversations to enhance brand relevance and engagement. This form of product integration allows us to showcase our products in a relatable context, making our brand a part of everyday conversations and experiences.

We also conduct targeted performance marketing campaigns through social media and search engines. We maintain a disciplined approach to our marketing spend, focusing on achieving significant brand visibility and customer engagement without incurring excessive costs. This approach ensures that our marketing efforts are both efficient and sustainable, contributing to our overall financial health. In the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, our advertisement and business promotion expenses were ₹ 826.87 million, ₹ 773.64 million, ₹ 959.09 million and ₹ 612.10 million, representing 8.51%, 7.84%, 11.80% and 9.68% of our revenue from operations, respectively.

Our customer engagement and marketing capabilities have resulted in strong customer retention. In the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, our repeat customers (i.e., customers who made purchases on our own channels using the same mobile numbers), contributed ₹ 2,669.90 million, ₹ 2,939.46 million, ₹ 2,139.49 million and ₹ 1,326.34 million, which represented 27.49%, 29.80%, 26.33% and 20.97% of our revenue from operations, respectively. Our commitment to delivering quality customer experiences is also reflected in the rating for our products on popular e-commerce platforms. For example, as of December 31, 2024, the rating for our products on a major global e-commerce platform was 4.4 out of 5 for mattresses, 4.4 out of 5 for furniture and 4.3 out of 5 for furnishings, and on another major homegrown e-commerce platform was 4.4 out of 5 for mattresses, 4.3 out of 5 for furniture and 4.3 out of 5 for furnishings. These ratings reflect the high level of satisfaction our customers have with our products.

6. *Business model with a track record of delivering financial growth*

We have established a track record of consistent financial growth driven by operating leverage and optimizing process efficiencies. The table below sets forth certain financial information for the years/ period indicated:

Particulars	As of/ for the nine months period ended December 31, 2024	As of/ for the year ended March 31, 2024	As of/ for the year ended March 31, 2023	As of/ for the year ended March 31, 2022
Revenue from operations (₹ million)	9,710.86	9,863.53	8,126.20	6,325.87
Revenue by channel (₹ million)				
Online (A= website + marketplace)	6,677.83	7,466.08	7,269.92	6,270.99
Percentage of online revenue on revenue from operations	68.77%	75.69%	89.46%	99.13%
Offline (B= COCO Regular + MBO)	3,033.03	2,397.45	856.28	54.88
Percentage of offline revenue on revenue from operations	31.23%	24.31%	10.54%	0.87%
Loss for the period/ year (₹ million)	(88.09)	(150.53)	(1,456.83)	(1,065.20)
PAT margin (%)(1)	(0.91)%	(1.53)%	(17.93)%	(16.84)%
EBITDA(2) (₹ million)	764.01	658.49	(857.52)	(749.22)
EBITDA margin (%)(3)	7.87%	6.68%	(10.55)%	(11.84)%
Adjusted EBITDA(4) (₹ million)	881.01	788.69	(785.62)	(697.22)
Adjusted EBITDA margin(5) (%)	9.07%	8.00%	(9.67)%	(11.02)%
Return on Capital Employed (in %)(6)	1.22%^	0.27%	(20.50)%	(21.20)%
Net working capital days (7) (in days)	11.92	6.89	20.44	27.36

^ Figures for nine months period ended December 31,2024 have not been annualized.

(1) PAT margin is calculated as Loss for the period/year as a percentage of Revenue from operations.

(2) EBITDA is calculated as Loss for the period/year plus Tax Expense plus Finance costs plus Depreciation and Amortisation.

(3) EBITDA margin is calculated as EBITDA as a percentage of Revenue from operations.

(4) Adjusted EBITDA is calculated as Loss for the period/year plus Tax Expense plus Finance Costs plus Depreciation and Amortisation plus Share based payment expense.

(5) Adjusted EBITDA margin is calculated as Adjusted EBITDA as a percentage of revenue from operations.

*(6) Return on Capital Employed is calculated as (Earnings before interest and taxes("EBIT") divided by capital employed) *100. EBIT is*

calculated as loss for the period/year plus tax expenses plus finance costs. Capital Employed is calculated as the sum of total equity, current borrowings, current lease liabilities, non-current borrowings, non-current lease liabilities.

(7) *Net working capital days is calculated as (Average Net working capital divided by Revenue from Operations)*365. However, for the nine months period ended December 31, 2024, Net working capital days is calculated as (Average Net working capital divided by Revenue from Operations)*275. Net working capital is calculated as Inventories plus Trade Receivables minus Trade Payables.*

OUR STRATEGIES

1. Strategic expansion of COCO – Regular Stores and enhance sales on our website

We intend to continue expanding our retail network to enhance our market reach and improve customer accessibility, while also undertaking initiatives to further enhance sales on our website.

Opening COCO – Jumbo Stores and additional COCO – Regular Stores

We opened our first COCO – Regular store in Lucknow, Uttar Pradesh on March 11, 2022. Since then, we have grown our COCO – Regular Stores from 1 as of March 31, 2022, to 98 as of December 31, 2024, located in 35 cities across 18 states and 2 union territories. In the nine months period ended December 31, 2024, the average order value for our COCO – Regular Stores was 56.99% higher than the average order value for our website. We intend to open additional COCO Stores in the following store formats tailored to the needs of different markets:

- *Opening COCO – Jumbo Stores*. We intend to strategically set up COCO – Jumbo Stores, each spanning 50,000 to 200,000 square feet, to offer a comprehensive range of our products and provide a one-stop shopping experience. These stores will serve as regional hubs, attracting customers from a broader geographic area, thereby driving increased footfall and higher sales volumes. These stores will offer a wide range of products, allowing customers to address their various home and furnishings shopping needs in a single visit. Leveraging our extensive product portfolio across various price points, our COCO – Jumbo Stores will provide a comprehensive shopping destination where customers can explore and visualize multiple design options for bedrooms, living rooms, and other home setups under one roof. We intend to open two COCO – Jumbo Stores in Bengaluru, Karnataka, of which, one is proposed to be funded through a portion of our Net Proceeds. For further details, see "*Objects of the Offer – Capital expenditure to be incurred by our Company for setting up of 117 new COCO – Regular Stores and one COCO – Jumbo Store*" on page 112. Further, we may integrate restaurant amenities into our COCO – Jumbo Stores to enhance customer experience, thereby increasing visit duration, loyalty, and revenue per visit, ultimately improving overall store performance.

- *Opening additional stores in existing COCO – Regular Store*. We recognize that not all cities or clusters have the potential to generate sufficient revenue to sustain the capital expenditure and operating expenditure of a COCO – Jumbo Stores. Therefore, we intend to continue opening more COCO – Regular Stores in our existing format in locations where they are well-suited. The size, number and exact area of the COCO – Regular Stores may vary and depend on various factors such as type/format of the catchment area, availability of suitable locations, lease rentals, potential footfall, and competition within a given region or across regions. We intend to open COCO – Regular Stores of varied sizes, tailored to specific catchment areas for mattress, furniture and furnishings products. We also intend to tap into smaller cities and towns and underserved pockets of metropolitan cities in India. By opening stores in these locations, we aim to capture customers who are not converting due to the lack of a touch-and-feel experience in the home and furnishing business. For further details, see "*Objects of the Offer – Capital expenditure to be incurred by our Company for setting up of 117 new COCO – Regular Stores and one COCO – Jumbo Store*" on page 112.

We will leverage detailed insights on store location identification, demographic insights, foot traffic analysis, revenue projections, and retail competition to implement our expansion plans. This data-driven approach will enable us to ensure that our new COCO – Regular Stores are situated in high-visibility locations with customer potential.

We may also expand our retail stores through a franchise model which we believe will allow us to scale our footprints.

Enhance sales on our website

We intend to build on our past successes and implement a comprehensive strategy to further enhance sales on our website. In the past, we have undertaken certain initiatives, such as offering same or better delivery speeds compared to certain marketplaces, with next-day delivery of our mattress SKUs in key cities. We also leveraged performance marketing channels to target customers in key cities, presenting a value proposition that we believe distinguishes our offerings from those of our competitors. We have also leveraged partnerships with leading banks and payment partners to offer competitive financing options, aligning with the benefits available on marketplaces. We have also created new buying occasions, such as World Sleep Day, to drive traffic and engagement on our website. Leveraging the flexibility of our own platform compared to rigid marketplace listings we have enhanced the customer experience on our website through rich content, intuitive navigation, and seamless checkout processes. We launched certain product offerings exclusively on our website and introduced an own channel exclusive 100-day free trial period, both of which enabled us to drive sales. We intend to enhance our delivery capabilities by expanding our current POD network. This will allow us to offer same-day delivery for a select range of products in specific areas.

We also intend to expand our network of MBOs, which has grown from the first MBO store on April 5, 2022 to 1,107 MBO stores as on December 31, 2024 in 278 cities across 24 states and 3 union territories. We intend to do so by carefully selecting and partnering with a diverse range of dealers that align with our vision of offering quality products.

2. Synergistic, data-driven product category expansion with a focus on scaling our operations

Our strategy for product expansion involves introducing products that complement our existing offerings to become a complete home and furnishing solutions brand. This approach enhances our upsell and cross-sell opportunities, thereby increasing our share in the customer's wallet and customer lifetime value. For example, in the past, we have expanded from mattresses to include furnishings such as pillows, bed sheets, comforters, beds, sofas and wardrobes.

We intend to expand our product range within each category. We will support our product expansion strategy with data-driven decision-making, focusing on the optimal development of SKUs across various categories. Further, consumer preferences across home and furnishings categories are shaped by a balance of utility and aesthetics. (Source: *Redseer Report*) We will leverage our data-driven approach to analyse market trends, recognize patterns in coordinated aesthetics and sales data to ensure that our product offerings are aligned with market demands and customer needs and preferences.

We intend to scale up our furniture business by employing the customer-centric approach which helped us build our mattress business. This involves offering high-quality products that provide strong value for money, conducting delight calls for feedback, and building word-of-mouth through brand trust. We plan to continue launching new furniture products with high growth potential. We have in the past introduced new products to meet market demands. For instance, in Fiscal 2025, we launched 2,534 SKUs in the furniture category, and in Fiscal 2024, we launched 1,065 SKUs in the furniture category. Further, we launched 3,070 and 2,333 SKUs across all our categories in Fiscal 2025 and Fiscal 2024, respectively. To support our growth, we plan to expand our furniture production capacity by investing in advanced machinery and equipment designed for producing engineered wood furniture. For further details, see "*Objects of the Offer – Capital expenditure to be incurred by the Company for purchase of new equipment and machinery*" on page 118.

In the mattress category, we have introduced innovative products in the past and continue to do so to set us apart in the market. For example, our advanced sleep tech products, such as Regul8 and Track8 from the Zense range, showcase our dedication to enhancing sleep quality through technology. For further details of our sleep tech products, see "- *Our Business Operations – Smart products*" on page 201. We are currently pilot testing a technology that will help us offer personalized mattresses. This technology leverages firmness customization techniques to create mattresses tailored to individual needs.

We also intend to introduce a range of premium products across our product categories. For example, we launched the 'Plus' range products for our mattresses, sofas, and wardrobes, which offer enhanced features and quality. This strategy enables us to increase the average spend per customer and target a broader customer base, including those seeking premium solutions.

We intend to explore opportunities to acquire entities that will help us expand our existing product categories and diversify into new ones, ultimately broadening our customer base and driving growth. Further, we may venture into interior designing business leveraging our experience in developing complete home and furnishing solutions, further extending our offerings with customised furniture options within our existing design ethos.

3. Continue to develop, invest and increase brand salience and brand awareness

We intend to enhance our brand salience and awareness through strategic initiatives. Our approach involves leveraging sales and marketing strategies that have proven effective in the past. Our customer outreach strategy aims to foster lasting relationships and strengthen brand loyalty through a mix of community engagement, marketing, celebrity collaboration, and cultural integration. For further details, see "- *Our Strengths - Our multi-faceted marketing approach enhancing our brand image*" on page 187.

We plan to continue engaging brand ambassadors to connect with a broader audience, build a brand identity, and foster customer trust. We will maintain our focus on digital marketing, using search engine optimization and performance marketing to increase visibility on major search engines. We aim to create a brand identity through meaningful endorsements and viral content that resonate with customers, driving awareness and enhancing brand recall.

We intend to partner with influencers who align with our brand values to engage our target audience and amplify our message through contextualised meaningful endorsement. We will continue to use market intelligence insights from various platforms to shape our marketing strategies and align them with customer trends and preferences. We also plan to maintain propositions, such as the 100-day trial, which have differentiated us in the market and built customer trust. We were the first organised player in India to offer a 100-day free trial and return policy for mattresses. We also led the industry as the first organised player in India to introduce 100% refund policy for mattresses. (*Source: Redseer Report*) Through these initiatives, we aim to enhance our brand salience and awareness and solidify our position in the home solutions industry.

We intend to launch and test multiple new brands under the aegis of our 'Wakefit' brand. These new launches are currently at the development stage and are expected to move to the pilot stage. This is being done to specifically target the identified opportunities across different price points and customer segments with targeted product offerings. These initiatives are based on our insights into evolving consumer preferences in both the affordable and premium categories. Our approach is to pilot these brands at a controlled scale and product category, beginning with mattresses, evaluate traction, and scale them progressively based on clear success metrics. We believe that expanding product portfolio through different brand stories/ sub-brands, offers greater incremental revenue potential compared to extending new SKUs within our existing brand architecture. Over time, this house-of-brands strategy will enable us to broaden our addressable market, deepen customer engagement, and enhance our revenue growth trajectory.

Further, we intend to utilize ₹1,084.04 million of our Net Proceeds towards funding of our marketing and advertisement spends, deployed as ₹ 400.00 million in Fiscal 2027, ₹ 484.04 million in Fiscal 2028 and ₹ 200.00 million in Fiscal 2029. For further details, see "*Objects of the Offer - Marketing and advertisement expenses toward enhancing the awareness and visibility of our brand*" on page 119.

4. Leverage technology to enhance customer experience and drive operational efficiencies

We intend to leverage technology to enhance customer experience and drive operational efficiencies. In the past, we have improved our website by incorporating rich content, such as detailed comparison charts, to help customers make informed decisions. We have also streamlined navigation from the home page to category and product pages, ensuring a seamless flow from cart to checkout. This level of customization is only possible on our own website, offering a quality experience compared to the more rigid marketplace listings and enabling us to have control over the customer experience. We have further enhanced the customer experience by enabling live video demos for website users. When a customer requests a demo, they are connected via video call with a store executive who can showcase products in real-time, providing a near-real experience of the product. We have also implemented self-service bots to handle customer queries on the website, increasing transparency and efficiency.

We intend to continue undertaking such initiatives to further enhance our customer experience. For example, we are working on developing bots that will make transaction update calls once an order is placed. We also plan to increase node-level transparency of product delivery status, allowing customers to track their orders as they move through multiple warehouses and logistics partners. This will provide a clear and detailed view of the delivery process, enhancing customer trust and satisfaction. We intend to conduct elaborate A/B tests to personalize the search functionality and other visual elements on our website. We will leverage performance marketing tools to track consumer trends across our discovery channels, providing insights into customer behaviours and preferences. This insight will help us to tailor our marketing initiatives, ensuring they are aligned with audience interests, which will enhance the effectiveness of our campaigns.

Further, we intend to optimize our supply chain and logistics processes by leveraging Radio-Frequency Identification ("**RFID**") technology which tracks and manage inventory in real time, ensuring end-to-end order tracking.

5. Increase customer lifetime value

We are committed to maximizing customer lifetime value by fostering enduring relationships and delivering quality experiences to our customers. Our initiatives on strengthening presence across sales channels, introduction of synergistic products and categories, and a high-engagement marketing approach are all targeted towards increasing customer lifetime value and enhancing share of customer's wallet. For example, we have cross-sold new product categories to our existing mattress customers, offering them additional complementary products that expand their purchasing options. In Fiscals 2022, 2023 and 2024 and 2025, 17.80%, 21.35%, 21.60% and 19.63% of our furnishings customers were existing customers of other categories. Similarly, in Fiscals 2022, 2023, 2024 and 2025, 14.46%, 17.34%, 17.78% and 17.55% of our furniture customers were existing customers of other categories. We have conducted digital campaigns across multiple sales channels to increase awareness of our product categories and have also used targeted communications to highlight related categories based on customers' previous purchases to encourage repeat purchases. We have also launched new and improved variants of mattresses and beds, giving customers the opportunity to upgrade their existing products. Further, our COCO – Regular Stores have played a crucial role in showcasing a wider range of product offerings, allowing customers to experience our products firsthand, which increases their confidence in purchases and results in higher average order value. Further, we have taken trust-building initiatives such as offering a 100-day free trial for mattresses, which further enhance customer confidence and loyalty. We intend to continue and expand on these initiatives to further enhance customer lifetime value.

BUSINESS OPERATIONS

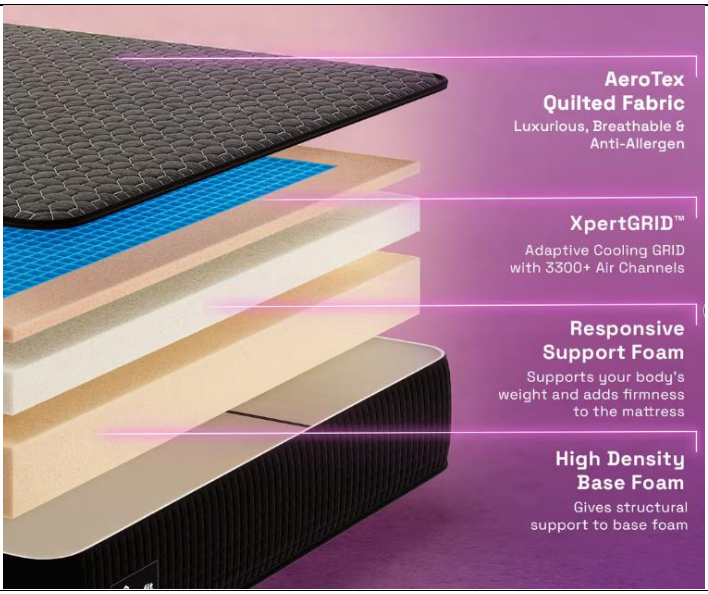
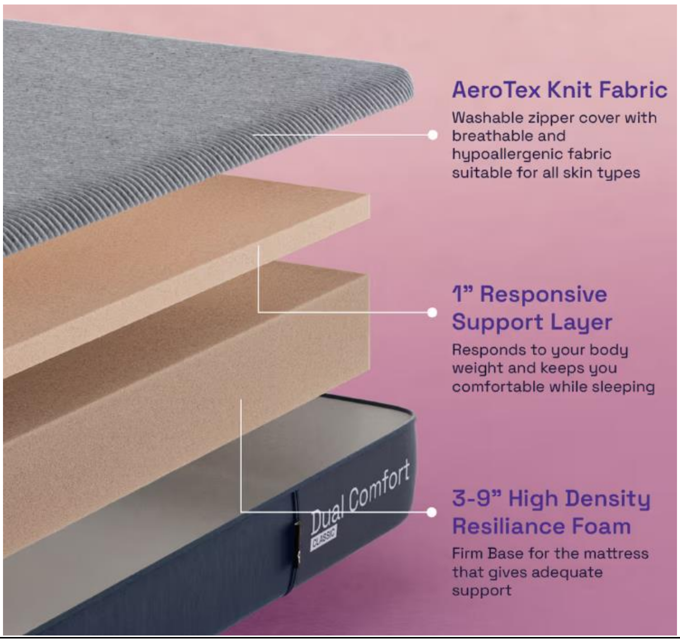
Over the years, we have grown to offer a wide array of products, providing comprehensive home and furnishing solutions to meet customers' evolving needs. We offer our products under three product categories, including mattresses, furniture and furnishings.

Our Product Categories

Mattresses

We offer a diverse range of mattresses, including memory foam, latex, grid, dual comfort, plus, rollup, and foldable options to cater to various customer preferences. We provide these mattresses in sizes such as king, queen, single, double, and custom sizes to fit different bed frames. Our mattresses are available in thicknesses ranging from 4 to 10 inches. We also offer sleep solutions that incorporate advanced AI solutions to regulate temperature, analyze sleep patterns, and provide personalized insights.

Memory foam and ShapeSense mattresses	Our memory foam and ShapeSense mattresses are engineered to offer optimal spinal alignment and pressure relief. Designed using zonal support technology and high-resilience foam layers, these mattresses adapt to the body's contours while ensuring firm support. The open-cell memory foam enhances airflow, promoting a cooler, more comfortable sleep experience. 
EcoLatex mattress	Our ecolatex mattresses combine natural responsiveness with sustainable innovation. Crafted using eco-friendly latex and breathable materials, they offer a comfortable feel with superior airflow. Hypoallergenic and antimicrobial by nature, these mattresses are ideal for users seeking healthier sleep environments. Hybrid variants incorporate individually encased pocket springs for added bounce and body-conforming support. 
Xpert Grid mattress	Our Xpert Grid mattresses feature an advanced hyper-elastic polymer grid that dynamically adapts to body pressure points. The grid structure enhances airflow and temperature regulation while delivering motion isolation and ergonomic support.

	
Dual comfort mattress	Our dual comfort mattresses feature two distinct sleep surfaces within a single product: one side offers a medium-soft feel, while the other provides medium-firm support. This design allows users to select their preferred level of firmness by flipping the mattress. Built with durable and responsive foam layers, this versatile mattress addresses evolving comfort preferences and sleeping postures. 
Rollup mattress	Our rollup mattresses are designed for mobility and convenience without compromising on comfort. Made with high-resilience foam and rolled into compact packaging, these mattresses expand to full size upon unboxing. Ideal for urban lifestyles and compact living, they deliver balanced support and comfort in a highly portable format.

	
Foldable mattress	Our foldable mattresses provide multifunctional comfort and space-saving versatility. Designed in a tri-fold format, they can be used as a mattress, lounger, or guest bed. Built with high-resilience foam and a premium quilted fabric, they offer long-lasting support and comfort, making them ideal for compact homes, travel, or temporary sleeping needs. 

Furniture

We offer a wide range of furniture, including beds and side tables, sofas, wardrobes, dressing tables, cabinets and shelves, kitchen and dining sets, TV units and coffee tables, catering to various design preferences and lifestyle needs, all crafted from natural wood (for example, sheesham) and/ or engineered wood. As of December 31, 2024, we had more than 4,000 SKUs under our furniture product category.

Sofas

Beds

Engineered Wood Beds

Natural Wood Beds

Chair and Seating

Dining Furniture

Cabinets and Shelves

Solid Wood Shelf

Engineered Wood Cabinet

Engineered Wood Cabinet

Engineered Wood Bookshelf

Wardrobes and Dressing Tables

Engineering Wood Wardrobe

Solid Wood Dressing Table

Solid Wood Wardrobe

TV Units and Coffee Tables

Engineered Wood TV Unit

Solid Wood TV Unit

Solid Wood Coffee Table

Furnishings

We offer a wide range of accessories including pillows and cushions, home essentials such as towels, mats, rugs and carpets, yoga mats, runner curtains bathrobes, and home décor and lightings such as table décor, lights and lamps and garden décor.

Pillows and Cushions

Home Essentials

Bathrobe

Carpet

Curtain

Mat

Rug

Runner

Towel

Yoga Mat

Home Décor and Lightings

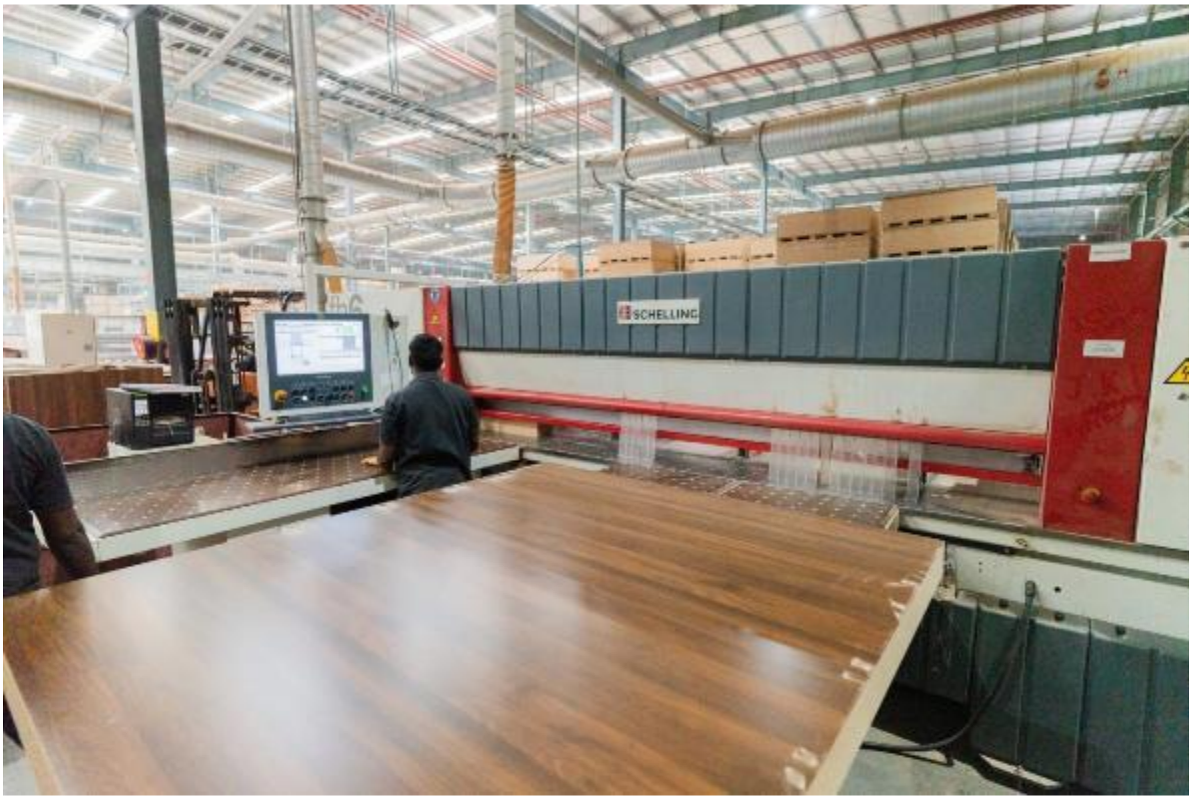
Smart products

The Zense range currently has two SleepTech products as part of its portfolio, Track8 and Regul8. Track8 is a contactless sleep monitoring device that tracks user's heart rate, breathing patterns, and body movement, offering the customer personalized insights to enhance sleep quality. While Regul8 is a mattress temperature controller, which adjusts the temperature based on personal preferences as well as sleep stages. Our Zense range is designed to provide a comfortable sleep experience through advanced features and innovative technology.

Manufacturing Facilities

As on the date of this Draft Red Herring Prospectus, we operate five manufacturing facilities of which two are situated at Bengaluru, Karnataka, two at Hosur, Tamil Nadu and one at Sonipat, Haryana, the details of which are as follows:

Manufacturing facility	Location	Products manufactured	Built-up area (in square feet)
Manufacturing Facility I	Sonipat, Haryana	Mattress and sofa	1,21,040.00
Manufacturing Facility II	Bengaluru, Karnataka	Chairs and steel bed fabrication and R&D activities.	37,076.00
Manufacturing Facility III	Bengaluru, Karnataka	Accessories- comforter, pillows, bedsheet, protectors, curtains, cushion, bean bag, décor items	70,725.00
Manufacturing Facility IV	Hosur, Tamil Nadu	Engineered wood furniture, solid wood furniture and sofa,	3,44,994.00
Manufacturing Facility V	Hosur, Tamil Nadu	Mattress	1,25,000.00


SCHELLING

For further details, see "– *Properties*" on page 215.

Installed Capacity, Actual Production and Capacity Utilisation

The information relating to the installed capacities, available capacities, actual production and capacity utilisation of certain of our product categories included below and elsewhere in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by Praveen Subramanya, an independent chartered engineer, on behalf of AJVA SP Appraisal Services Private Limited, in the calculation of our capacity. Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our existing manufacturing facilities included in this Draft Red Herring Prospectus. See "*Risk Factors – Information relating to our installed capacity and the historical capacity utilization of our products included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary*" on page 55.

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The following table sets forth certain information relating to the installed capacities, available capacities, actual production and capacity utilisation of certain of our key products for the period indicated:

Manufacturing Unit	Product Categories	As of December 31, 2024				As of and for the financial years ended											
						2024				2023				2022			
		Installed Capacity	Available Capacity	Actual Production	Utilization	Installed Capacity	Available Capacity	Actual Production	Utilization	Installed Capacity	Available Capacity	Actual Production	Utilization	Installed Capacity	Available Capacity	Actual Production	Utilization
		In Numbers (Million)			% of Available Cap.	In Numbers (Million)			% of Available Cap.	In Numbers (Million)			% of Available Cap.	In Numbers (Million)			% of Available Cap.
Manufacturing Facility I	Mattress	0.97	0.22	0.18	81.08%	1.30	0.29	0.18	61.27%	1.30	0.29	0.19	64.48%	0.76	0.25	0.10	38.33%
Manufacturing Facility III	Mattress	0.11	0.05	0.04	88.00%	1.22	0.49	0.42	84.98%	1.30	0.52	0.45	86.31%	1.30	0.52	0.44	85.13%
Manufacturing Facility II	Mattress (Spring)	NA	NA	NA	0.00%	0.27	0.09	0.05	54.70%	0.20	0.07	0.02	33.52%	NA	NA	NA	NA
Manufacturing Facility V	Mattress	1.39	0.65	0.55	84.45%	0.35	0.12	0.06	55.42%	NA	NA	NA	NA	NA	NA	NA	NA
Manufacturing Facility I	Sofa	0.05	0.03	0.02	80.00%	0.05	0.03	0.02	78.00%	NA	NA	NA	NA	NA	NA	NA	NA
Erstwhile Bengaluru Facility IV	Sofa	0.02	0.02	0.02	82.00%	0.22	0.18	0.15	82.00%	0.22	0.16	0.12	80.00%	0.11	0.07	0.06	78.00%
Manufacturing Facility IV	Sofa	0.25	0.13	0.10	80.00%	0.00	0.00	0.00	78.00%	NA	NA	NA	NA	NA	NA	NA	NA
Erstwhile Gurugram Facility	Sofa	NA	NA	NA	0.00%	0.01	0.01	0.01	78.00%	0.08	0.06	0.04	80.00%	0.04	0.03	0.02	77.00%
Erstwhile Pune Facility	Sofa	NA	NA	NA	0.00%	NA	NA	NA	NA	NA	NA	NA	NA	0.01	0.00	0.00	75.00%

Manufacturing Unit	Product Categories	As of December 31, 2024				As of and for the financial years ended											
						2024				2023				2022			
		Installed Capacity	Available Capacity	Actual Production	Utilization	Installed Capacity	Available Capacity	Actual Production	Utilization	Installed Capacity	Available Capacity	Actual Production	Utilization	Installed Capacity	Available Capacity	Actual Production	Utilization
		In Numbers (Million)			% of Available Cap.	In Numbers (Million)			% of Available Cap.	In Numbers (Million)			% of Available Cap.	In Numbers (Million)			% of Available Cap.
Erstwhile Hyderabad Facility	Sofa	NA	NA	NA	0.00%	NA	NA	NA	NA	NA	NA	NA	NA	0.01	0.01	0.01	70.00%
Erstwhile Bengaluru Facility II	Furnishing	2.63	2.05	1.62	79.00%	4.75	3.17	2.38	75.00%	4.75	2.66	1.94	73.00%	4.75	2.61	1.83	70.00%
Manufacturing Facility III	Furnishing	0.94	0.59	0.47	79.00%	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Manufacturing Facility II	Chairs	0.05	0.02	0.01	47.19%	0.15	0.05	0.03	68.89%	0.08	0.03	0.02	57.39%	NA	NA	NA	NA
Manufacturing Facility IV	Solid Wood	0.07	0.05	0.04	81.60%	0.10	0.07	0.05	78.32%	0.09	0.06	0.03	47.14%	NA	NA	NA	NA
Erstwhile Jodhpur Facilities I, II, III and IV	Solid Wood	NA	NA	NA	0.00%	NA	NA	NA	NA	0.01	0.01	0.00	55.00%	0.10	0.06	0.04	62.94%
Manufacturing Facility IV	Engineered Wood	0.27	0.19	0.16	86.07%	0.36	0.24	0.17	72.88%	0.32	0.15	0.09	62.98%	0.05	0.02	0.00	13.56%
Erstwhile Gurugram Facility	Engineered Wood	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	0.00%	0.07	0.04	0.03	70.14%
Manufacturing Facility II	Engineered Wood	NA	NA	NA	NA	NA	NA	NA	NA	0.02	0.01	0.01	59.61%	0.10	0.09	0.05	63.94%

[1] Installed capacity represents the installed capacity as of the last date of the relevant period/ Fiscal and the annual available capacity has been calculated based on the average of daily available capacity for the relevant period/ Fiscal. The installed capacity and the annual available capacity are based on various assumptions and estimates, including standard capacity calculation practice in the home and furnishing industry and capacity of other ancillary equipment installed at the relevant manufacturing facility. Assumptions and estimates taken into account for measuring installed capacities and the annual available capacities include

300 working days in a year. Presently, our manufacturing facilities operate on either a single or double shift schedule, depending on varied demands. The installed capacity has been calculated based on three shifts (each 8 hours each). The calculation for installed capacity assumes that the operational efficiencies observed during a single shift can be replicated across all three shifts.

(2) *Actual production represents quantum of production in the relevant manufacturing facility in the relevant period/ Fiscal.*

(3) *Capacity utilization has been calculated on the basis of actual production in the relevant period/ Fiscal divided by the annual available capacity during such period/ Fiscal.*

(4) *Solid and engineered wood products refer to a variety of furniture products manufactured to meet the specific demands of the furniture market.*

(5) *Below are the manufacturing facilities which have been either moved to different manufacturing facility or merged with existing/new manufacturing facilities.*

(i) Mattress production line at Manufacturing Facility III was moved to Manufacturing Facility V in May 2024.
(ii) Spring mattress production line at Manufacturing Facility II was moved to Manufacturing Facility V in March 2024.
(iii) Sofa production line at erstwhile Bengaluru Facility IV was moved to Manufacturing Facility IV in June 2024.
(iv) Sofa production line at erstwhile Gurugram Facility was moved to Manufacturing Facility I in May 2023.
(v) Sofa production line at erstwhile Pune Facility was moved to Erstwhile Bengaluru Facility IV in November 2021.
(vi) Sofa production line at erstwhile Hyderabad Facility was moved to Erstwhile Bengaluru Facility IV in December 2021.
(vii) Solid wood production line at erstwhile Jodhpur Facility I, erstwhile Jodhpur Facility II, erstwhile Jodhpur Facility III, erstwhile Jodhpur Facility IV was moved to Manufacturing Facility IV in June 2022.
(viii) Home decor and accessories production line at erstwhile Bengaluru Facility II was moved to Manufacturing Facility III in October 2024.
(ix) Engineering wood production line at erstwhile Gurugram Facility was moved to Manufacturing Facility IV in February 2022.
(x) Engineering wood production line at Manufacturing Facility II was moved to Manufacturing Facility IV in June 2022.

Product Development Process

Our product development process involves five steps: conceptualization, engineering, prototyping, production development, and pilot testing.

- *Conceptualization*. Our product conceptualization process starts with an assessment of the latest international design developments for evolving design languages, developments in material engineering, and is guided by functionality, durability, aesthetics, material, and price point to ensure our products are well-suited to meet market needs and customer preferences.

- *Engineering*. Our team works to transform design concept into mass-producible products. This stage involves identifying the most suitable material combinations to ensure not only product durability but also structural stability, particularly in the case of furniture. We also maintain a repository of existing materials and connections that are in the production workstream which helps our team identify the most optimal components for the new designs, thereby leading to lower production cost and higher production efficiency.

- *Prototyping*. Prototypes made of the material combinations identified at the engineering stage undergo rigorous testing for strength, stability, and durability to ensure they meet our standards. Testing is done at external laboratories, such as S G S India Private Limited, TUV Rheinland India Private Limited and our own in-house testing facilities.

- *Production development.* We outline production plan and supply chain operations tailored to the products we have developed and also prepare guidelines for assembly and packaging to ensure efficiency and quality.

- *Pilot testing.* Pilot production runs are conducted for training, operational readiness, and market testing. During this process, we gather feedback from internal teams, including production, operations, supply chain, and logistics, as well as from the customer segments.

Raw Materials and Procurement

Our primary raw materials include chemicals, natural and processed wood, fabrics, glue, and metal goods. Our procurement team sources these materials from India and outside India, focusing on cost, quality standards, inventory management, and supply stability. We have in the past sourced machinery from Europe and East Asia. We monitor market trends, geopolitical scenarios, shipping costs, and regulatory changes to adapt sourcing strategies. We use real-time global price and trend tools for informed decision-making.

We procure raw materials primarily through purchase orders based on our ongoing production needs. We have fostered close relationships with our suppliers to ensure a reliable supply of key raw materials. The availability of multiple suppliers for our key raw materials allows us to readily identify alternative sources. The table below provides our cost of materials consumed, as a percentage of our total expenses, in relevant period/years:

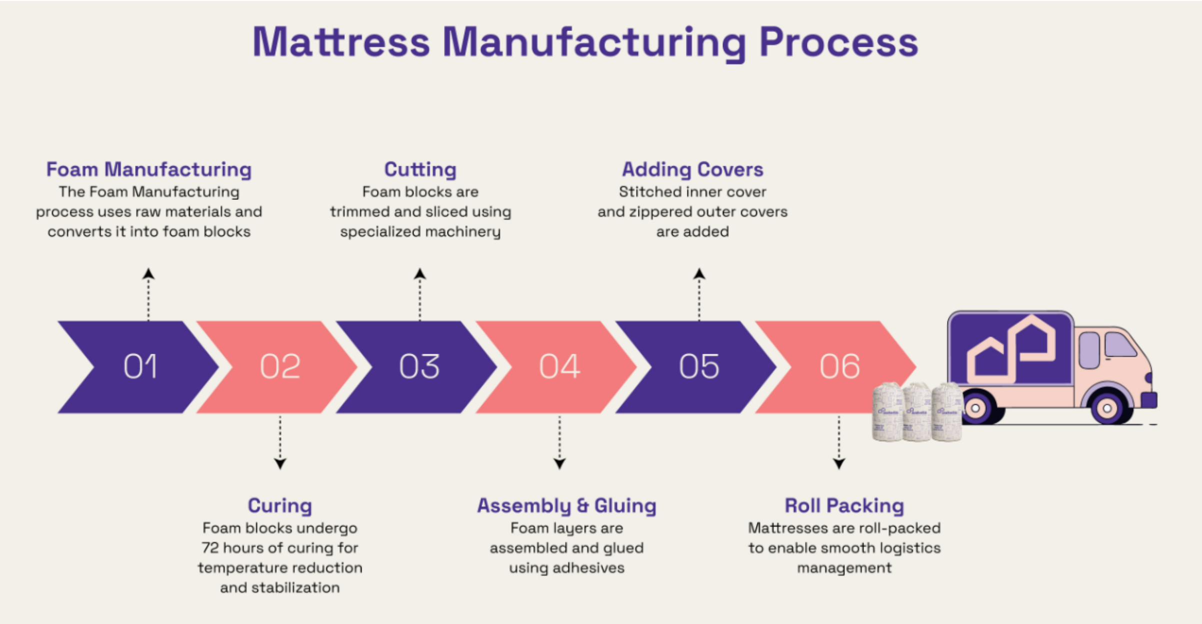
Particulars	December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Cost of materials consumed (*in ₹ million*)	4,468.88	4,639.71	4,717.11	3,800.26
Cost of materials consumed as a percentage of total expenses (%)	44.55%	44.94%	48.85%	51.11%

Key Manufacturing Processes

We are dedicated to delivering quality products to our customers. To achieve this, we utilize advanced automation technologies in our mattress and furniture manufacturing processes, ensuring production agility, precision, and minimal wastage.

Mattress Manufacturing

Our mattress manufacturing process has multiple stages, including foam manufacturing, curing, cutting, gluing, stitching, and roll-packing, supported by AI-driven safety systems to ensure operational reliability. Details of the key steps of the mattress manufacturing process are as follows:



Foam manufacturing - The foam manufacturing process utilizes multiple chemicals with specific formulations, including toluene diisocyanate and methylenediphenyl diisocyanate. We have imported our foam manufacturing machines from Laader Berg AS, a company based in Norway.

Curing and Storage- Foam blocks undergo a 24-hour curing process, during which temperature is closely monitored using AI-based probes to prevent fire hazards. A modular safety system, including extinguishers and temperature-sensing mechanisms, is in place to enhance operational security. After curing, foam blocks are stored for an additional 48 hours. The blocks are stacked up to five levels high, with a storage capacity of 1,400 to 1,500 blocks at a time. The total curing and storage time of 72 hours ensures optimal molecular bonding of the foam.

Cutting - Foam blocks are trimmed and sliced using specialized machinery.

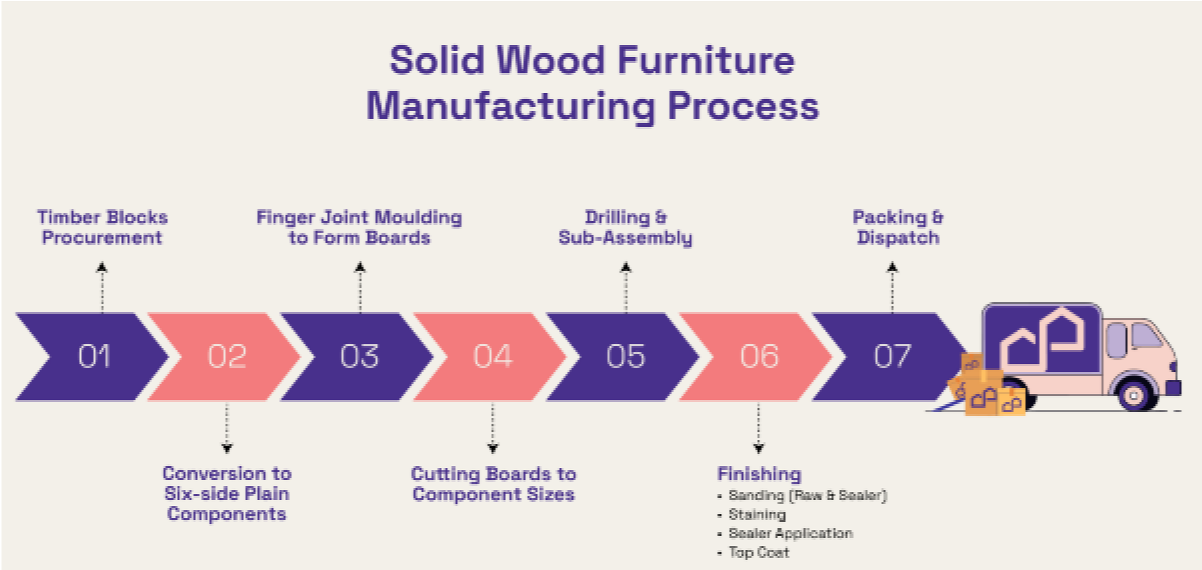
Gluing - Foam layers are assembled and glued using water-based adhesives. A curing period of 60 to 70 minutes ensures bonding at a molecular level. The adhesive used is a water-based glue, (except in case of spring mattresses) which improves efficiency and reduces costs, when compared to hot melt glue.

Customization - Custom mattress orders are further trimmed and finalized during this stage to meet specific customer requirements.

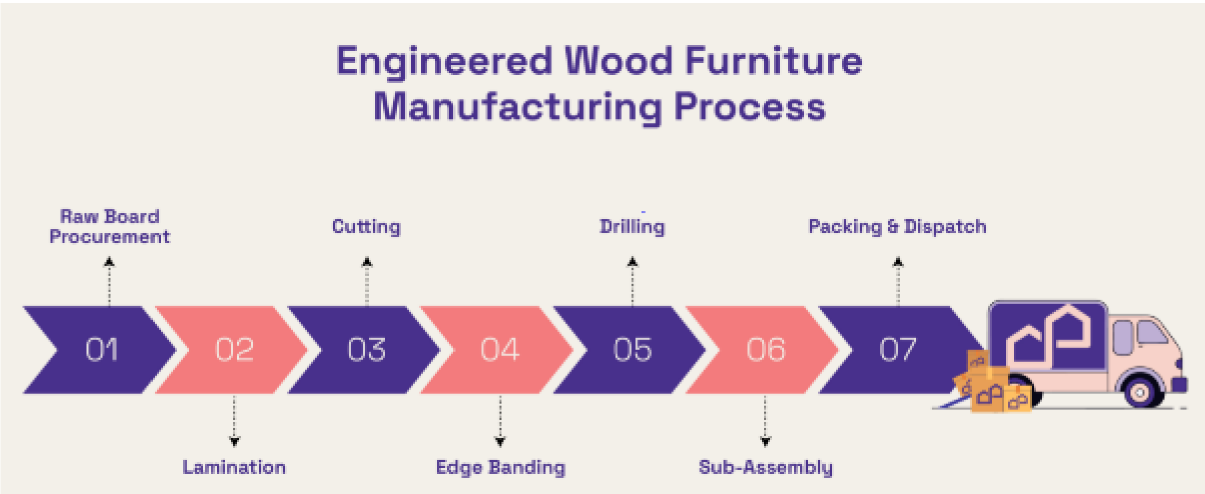
Roll packing – Stitched inner liner and outer covers are applied to the mattress before roll packing.

Furniture Manufacturing

Our furniture manufacturing process combines advanced technology, craftsmanship, and sustainable practices to deliver quality products. For solid wood, we season and treat the raw natural solid wood logs, converting it into six-sided plane components. Our advanced machinery creates variable-sized blocks and planks, which increases yield and reduces costs. This is followed by precision cutting, drilling, and sub-assembly. The finishing steps are sanding, staining, sealer application, and a topcoat for gloss and surface resistance. We use polyurethane-based coatings for superior aesthetics, durability, and scratch resistance, while minimizing health risks.



Our engineered wood processing mechanism includes in-house lamination, optimized cutting for high yield, and edge banding for smooth, durable edges. Final products are flat-packed in 3-ply cardboard boxes to minimize damage and environmental impact. The key steps of our furniture manufacturing process are as follows:



Key Design, Engineering and Manufacturing Practices Across Our Operations

- *Roll-packing technology*. We were one of the first organised players in India to introduce roll-packing technology for mattresses in India by establishing necessary infrastructure for roll-packing, reducing logistics costs compared to conventional transportation of open full form mattresses. (*Source: Redseer Report*) This technology allows us to compress and roll mattresses into compact cylinders or spherocubes/ fillets, making them easier to handle, store, and transport. The roll-packing process is automated, ensuring consistent packaging quality and reducing labour costs. This method also minimizes the risk of damage during transit, maintaining the integrity of our products. Further, roll-packing supports our sustainability efforts by reducing the volume of packaging materials needed and optimizing transportation loads.

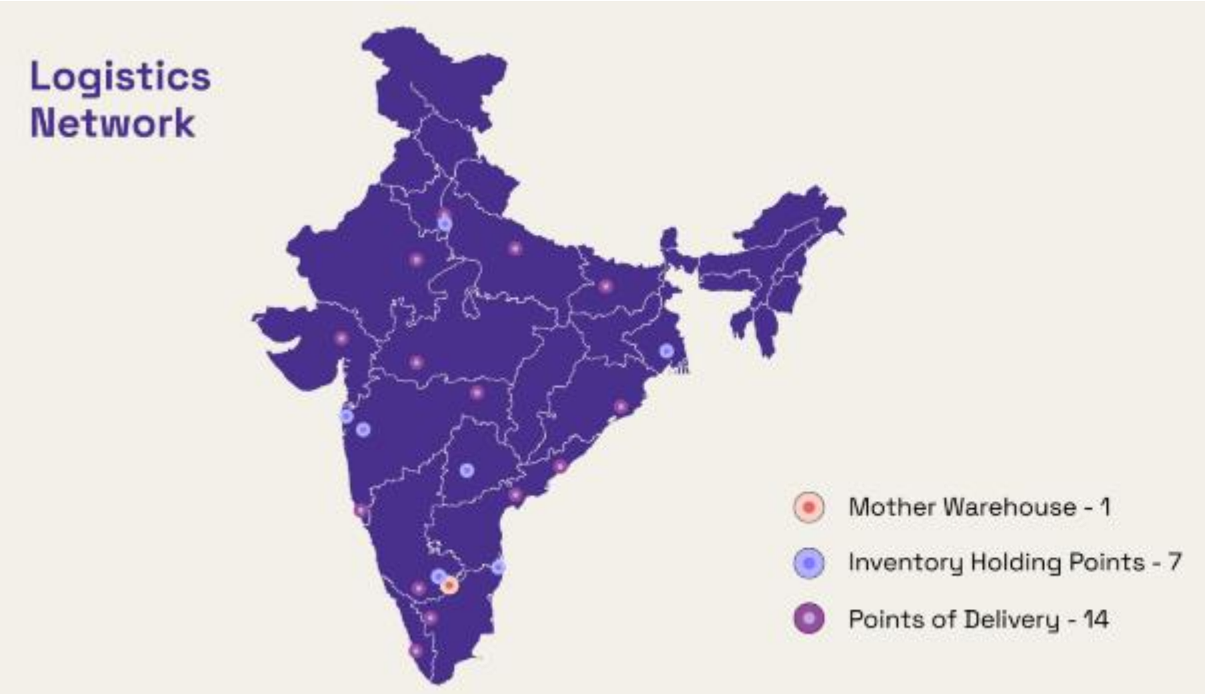
- *Flat-pack furniture*. We use flat-pack furniture designs which allow us to optimize space and improve efficiency across manufacturing, storage, and logistics. This also allows for high-volume production of versatile components that can be customized into various products, reducing costs. Further, the versatility of components has made part replacement possible, reducing repair and replacement costs and improving operational efficiency. It also ensures reduced damage to the products when compared to transporting assembled and semi-assembled products.

- *Engineered wood manufacturing*. We use advanced machinery and automation to ensure precision and quality. We use software that maximizes material use and speeds up production. Our saws cut multiple boards at once, increasing efficiency. For drilling, we use CNC machines that reduce setup time and ensure precise layouts. We also use high-speed sanders to ensure smooth surfaces. We also apply durable coatings that enhance the appearance and longevity of our products. These technologies help us produce quality engineered wood products efficiently and sustainably. This approach reflects our commitment to innovation not just in product design, but also in process design.

- *Half-moon washers*. In our engineering processes, we have introduced half-moon washers. These enhance product strength without compromising functionality, aesthetics, or cost-effectiveness. This ensures that our products are durable and maintain their design integrity, all while keeping costs in check.

Distribution and Logistics

As of December 31, 2024, our distribution network includes one mother warehouse in Hosur, Tamil Nadu, seven INHPs, and 14 PODs in India. Our mother warehouse serves as the central hub for all our inventory, INHPs hold inventory for mattresses and marketplace-serviced categories, while PODs ensure rapid last-mile delivery.



Our transportation and logistics operations are structured to ensure efficient and reliable delivery services that enhance customer satisfaction. For mattress deliveries, we primarily use our transport network through hired transport services, and for areas beyond our reach, we engage third-party logistics service providers. For furniture, we use our own network for most orders, with third-party providers handling the rest. We optimize our packaging to reduce logistics costs—flat-packing for furniture and roll-packing for mattresses. We utilize technology and analytics to improve inventory management, route planning, and operational transparency. Our in-house 'Order Management System' directs orders to the most optimal delivery paths, with last-mile route planning managed through a logistics management platform.

Our returns and replacements process aims to minimize costs and maximize the value of returned items. Mattresses are returned under a 100-day policy and sent back to the factory for re-processing. For furniture, we send replacement parts instead of the entire product to reduce material and logistics costs. This approach reflects our commitment to operational efficiency and customer service.

Export of our products

In the nine months period ended December 31, 2024 and Fiscal 2024, we have sold our products in Japan, Nepal, United Arab Emirates and the United States of America through marketplaces in the past. In the nine months period ended December 31, 2024 and Fiscal 2024, our revenue from operations from products sold outside India was ₹ 25.58 million and ₹ 17.50 million, respectively. We are currently conducting pilot projects to explore market opportunities outside India, starting with the aforesaid territories. These pilots involve the sale of a limited range of SKUs, including mattresses and sleep accessories, with the objective of understanding customer trends in these markets. Our foreign expansion strategy will be formulated based on the insights and data gathered from these pilot projects.

Marketing and Promotion

Our approach to customer outreach focusses on building strong, enduring relationships and bolstering customer loyalty to our brand. This involves a blend of community engagement, strategic marketing, celebrity collaborations, and cultural integration. As of December 31, 2024, we had a marketing team comprising 72 employees. For further details, see "*- Our Strengths - Our multi-faceted marketing approach enhancing our brand image*" on page 187.

In nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, our advertisement and business promotion expenses were ₹ 826.87 million, ₹ 773.64 million, ₹ 959.09 million and ₹ 612.10 million, representing 8.51%, 7.84%, 11.80% and 9.68% of our revenue from operations, respectively.

Quality Assurance and Quality Control

We place emphasis on the quality of our products through a multi-layered approach to ensure quality checks and quality control. This approach incorporates various checks and balances throughout the manufacturing process. As of December 31, 2024, we had a quality control team of 83 employees which regularly supervises and ensures that our quality control procedures are adhered to at each stage. We are ISO 9001:2015 certified, attesting to our commitment to maintaining high - quality management systems.

We have established quality standards for raw materials. Imported raw materials such as fabrics undergo quality checks, with detailed quality reports accompanying each shipment. We integrate quality checks into the manufacturing process at different stages. Changes in raw material composition are tested in an internal lab to maintain quality consistency. We conduct testing of finished products before packaging and shipping. These tests may include assessments of durability, comfort, and other product-specific criteria. We actively collect customer feedback and use it to identify any quality issues and guide improvements. We invest in technology and automation to enhance our quality control and assurance processes. This may include using sensors, data analysis, and automated testing equipment. Further, each product platform in furniture is tested and certified by external laboratories for a specific weight and cycle range.

Utilities

We consume a substantial amount of power and fuel for our business operations. Adequate and cost-effective supply of electrical power and fuel is critical to our manufacturing facilities. We rely on the state electricity boards through a power grid for the supply of electricity and utilize diesel generators to ensure that our facilities are operational during power failures or other emergencies. We source our water requirements from private and local suppliers where our manufacturing facilities are located.

Corporate Social Responsibility

We have constituted a corporate and social responsibility ("**CSR**") committee of our Board of Directors (the "**CSR Committee**") and have adopted and implemented a CSR policy pursuant to which we carry out our CSR activities. For further information, see "*Our Management – Corporate Social Responsibility Committee*" on page 240.

Health and Safety

We aim to comply with the health and safety regulations applicable to our operations and have adopted an environment, health and safety policy that is aimed at complying with legislative requirements, requirements of our licenses, approvals, various certifications and ensuring the safety of our employees and the people working under our management. We have implemented work safety measures to ensure a safe working environment. Such measures include general guidelines for health and safety at our workplace, accident reporting, and maintaining clean and orderly work locations. We run the 'Wakefit Gurukul' to ensure our installation carpenters and fitters are trained in safety procedures and hazard identification. This initiative not only enhances their skills but also fosters a safe working environment.

We perform regular safety audits, conducted by internal and external experts, to identify potential hazards and ensure compliance. We reinforce emergency preparedness through routine mock fire drills simulating various scenarios. We maintain safety manuals and procedures, readily accessible to all personnel, outlining safe practices and emergency plans.

Awards and Accreditations

See, "*History and Certain Corporate Matters – Awards, accreditations and recognition received by our Company*" on page 226.

Competition

The home and furnishings industry has progressed from a fragmented, offline-dominated market to a more organized, technology driven and omnichannel ecosystem. The home and furnishings industry in India is competitive, with a mix of large multinational companies, as well as regional and local companies in each of the product categories that we offer. Some of our key peers include 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 and Royaloak Incorporation Private Limited. (*Source: Redseer Report*). For more information in relation to our peers on certain metrics, see "*Industry Overview - Competitive Landscape of Home & Furnishings market in India - Financial Benchmarking of players in the home & furnishings space*" on page 168.

See also, "*Risk Factors – The home and furnishings industry is competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows*" *on page 41.*

Information Technology

Our information technology ("**IT**") infrastructure is designed to optimize various aspects of our business, including product development, customer experience, and operational efficiency. We have developed an in-house tech stack that includes advanced customer relationship management systems, user analytics, artificial intelligence and machine learning models. These technologies facilitate efficient inventory management and enhanced customer engagement and order fulfilment. For instance, we employ a demand forecasting model that leverages historical sales data to predict future order volumes, thereby optimizing inventory levels and reducing costs.

We utilize data science and analytics to understand customer behaviour and preferences. We have developed an in-house platform that tracks customer activities on our website, enabling us to refine our customer acquisition strategies and improve conversion rates. We also use an intent model to categorize customers based on their likelihood to purchase, further enhancing our marketing efforts. Our website is equipped with advanced security features, and our IT infrastructure is designed to ensure the security and efficiency of our website. We utilize proprietary tools and partnerships with providers to enhance inventory accuracy, route planning, and operational transparency.

To safeguard against IT risks such as cyber-attacks, data breaches, and system failures, we employ a cybersecurity framework. This framework includes robust firewalls, intrusion detection systems, and regular security audits to identify and mitigate potential vulnerabilities. Data storage and backup solutions are critical components of our IT strategy. For data storage and backup, we leverage cloud-based solutions, which offer scalability and flexibility. Regular backups are performed, and data integrity is verified to prevent loss of critical information. We have also implemented disaster recovery plans that outline procedures for restoring IT systems and data in case of an emergency. We are ISO/IEC 27001:2022 certified, attesting to our commitment towards adhering to best practices and principles for managing information security risks.

Intellectual Property

As of the date of this Draft Red Herring Prospectus, we had registered 78 trademarks under class 6, 7, 8, 9, 10, 11, 14, 16, 18, 20, 21, 22, 23, 24, 26, 27, 28, 37, 41, 42, 43 with the Registrar of Trademarks under the Trademarks Act, 1999. Our logo, , is registered under classes 6, 8, 10, 11, 14, 16, 18, 20, 21, 22, 24, 26, 27, 37 and 43. Further, as of the date of this Draft Red Herring Prospectus, we have applied for 35 trademarks under classes 9, 10, 20, 24, 35, and 42 and 1 patent in India which is pending approval. Further, we have registered one trademark in the United Kingdom, one trademark in Australia and have made six applications outside India through the World Intellectual Property Organization procedure, including Oman, Japan, USA, Singapore, Canada and UAE which are currently pending.

For further information, see "*Government and Other Approvals – Intellectual Property Rights*". See also, "*Risk Factors - If we fail to protect or incur significant costs in defending our intellectual property or if we infringe the intellectual property rights of others, our business, results of operation and financial condition could be adversely affected*." on page 46.

Employees

As of December 31, 2024, we had 2,085 permanent employees, out of which 1,504 were employees (excluding skilled and unskilled labours) and 581 were skilled and unskilled labours. The table below sets forth details of our permanent employees, as of December 31, 2024:

S. No.	Particulars	Number of Employees as of December 31, 2024
1.	Operations^	990
2.	Support*	122
3.	Sales, Retail and Marketing	675
4.	R&D	43
5.	Product Designing and Engineering	25
6.	Furniture Installation	196
7.	Analyst	29
8.	Director and Administration	5
Total		**2,085**

Notes:

^ *includes production, operations, quality*
* *includes finance, HR, legal, IT*

The following table sets forth the details regarding rate of attrition of our employees, and skilled and unskilled labours in the period/years indicated:

Particulars	As at / for the nine months period ended December 31, 2024	As at/ for the year ended March 31, 2024	As at/ for the year ended March 31, 2023	As at/ for the year ended March 31, 2022
Number of employees (excluding skilled and unskilled labours)	1,504	1,220	1,076	906
Attrition rate of our employees (excluding skilled and unskilled labours)	35.40%	41.36%	54.38%	64.63%
Number of skilled and unskilled labours	581	474	474	551
Attrition rate of our skilled and unskilled labours	43.15%	33.16%	53.66%	41.42%

Note: Attrition rate represents number of resignations in the relevant category as a percentage of average of opening number plus closing number of employees in the relevant category as at the end of respective year.

We do not have recognized trade unions and have not experienced any material work stoppages due to labour disputes or cessation of work in the nine months period ended December 31, 2024 and the last three Fiscals. We also engage contract labour to facilitate our manufacturing operations. As of December 31, 2024, we engaged 3,049 contract labourers.

We prioritize good governance practices, including granting employee stock options ("**ESOPs**") to our workforce, irrespective of designation, and have provided liquidity opportunities to ESOP holders three times as of December 31, 2024. We prioritize the well-being of our workforce through diverse programs and engagement initiatives designed to create a healthy and supportive work environment. These initiatives are aimed at driving employee well-being and fostering a positive workplace culture. One such initiative was our 'Nap-Time' program, which encouraged employees to take short rest periods during the afternoon. This helped them rejuvenate and promote a balanced and productive work culture, especially during the transition phase of returning to office after the pandemic receded.

Also, see "*Risk Factors - Our business is manpower intensive. Our business may be adversely affected by work stoppages, strikes, lockouts, increased wage demands by our employees, or an increase in minimum wages, and if we are unable to engage new employees at commercially attractive terms.*" on page 48.

Insurance

Our principal types of insurance coverage includes commercial general liability insurance, boiler and pressure plant insurance, burglary insurance, electronic equipment insurance, fire insurance, machinery breakdown insurance, plate glass insurance, money insurance, terrorism insurance, marine cargo insurance, directors and officers insurance and public liability insurance. We also have group personal accident insurance and group health insurance policy which covers employees working for our Company. Our coverage also includes an industrial all risk policy and fidelity guarantee policy.

The table below provides details of our insurance coverage for the period/ years indicated:

Particulars	Nine months period ended December 31, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Coverage of insurance policies (₹ million)	16,764.38	10,829.07	9,323.47	4,801.13
Coverage of insurance policies as a percentage of total insurable assets	373.41%	301.59%	303.36%	162.94%

See "*Risk Factors – We may incur uninsured losses or losses in excess of our insurance coverage which could have an adverse impact on our business, results of operations, financial condition and cash flows.*" on page 46.

Properties

Our Registered and Corporate Office located in Bengaluru, Karnataka is held by us on a lease basis for a period of 3 years from a third party which is valid until November 20, 2026 in relation to the 2nd floor of the office and for a period of 5 years from a third party which is valid until November 6, 2029 in relation to the 4th floor of the office.

The table below provides details of our manufacturing facilities as of the date of this Draft Red Herring Prospectus:

Property	Address	Arrangement (Owned/ Leased)	Validity
Manufacturing Facility I	Khasra No 22/4,2,3 min,6/2/1/7/1,1/42/1/1/2, min4/2/2,5/1,5/2,6,2/1,6/2/2,6/2/3.7/2min.1/7/1 min 14/2, Revenue Estate of Village Libaspur Bhalgarh, Sonipat, Sonipat, Haryana, 131 021	Leased	August 19, 2026
Manufacturing Facility II	Plot No. 275, Survey No. 110, Kachanayakanahalli Village, Bomasandra 1st Phase, Jigani Hobli, Anekal Taluk, Bengaluru (Bangalore) Urban, Karnataka, 560 099	Leased	October 31, 2025 and November 30, 2025
Manufacturing Facility III	Plot No. 277, Kachanayakanahalli, Bommasandra, 1st Phase, Jigani, Anekal Taluk, Bengaluru (Bangalore) Urban, Karnataka, 560 099	Leased	January 15, 2026
Manufacturing Facility IV	Block 04, Avigna Industrial Park, S.No. 168/1E, 170/3, 169/1D, 569/3, 169/2A, 570/1, 575/1, Nagondapalli Village, Hosur, Krishnagiri, Tamil Nadu 635 110.	Leased	July 24, 2031
Manufacturing Facility V	Block-02, Avigna Industrial Park, Survey No. 167/1C6, 168/1C, Nagondapalli Village, Hosur, Krishnagiri, Tamil Nadu, 635 110	Leased	January 29, 2032

As of December 31, 2024, we had one mother warehouse, seven INHPs, 14 PODs and 98 COCO – Regular Stores which are leased, sub-leased or licensed from third parties.

Also, see "*Risk Factors - Our Registered and Corporate Office and manufacturing facilities are not located on land owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected.*" on page 54.

KEY REGULATIONS AND POLICIES

The following is a brief overview of certain sector specific laws and regulations in India which are applicable to the business and operations of our Company. The information in this section has been obtained from legislations, including rules, regulations, guidelines and circulars promulgated and issued by regulatory bodies that are available in the public domain. The statements below are based on the current provisions of Indian law, which are subject to change or modification by subsequent legislative actions, regulatory, administrative or judicial decisions. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions. The description of laws and regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.

For details of material regulatory approvals obtained by us, see "*Government and Other Approvals*" on page 371.

INDUSTRY-SPECIFIC LEGISLATIONS APPLICABLE TO OUR COMPANY

Consumer Protection Act, 2019 ("Consumer Protection Act") and the rules made thereunder

The Consumer Protection Act was enacted to provide for timely and effective administration and settlement of consumer disputes. It seeks, *inter alia* to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" has been expanded under the Consumer Protection Act to include persons who buy goods or avail services by offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal commissions for the purposes of redressal of consumer grievances. In addition, under the Consumer Protection Act, in cases of misleading and false advertisements, a manufacturer or service provider who causes a false or misleading advertisement to be made which is prejudicial to the interest of consumers can be punished with imprisonment for a term which may extend to two years and with fine which may extend to ten lakh rupees.

Furniture (Quality Control) Order, 2025 ("Furniture (Quality Control) Order")

The Central Government has notified the Furniture (Quality Control) Order, in exercise of its powers conferred by the Bureau of India Standards Act, 2016. The Furniture (Quality Control) Order envisages to regulate and oversee quality and safety of furniture items that are being manufactured in India. The Furniture (Quality Control) Order was notified on February 13, 2025, and will be effective from February 13, 2026. This order requires that manufacturers of furniture to be compliant with the Bureau of India standards and mandatorily obtain the relevant certification for the sale of specified furniture products, including work chairs, general purpose chairs and stools, tables and desks, storage units, beds and bunk beds. The bureau under the Ministry of Commerce and Industry in India will have the authority to certify some of the specified furniture products which are currently being manufactured and retailed by entities in India. Any non-compliance with these regulations could result in penalties and restrictions on sales.

The Consumer Protection (E-Commerce) Rules, 2020 ("Consumer Protection Rules")

The Central Government has notified the Consumer Protection Rules, in exercise of its powers conferred by the Consumer Protection Act. The Consumer Protection Rules primarily envisages the duties and liabilities of e-commerce entities involved in marketing and selling goods and services to the consumer on the online platform. The Consumer Protection Rules is applicable to all electronic retailers (e-tailers), registered in India or abroad but offering goods and services to Indian consumers. It empowers the Central Government to act against unfair trade practices in e-commerce. They require e-tailers to facilitate easy returns, address customer grievances and prevent discriminating against merchants on their platforms. The Consumer Protection Rules will apply to all goods and services bought or sold over any digital platform; all models of e-commerce including marketplace and inventory models of e-commerce; all e-commerce retail, including multi-channel single brand retailers and single brand retailers in single or multiple formats; all forms of unfair trade practices across all models of e-commerce. The Consumer Protection Rules are equally applicable on the foreign registered e-commerce entity offering goods and services to consumers in India.

Draft E-Commerce Policy, 2019 ("2019 Draft Policy")

In March 2019, the DPIIT had invited comments from stakeholders and the public on the 2019 Draft Policy. Among other items, the 2019 Draft Policy proposed that measures should be taken to regulate cross-border data flow, establish a level playing field for domestic and foreign e-commerce players, boost sale of domestic products through e-commerce, and generally regulate e-commerce in India. DPIIT is currently working on a revised draft policy.

The Guidelines for Prevention of Misleading Advertisements and Endorsements for Misleading Advertisements, 2022 ("Advertisement Guidelines")

The Advertisement Guidelines provide for the prevention of false or misleading advertisements and making endorsements relating thereto. The Advertisement Guidelines apply inter alia to a manufacturer and to all advertisements regardless of form, format or medium. The Advertisement Guidelines lay down the conditions for non-misleading and valid advertisement and prohibit surrogate or indirect advertisements of goods or services. Further the Advertisement Guidelines lay down duties of inter alia a manufacturer and provide inter alia that every manufacturer shall ensure that all descriptions, claims and comparisons in an advertisement which relate to matters of objectively ascertainable facts shall be capable of substantiation. The Advertisement Guidelines further provide that any endorsement in an advertisement must reflect the genuine, reasonably current opinion of the individual, group or organization making such representation and must be based on adequate information about, or experience with, the identified goods, product or service and must not otherwise be deceptive.

Legal Metrology Act, 2009 ("LM Act") and the Legal Metrology (Packaged Commodities) Rules, 2011 ("Packaged Commodity Rules")

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure, or number. The LM Act requires that all units of weights and measures used by an entity shall be in accordance with the metric system based on the international system of units only. The LM Act and rules framed thereunder regulate, inter alia, the labelling and packaging of commodities, notification of government-approved test centres for verification of weights and measures used and lists penalties for offences and compounding of offences under it. Any non-compliance or violation under the LM Act may result in, inter alia, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases. The Packaged Commodities Rules framed under the LM Act lays down specific provisions applicable to packages intended for retail sale, wholesale packages and for export and import of packaged commodities and provides for registration of manufacturers and packers. The Packaged Commodity Rules, which were amended by the Legal Metrology (Packaged Commodities) (Amendment) Rules, 2023, also lay down specific provisions for e-commerce transactions.

The Sale of Goods Act, 1930 ("Sale of Goods Act")

Sale of Goods Act governs contracts relating to sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts i.e., the Indian Contract Act, 1872. A contract for sale of goods has, however, certain peculiar features such as, transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract, conditions and warranties implied under a contract for sale of goods, etc. which are the subject matter of the provision of the Sale of Goods Act.

Data Protection regulations

The Information Technology Act, 2000 ("IT Act") and the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("IT Security Rules")

The IT Act aims to provide legal recognition to transactions carried out by various means of electronic data interchange and other means of electronic communication and facilitate electronic filing of documents including sensitive personal data such as medical records and history. The IT Act creates a constructive mechanism for the authentication of electronic documentation through digital signatures. The IT Act makes electronic commerce seamless by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect such sensitive personal data. The IT Security Rules enlists directions for the disclosure, collection and transfer of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate or person who on behalf of the body corporate receives, stores or handles information to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The Digital Personal Data Protection Act, 2023 ("DPDP Act")

The DPDP Act which was promulgated provides for collection and processing of digital personal data by companies collecting data in digital form or in non-digital form which is digitised subsequently. The DPDP Act is also applicable to processing of digital personal data outside the territory of India, if such processing is in connection with any activity related to offering of goods or services to data principals within the territory of India. The DPDP Act stipulates obligations in relation to collection, recording, organisation, structuring, storage, adaptation, retrieval, use, alignment or combination, indexing, sharing, disclosure by transmission, dissemination or otherwise making available, restriction, erasure or destruction of personal data and appointment of a data protection officer for grievance redressal. In addition, significant data fiduciaries, as defined in the DPDP Act are required to appoint an independent data auditor who will evaluate their compliance with the DPDP Act. The Government of India is also in the process of introducing the Draft Digital Personal Data Protection Rules, 2025, which seeks to adopt time period restrictions for storage of data, enhanced reporting requirements in respect of personal data breaches, regulation of cross-border data transfers and more stringent consent verification provisions for children and persons with disabilities.

Draft Digital Personal Data Protection Rules, 2025 ("Draft DPDP Rules")

The Indian Ministry of Electronics and Information Technology has released the Draft DPDP Rules, 2025 for public consultation. The Draft DPDP Rules regulate the processing of personal data in India, ensuring individuals privacy rights are protected. The Draft DPDP Rules applies to all entities that process digital personal data, both within India and abroad. It focuses on the principles of data protection, such as transparency, accountability, and the necessity of obtaining explicit consent from data subjects. It also provides individuals with rights to access, correct, and request deletion of their data. The Draft DPDP Rules provide that any entity processing personal data within India or outside India (in relation to offering goods/services to data principals in India) may only transfer personal data to any country/ territory outside India subject to restrictions imposed by the Government of Indian on making such personal data available to a foreign state or entities or agencies under its control. Additionally, the Draft DPDP Rules require significant data fiduciaries to undertake measures to ensure that they do not transfer any personal data (and traffic data related to its flow) outside India as may be identified by the Government of India upon recommendations of a committee it constitutes. It mandates the conduct of data protection impact assessments for high-risk processing activities and requires the notification of data breaches within a stipulated timeframe. The Draft DPDP Rules will be gradually enforced, with timelines for implementation set by the GoI.

Key environmental legislations:

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, as amended by the Hazardous and Other Wastes (Management and Transboundary Movement) Amendment Rules, 2022 ("Hazardous Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. A list of hazardous wastes and processes that generate hazardous waste have been specified under the Hazardous Waste Rules. We are required to obtain authorizations for, inter alia, the generation, processing, treatment, package, storage, transportation, use, collection, destruction or transfer of the hazardous waste from the concerned state pollution control board.

Public Liability Insurance Act, 1991("Public Liability Act") and the rules made thereunder

The Public Liability Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the Public Liability Act has been enumerated by the Central Government by way of a notification. The owner or handler is also required to obtain an insurance policy insuring against liability under the Public Liability Act. The rules made under the Public Liability Act mandate the employer to contribute towards the environment relief fund, a sum not exceeding the sum equivalent to the amount of premium on the insurance policies, which is payable to the insurer.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act") and Air (Prevention and Control of Pollution) Rules, 1982 ("Air Rules")

The Air Act was enacted to provide for the prevention, control and abatement of air pollution in India. It is a specialised piece of legislation which was enacted to take appropriate steps for the preservation of natural resources of the earth, which among other things include the preservation of the quality of air and control of air pollution. Air Act requires any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, apply in a prescribed form and obtain consent from the Pollution Control Board ("**PCB**") prior to commencing any activity. The PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act") and Water (Prevention and Control of Pollution) Board, 1975 ("Water Rules")

The Water Act was enacted to control and prevent water pollution and for maintaining or restoring of wholesomeness of water in the country. The objective of this legislation is to ensure that domestic and industrial pollutants are not discharged into streams and wells without adequate treatment. Under the provisions of the Water Act, any individual, industry or institution discharging industrial or domestic wastewater or establishing any treatment or disposal system or the using of any new or altered outlet for the discharge of sewage is required to obtain the consent of the applicable state PCB, which is empowered to establish standards and conditions that are required to be complied with. The Government of India has also introduced the Water (Prevention and Control of Pollution) Amendment Bill, 2024 (the "**Water Bill**"), which proposes to decriminalise certain existing offences and substitute penalty provisions in respect of offences presently punishable with imprisonment under the Water Act.

Plastic Waste Management Rules, 2022 ("Plastic Waste Management Rules")

Under the Plastic Waste Management Rules, producers, importers, and brand owners ("**PIBOs**") are required to collect and manage plastic packaging waste sustainably through Extended Producer Responsibility ("**EPR"**). The rules also ban identified single-use plastic items, increase the minimum thickness of plastic carry bags to 120 microns, and mandate PIBOs to register with pollution control boards and comply with EPR guidelines. Monitoring and enforcement are conducted through online platforms and regular drives.

Labour laws

Factories Act, 1948, as amended ("Factories Act")

The Factories Act, defines a "factory" to cover any premises which employs or had employed 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are or were employed on any day of the preceding 12 months, and where a manufacturing process is carried on without the aid of power.

Contract Labour (Regulation and Abolition) Act, 1970 ("CLRA")

The CLRA regulates the employment of contract labour in certain establishments. The CLRA provides that the appropriate Government may, after consultation with the Central or State Advisory Boards (constituted under the CLRA), prohibit employment of contract labour in any process, operation or other work in any establishment.

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. the local shops and establishments legislations, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

- Employee's Compensation Act, 1923;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Employees' State Insurance Act, 1948;
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Payment of Wages Act, 1936;
- The Industrial Disputes Act, 1947;
- The Equal Remuneration Act, 1976;
- The Industrial Employment (Standing Orders) Act, 1946;
- The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986;
- The Apprentices Act, 1961;
- The Labour Welfare Fund Act, 1965;
- Rights of Persons with Disabilities Act, 2016;

- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Trade Unions Act, 1926; and
- Employment Exchange (Compulsory Notification of Vacancies) Act, 1959.

In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, namely:

(a) The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, Motor Transport Workers Act, 1961, Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code proposes to provide for, *among other things*, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.

(b) The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government.

(c) The Code on Wages, 2019 received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.

(d) The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force Section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

Intellectual property laws

The Trade Marks Act, 1999 ("Trademarks Act")

The Trademarks Act governs the statutory protection of trademarks and prohibits any use of deceptively similar trademarks, among others. The purpose of the Trademarks Act is to grant exclusive rights to marks such as a brand, label and heading, and to obtain relief in case of infringement of registered trademarks. Indian law permits the registration of trademarks for both goods and services. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark is removed from the register of trademarks and the registration is required to be restored.

The Patents Act, 1970 ("Patents Act")

The Patents Act governs the patent regime in India. Being a signatory to the Trade-Related Aspects of Intellectual Property Rights ("**TRIPS**"), India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. Section 39 of the Patents Act also prohibits any person resident in India from applying for a patent for an invention outside India without making an application for a patent for the same invention in India. The term of a patent granted under the Patents Act pursuant to Section 53 is for a period of twenty years from the date of filing of the application for the patent. A patent shall cease to have effect if the renewal fee is not paid within the period prescribed for the payment of such renewal fee. Further, the Patents Act also provides for the recognition of product patents in respect of food, medicine and drugs; that import of patented products will not be considered as an infringement; and that under certain circumstances, the burden of proof in case of infringement of process patents may be transferred to the alleged infringer.

Laws relation to taxation

The Goods and Services Tax ("**GST**") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the State Government including union territories on intra-state supply of goods or services. Further, Central

Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 ("**CGST**"), relevant state's Goods and Services Act, 2017 ("**SGST**"), Union Territory Goods and Services Act, 2017 ("**UTGST**"), Integrated Goods and Services Act, 2017 ("**IGST**"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (the "**Income Tax Act**") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

Foreign Investment and Trade Regulations

Foreign Investment Regulations

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999, as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time (the "**Consolidated FDI Policy**"). in terms of the FEMA Rules and the FDI Policy, up to 100% foreign investment is currently permitted in a company engaged in manufacturing activities in India (including contract manufacturing in India).

Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder ("FTA")

The FTA is the main legislation concerning foreign trade in India. The FTA, read with the Foreign Trade (Regulation) Rules, 1993 provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the foreign trade policy and to keep amending the same on a timely basis. The Government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023 prohibits anybody from undertaking any import or export except under an importer-exporter code ("**IEC**") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involved in import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it superseded or cancelling by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

Customs Act, 1962 ("Customs Act")

Under the Customs Act, the Central Government has the power to prohibit either absolutely or subject to such conditions, the import or export of goods of any specified description. Further, the Central Government may specify goods of such class or description, if it is satisfied that it is necessary to take special measures for the purpose of checking the illegal import, circulation or disposal of such goods.

Competition Act, 2002 ("Competition Act") as amended by the Competition (Amendment) Act, 2023 ("Competition Act Amendment")

The Competition Act is an act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The prima facie duty of the Competition Commission of India ("**Commission**") is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The Commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. The Competition Act Amendment introduces a deal value threshold of ₹20,000.00 million for reporting merger and acquisition transactions to the Commission along with reducing the time limit for Commission's assessment of mergers and acquisitions from 210 days to 150 days. The scope of anti-competitive agreements is broadened by replacing "exclusive supply agreement" with "exclusive dealing agreement" and now covers the acquiring or the selling side of such agreements. The definition of cartel is expanded to include hubs and spoke arrangements involving trade associates, consultants, or intermediaries. Additionally, the Competition Act Amendment provides the Commission the power to appoint a Director General for more effective enforcement, however the same shall require prior approval of the Central Government.

Other Indian laws

In addition to the above, we are also governed by the provisions of the Companies Act and rules framed thereunder, fire-safety related laws and rules framed thereunder, the Arbitration and Conciliation Act, 1996, the Indian Contract Act, 1872, Sale of Goods Act, 1930, Foreign Exchange and Management Act, 1999, Micro, Small, and Medium Enterprise Act, 2002 and other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for our day to day business.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

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.

Changes in the registered office

The following table sets forth details of the change in the registered office of our Company since the date of its incorporation:

Date of change	Details of the change in address of our registered office	Reason for change in registered office
August 11, 2017	Registered office was changed from 284/11, near Chamundeshwari temple, Garve Bhavepalya, Hosur Main Road, Bengaluru - 560068, Karnataka, India to Plot no. 277, in sub layout of Kachakanahalli, Bommasandra, 1st Phase of Jigani, Anekal taluk, Bengaluru - 560099, Karnataka, India.	Administrative purpose
June 13, 2022	Registered office was changed from Plot no. 277, in sub layout of Kachakanahalli, Bommasandra, 1st Phase of Jigani, Anekal taluk, Bengaluru - 560099, Karnataka, India to Umiya Emorium, 97-99, 3rd floor, Adugodi, Tavarekere, Opposite Forum Mall, Hosur Road, Bengaluru - 560029, Karnataka, India.	Administrative purpose
May 13, 2025	Registered office was changed from Umiya Emporium, 97-99, 3rd Floor, Adugodi, Tavarekere, Opp. Forum Mall, Hosur Road, Bengaluru, Karnataka, India, 560029 to Umiya Emporium, 97-99, 2nd and 4th floor, Adugodi, Tavarekere, Opposite Forum Mall, Hosur Road, Bengaluru – 560029, Karnataka, India.	Operational efficiency

Main objects of our Company

The main objects contained in our Memorandum of Association are as follows:

1. *"To carry on the business of design, manufacture, market, trade, sale, export, import or otherwise deal in all kinds of furniture including residential and commercial furniture, like sofas, chairs, dining tables, ladders, beds, pillows, comforters, mattresses, cushions and the like; and deal in, indoor and outdoor furniture and merchandise and décors and furnishings for home and office interiors, including lights and fabric based items such as curtains, bedsheets, blankets, runners and carpets and the like.*

2. *To carry on the business of interior designing, decoration, furnishing, space planning, consultancy, project management, renovation, restoration, landscaping, and execution of interiors for residential, commercial, retail, hospitality, healthcare, educational, industrial, and other establishments using online and/or offline channels in India and outside India; to design and execute modular furniture, floor treatments, wall treatments, false ceilings, partitions, lighting layouts, and other interior infrastructure; to provide consultancy, advisory and execution services relating to colour schemes, furnishings, art and artefacts, flooring, wall finishes, and overall aesthetic enhancement; and to import, export, manufacture, trade in, supply, and deal with furniture, furnishings, fabrics, fittings, accessories, décor materials, lighting solutions, and all allied products used in interiors using online and/or offline channels in India and outside India.*

3. *To promote, organize, set up, manage, operate, run and carry on the business of full service integrated restaurants, cafes, food courts, food shops, canteens, coffee houses and the similar and to provide all types and varieties of food and beverages, snacks, eatables, ice cream, milk & dairy products, bakery products, confectioneries and all other necessary in-house facilities and amenities to the guests of the retail stores of the Company."*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried on and proposed to be carried on by our Company.

Amendments to our Memorandum of Association

The following table set forth details of the amendments to our Memorandum of Association since the date of its incorporation:

Date of Shareholders' Resolution	Details of the amendments
August 23, 2018	Clause 5 of the Memorandum of Association of our Company was amended to reflect the increase in authorised share capital of our Company from ₹100,000 divided into 10,000 equity shares having face value of ₹10 each to ₹ 1,000,000 divided into 100,000 equity shares of ₹10 each.
November 13, 2018	Clause 5 of the Memorandum of Association of our Company, was amended to reflect the change in the authorised share capital from ₹1,000,000 divided into 100,000 equity shares of ₹10 each to ₹600,000 divided into 60,000 equity shares of ₹10 each and ₹400,000 divided into 40,000 preference shares of ₹10 each.
November 10, 2020	Clause 5 of the Memorandum of Association of our Company, was amended to reflect the change in the authorised share capital by way of reclassification from ₹600,000 divided into 60,000 equity shares of ₹10 each and ₹400,000 divided into 40,000 preference shares of ₹10 each to ₹1,000,000 divided into 60,000 equity shares of ₹10 each, 33,000 preference shares of ₹10 each and 5,000 series A preference shares of ₹10 each and 2,000 series B preference shares of ₹10 each.
February 20, 2021	Clause 5 of the Memorandum of Association of our Company, was amended to reflect the change in the authorised share capital our of Company by way of sub-division of shares of the Company from ₹1,000,000 divided into 60,000 equity shares of ₹10 each, 33,000 preference shares of ₹10 each and 5,000 series A preference shares of ₹10 each and 2,000 series B preference shares of ₹10 each to ₹1,000,000 divided into 600,000 Equity Shares of ₹1 each, 330,000 preference shares of ₹1 each and 50,000 series A preference shares of ₹1 each and 20,000 series B preference shares of ₹1 each. Additionally, Clause 5 of the Memorandum of Association of our Company, was amended to reflect the change in the authorised share capital of our Company from ₹1,000,000 divided into 600,000 Equity Shares of ₹1 each, 330,000 preference shares of ₹1 each and 50,000 series A preference shares of ₹1 each and 20,000 series B preference shares of ₹1 each to ₹21,300,000 divided into 11,000,000 Equity Shares of ₹ 1 each, 3,300,000 preference shares of ₹1 each, 5,000,000 series A preference shares of ₹1 each, and 2,000,000 series B preference shares of ₹1 each.
September 30, 2021	Clause 5 of the Memorandum of Association of our Company, was amended to reflect the change in the authorised share capital of our Company by way of reclassification of the existing authorised preference share capital and increase of the authorised equity share capital of the Company from ₹21,300,000 divided into 11,000,000 Equity Shares of ₹1 each, 3,300,000 preference shares of ₹1 each, 5,000,000 series A preference shares of ₹1 each, and 2,000,000 series B preference shares of ₹1 each to ₹22,800,000 divided into 12,500,000 Equity Shares of ₹1 each, 300,000 preference shares of ₹1 each, 5,000,000 series A preference shares of ₹1 each, 2,000,000 series B preference shares of ₹1 each and 3,000,000 series C preference shares of ₹1 each.
December 22, 2022	Clause 5 of the Memorandum of Association of our Company was amended to reflect the change in the authorised share capital of our Company from ₹22,800,000 divided into 12,500,000 Equity Shares of ₹1 each, 300,000 preference shares of ₹1 each, 5,000,000 series A preference shares of ₹1 each, 2,000,000 series B preference shares of ₹1 each and 3,000,000 series C preference shares of ₹1 each to ₹ 276,300,000 divided into 16,000,000 Equity Shares of ₹1 each, 300,000 preference shares of ₹1 each, 5,000,000 series A preference shares of ₹1 each, 2,000,000 series B preference shares of ₹1 each, 3,000,000 series C preference shares of ₹1 each and 5,000,000 series D preference shares of ₹50 each.
April 14, 2023	Clause 5 of the Memorandum of Association of our Company was amended to reflect the change in the authorised share capital of our Company from ₹ 276,300,000 divided into 16,000,000 Equity Shares of ₹1 each, 300,000 preference shares of ₹1 each, 5,000,000 series A preference shares of ₹1 each, 2,000,000 series B preference shares of ₹1 each, 3,000,000 series C preference shares of ₹1 each and 5,000,000 series D preference shares of ₹50 each to ₹298,050,000 divided into 16,000,000 Equity Shares of ₹1 each, 300,000 preference shares of ₹1 each, 5,000,000 series A preference shares of ₹1 each, 2,000,000 series B preference shares of ₹1 each, 3,000,000 series C preference shares of ₹1 each, 5,000,000 series D preference shares of ₹50 each and 435,000 series D1 preference shares of ₹50 each.
April 15, 2025	Clause 5 of the Memorandum of Association of our Company was amended to reflect the change in the authorised share capital of our Company from ₹298,050,000 divided into 16,000,000 Equity Shares of ₹1 each, 300,000 preference shares of ₹1 each, 5,000,000 series A preference shares of ₹1 each, 2,000,000 series B preference shares of ₹1 each, 3,000,000 series C preference shares of ₹1 each, 5,000,000 series D preference shares of ₹50 each and 435,000 series D1 preference shares of ₹50 each to ₹468,050,000 divided into 186,000,000 Equity Shares of face value ₹1 each, 300,000 preference shares of ₹1 each, 5,000,000 series A preference shares of ₹1 each, 2,000,000 series B preference shares of ₹1 each, 3,000,000 series C preference shares of ₹1 each, 5,000,000 series D preference shares of ₹50 each and 435,000 series D1 preference shares of ₹50 each.
June 5, 2025	Clause 3(a)(1) of the Memorandum of Association of our Company was modified as stated below and the following insertion was made after clause 3(a)(1): *"1. To carry on the business of design, manufacture, market, trade, sale, export, import or otherwise deal in all kinds of furniture including residential and commercial furniture, like sofas, chairs, dining tables, ladders, beds, pillows, comforters, mattresses, cushions and the like; and deal in, indoor and outdoor furniture and merchandise and décors and furnishings for home and office interiors, including lights and fabric based items such as curtains, bedsheets, blankets, runners and carpets and the like.* *2. To carry on the business of interior designing, decoration, furnishing, space planning, consultancy, project management, renovation, restoration, landscaping, and execution of interiors for residential, commercial, retail, hospitality, healthcare, educational, industrial, and other establishments using online and/or offline channels in India and outside India; to design and execute modular furniture, floor treatments, wall treatments, false ceilings, partitions, lighting layouts, and other interior infrastructure; to provide consultancy, advisory and execution services relating to colour schemes, furnishings, art and artefacts, flooring, wall finishes, and*

Date of Shareholders' Resolution	Details of the amendments
	overall aesthetic enhancement; and to import, export, manufacture, trade in, supply, and deal with furniture, furnishings, fabrics, fittings, accessories, décor materials, lighting solutions, and all allied products used in interiors using online and/or offline channels in India and outside India. *3. To promote, organize, set up, manage, operate, run and carry on the business of full service integrated restaurants, cafes, food courts, food shops, canteens, coffee houses and the similar and to provide all types and varieties of food and beverages, snacks, eatables, ice cream, milk & dairy products, bakery products, confectioneries and all other necessary inhouse facilities and amenities to the guests of the retail stores of the Company."* *Clause 3(b)* Memorandum of Association of our Company was modified as stated below and the following insertion was made after Clause 3(b)(20): *"21. To establish design studios, showrooms, exhibition centres, and workshops for promoting, marketing, demonstrating, selling, or distributing the interior design concepts, products, and services of the Company.* *22. To undertake and execute contracts for interior designing, renovation, furnishing, landscaping, and all related activities either directly or through subcontractors, agents, or representatives.* *23.To carry on the business of cold storage of food and beverage products and such other perishable items of all types.* *24.To carry on the business of hoteliers, moteliers, restaurant owners, sweet-meat merchants, refreshments, room proprietors, refreshment contractors and own or run garages, shops, stores, godowns, bars, refreshment rooms, cafeterias, discotheques, restaurants and places for sale, custody, bailment, or protection of valuable goods and commodities."*
June 5, 2025	Clause 1 of the Memorandum of Association of our Company was amended to reflect the change in name of our Company from 'Wakefit Innovations Private Limited' to 'Wakefit Innovations Limited' pursuant to the conversion of our Company from a private limited company to a public limited company.
June 17, 2025	Clause 5 of the Memorandum of Association of our Company was amended to reflect the change in the authorised share capital of our Company from ₹468,050,000 divided into 186,000,000 Equity Shares of face value ₹1 each, 300,000 preference shares of ₹1 each, 5,000,000 series A preference shares of ₹1 each, 2,000,000 series B preference shares of ₹1 each, 3,000,000 series C preference shares of ₹1 each, 5,000,000 series D preference shares of ₹50 each and 435,000 series D1 preference shares of ₹50 each to ₹510,582,000 divided into 228,532,000 Equity Shares of face value ₹1 each, 300,000 preference shares of ₹1 each, 5,000,000 series A preference shares of ₹1 each, 2,000,000 series B preference shares of ₹1 each, 3,000,000 series C preference shares of ₹1 each, 5,000,000 series D preference shares of ₹50 each and 435,000 series D1 preference shares of ₹50 each

Major events and milestones in the history of our Company

The table below sets forth the key events and milestones in the history of our Company:

Calendar Year	Particulars
2016	Our Company was incorporated as a private limited company
2018	Our Company received its first furniture order
2018	Our Company raised its first institutional funds from Peak XV Partners Investments VI and Redwood Trust
2019	Our Company received its 100,000th order
2020	Our Company received its 1,000,000th order
2021	Our Company received its 2,000,000th order
2021	Our Company opened its largest manufacturing factory in Hosur, Tamil Nadu, having a total built-up area of 400,772 square feet
2022	Our Company opened its first ever COCO – Regular Store in Lucknow, Uttar Pradesh
2022	Our Company commenced its business through an MBO for the first time
2023	Our Company received its 5,000,000th order
2025	Our Company was converted into a public limited company

Awards, accreditations and recognitions received by our Company

Financial Year	Award
2024	Awarded 'Top-Rated Tech Startup' at Employee Choice Awards 2024 by Ambition Box
2024	Awarded 'Top Flipstar 2024 for Highest GMV in Furniture' at Flipstars 2024 by Flipkart
2023	Awarded the ET Digiplus Award 2023 in the retail and e-commerce category with Spring Marketing Capital
2023	Awarded 'Home and Lifestyle Retailer of the Year' at the IReC Awards 2023
2023	Awarded 'Best D2C Gamechanger Brand: Furniture' at the E4M D2C Revolution Summit & Awards
2022	Awarded 'Best Use of Social Media – LinkedIn' at the IAMAI D2C Awards
2022	Awarded 'Best Use of LinkedIn by a Brand' with Spring Marketing Capital at the Mommys, by Mad Over Marketing
2022	Awarded 'Best D2C Brand Over 5 Years' in the home and lifestyle category of the D2C Disruptors Awards 2022 by Forbes
2022	Awarded 'Future Sounds: Most Innovative Audio Campaign' by Spotify
2022	Awarded 'Best Use of Character-Led Branded Content' at the Indian Content Marketing Awards 2022
2022	Awarded 'Best Content Marketing to Build Brand Awareness' at the Indian Content Marketing Awards 2022

Financial Year	Award
2022	Awarded 'Best Use of Blogs and Websites' at the Indian Content Marketing Awards 2022
2022	Recognised as the 'Pride of India Brands' by the Best of South Awards 2022
2022	Awarded 'Top Optimised Ads Flipstar' at Flipstars 2022 by Flipkart
2020	Awarded 'Best Campaign in Consumer Health & Fitness' for The Wakefit Sleep Internship Campaign with Spring Marketing Capital at Kaleido Awards 2020
2019	Awarded 'Best Customer Service' at the Entrepreneur Awards 2019
2019	Awarded 'The Extraordinaire - Brand (2019-20)' by Brand Vision
2019	Awarded 'Best E-Retail Startup of the Year – Home and Lifestyle' at the Indian eRetail Awards 2019 by ShopX

Significant financial and strategic partners

Our Company does not have any significant financial and strategic partners as on the date of this Draft Red Herring Prospectus, other than in the ordinary course of our business.

Time and cost over-runs

There has been no significant time or cost over-runs in respect of our business operations.

Defaults or re-scheduling, restructuring of borrowings with financial institutions or banks

There have been no defaults or rescheduling/ restructuring of borrowings availed by our Company with financial institutions/ banks.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of the key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation, location of our manufacturing facilities, see *"Our Business"* beginning on page 172.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

There have been no material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years.

Our holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries.

Shareholders' agreements and other agreements

Key terms of subsisting shareholders' agreements

Shareholders' agreement dated May 13, 2025 entered into by and among (a) our Company; (b) Ankit Garg and Chaitanya Ramalingegowda (collectively, "Promoters"), (c) Nitika Goel, (d) (i) Peak XV Partners Investments VI, (ii) Redwood Trust, (iii) Verlinvest S.A., (iv) SAI Global India Fund I LLP, (v) Investcorp Growth Equity Fund, and (vi) Investcorp Growth Opportunity Fund (collectively "Investor(s)"), (e) (i) Indigo Circle Advisors, (ii) Paramark KB Fund I and (iii) Elevation Capital VIII Limited (collectively "Additional Investors") (together with our Company, Promoters, Nitika Goel, Investors and Additional Investors, "Parties") (the "Shareholders' Agreement" or "SHA") amended by the Amendment Agreement

Our Company, the Promoters, Investors, Nitika Goel, and Additional Investors entered into the Shareholders' Agreement inter-alia recording their rights and obligations in relation to the operation and management of our Company. The SHA records the terms and conditions agreed to among the parties in respect of, among others, their inter-se rights and obligations by virtue of their respective shareholding in our Company, the management of our Company, and exit rights of the Investors and Additional Investors.

Certain rights that some of the Parties are entitled to under the Shareholders' Agreement (as amended by the Amendment Agreement) include (i) right to nominate directors; (ii) right to appoint a member on the committees of the Board; (iii) right to nominate a representative to attend all Board and committee meetings of the Board as an observer; (iv) right to have nominee directors be part of the quorum for board meetings; (v) information and inspection rights; (vi) affirmative voting rights on certain reserved matters by the Promoters and the Investors such as amendment to charter documents, any changes in the authorized share capital, any alteration with respect to any rights of any class of securities etc.; (vii) exit rights; (viii) pre-emptive rights; (ix) rights in relation to restrictions on transfer of Equity Shares; (x) tag along and drag along rights; (xi) anti-dilution protection; and (xii) liquidation preference.

In view of facilitating the Offer, the Parties to the SHA have entered into the Amendment Agreement. Pursuant to the Amendment Agreement, certain provisions of the Shareholders' Agreement have been amended, and the Parties have also provided their respective waivers and consents to certain actions under the Shareholders' Agreement in relation to the Offer, including, *inter alia*, (i) amendment of the right to nominate directors on the Board; (ii) waiver of information and inspection rights from the date of filing of the RHP; and (iii) waiver of transfer restrictions in respect of and to the extent of transfers solely pursuant to the Offer for Sale; (iv) waiver of right to appoint observer from the date of filing of the RHP; (v) waiver of right of Investors and Additional Investors to share financial and business related data of our Company to third parties for the purpose of selling Equity Shares held by them; and (vi) deletion of buy-back clauses pursuant to which Company had an obligation to buy back Equity Shares.

Under the terms of the SHA, our Company and the Promoters have agreed to indemnify each of the Investors and Elevation Capital VIII Limited ("**Elevation**") against any loss, claim, damage, liability (including reasonable attorneys' fees), cost or expense arising out of or relating to any misstatements and omissions of our Company in any registration statement, offering document or preliminary offering document, and like violations of applicable securities laws by the Company or any other error or omission of our Company in connection with a public offering, other than with respect to information provided by such Investor / Elevation, in writing, expressly for inclusion therein, subject to compliance with applicable laws including any communication or direction from SEBI or Stock Exchanges.

The SHA (as amended by the Amendment Agreement) further sets out that in the event of an exit or liquidation event (as defined under the SHA), Investors (other than Redwood Trust and SAI Global India Fund I LLP) and the Additional Investors who held shares of certain classes, have agreed to share a percentage of the proceeds in excess of the pre-determined thresholds set out under the SHA received by them upon selling certain of their shares ("**Upside Arrangement**"), with our Promoters, subject to compliance with applicable laws including approval from Shareholders as required under SEBI Listing Regulations.

The SHA shall, amongst other termination clauses mentioned therein, automatically terminate in respect to each party, in its entirety, immediately upon commencement of listing and trading of Equity Shares on a recognized stock exchange without any further actions, subject to the survival of certain provisions related to definitions and interpretation, confidentiality, non-compete and non-solicit, notices, miscellaneous and governing law, dispute resolution, nomination rights and Upside Arrangement as mentioned above. The Amendment Agreement will stand automatically terminated on the date which is earlier of: (i) if the commencement of listing and trading of Equity Shares on a recognized stock exchange has not occurred prior to expiry of 12 (twelve) months from the date of receipt of the final observations from the SEBI in relation to the DRHP; or (ii) the date on which the Board decides not to undertake the Offer or decides to withdraw the Offer; or (iii) such other date as may be mutually agreed to in writing among the Parties.

Key terms of other subsisting material agreements

Except as disclosed in "– *Shareholders' agreements*", there are no agreements entered into by any Shareholders, Promoters, members of the Promoter Group, related parties, Directors, Key Managerial Personnel, and employees of our Company, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company, including any rescission, amendment or alteration of such agreements, whether or not our Company is a party to such agreements.

Except as disclosed in "– *Shareholders' agreements and other agreements*" on page 227, as on the date of this Draft Red Herring Prospectus, our Company has not entered into any material agreements, including with strategic partners, joint venture partners and/ or financial partners, other than in the ordinary course of business. For details on business agreements of our Company, see "*Our Business*" on page 172.

Agreements with Key Managerial Personnel, Senior Management, Directors, Promoters or any other employee of our Company

Except as disclosed in "*Our Management*" on page 230, as on the date of this Draft Red Herring Prospectus, there are no agreements entered into by a Key Managerial Personnel or Senior Management or Director or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Details of guarantees given to third parties by our Promoters who are participating in the Offer for Sale

As on date of this Draft Red Herring Prospectus, our Promoter Selling Shareholders have not given any guarantee to any third party, that are outstanding.

Other confirmations

Except as disclosed in "*Shareholders' agreements and other agreements*" above, there are no other agreements/ arrangements entered into by our Company or clauses / covenants applicable to our Company which are material and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the Company) and the Company, Promoters, Promoter Group, Key Managerial Personnel and Directors.

There is no conflict of interest between the lessor of immovable properties and the Company, Promoters, Promoter Group, Key Managerial Personnel and Directors.

OUR MANAGEMENT

In terms of the Articles of Association, our Company is required to have not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises nine Directors including two Executive Directors, two Non-Executive Nominee Directors and five Non-Executive Independent Directors (including one woman Non-Executive Independent Director). The structure of the Board is compliant with corporate governance norms applicable to listed entities. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

Our Board

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name, designation, address, occupation, term, period of directorship, DIN, date of birth	Age (years)	Other directorships
1.	**Ankit Garg** **Designation**: Chairperson, Chief Executive Officer and Executive Director **Address**: B 1403, Kariyammana Agrahara Road, Bellandur, Bellandur Lake, Bengaluru 560 103, Karnataka, India **Occupation**: Business **Term**: Period of 5 years with effect from June 4, 2025 and liable to retire by rotation **Period of directorship**: Director since March 1, 2016 **DIN**: 07451481 **Date of birth**: September 19, 1988	36	**Indian companies**: Nil **Foreign companies**: Nil
2.	**Chaitanya Ramalingegowda** **Designation**: Executive Director **Address**: 1686, 2nd Cross North, Aniketana Road, P and T Block, Kuvempunagar, Mysuru City 570 023, Karnataka, India **Occupation**: Business **Term**: Period of 5 years with effect from June 4, 2025 and liable to retire by rotation **Period of directorship**: Director since April 19, 2019 **DIN**: 03458997 **Date of birth**: April 6, 1981	44	**Indian companies** Nil **Foreign companies:** Nil
3.	**Sakshi Vijay Chopra*** **Designation**: Non-Executive Nominee Director **Address**: B 3102, 31st Floor, Indiabulls Blu, Ganpatrao Kadam Marg, Worli Naka, Mumbai 400 013, Maharashtra, India **Occupation**: Professional **Term**: Period of 3 years with effect from June 4, 2025, and liable to retire by rotation	46	**Indian companies** • Credavenue Private Limited • Innovcare Lifesciences Private Limited • Manash Lifestyle Private Limited • Neo Investment Value Advisors Private Limited • Wingreens Farms Private Limited **Foreign companies:** • Sara Global Pte. Ltd

Sr. No.	Name, designation, address, occupation, term, period of directorship, DIN, date of birth	Age (years)	Other directorships
	Period of directorship: Director since December 19, 2018 **DIN**: 07129633 **Date of birth**: September 24, 1978		
4.	**Mukul Arora**^ **Designation**: Non-Executive Nominee Director **Address**: 9 B- Tower H, Central Park, 2 Resorts, Sohna Road, South city - II, Gurgaon 122 018, Haryana, India **Occupation**: Service **Term**: Period of 3 years with effect from June 4, 2025, and liable to retire by rotation **Period of directorship**: Director since June 4, 2025 **DIN**: 01099294 **Date of birth**: July 29, 1984	40	**Indian companies** • Valuedrive Technologies Private Limited • Mosaic Wellness Private Limited • Cmunity Innovations Private Limited • Solarsquare Energy Private Limited • R K Financial Services Private Limited • Meesho Limited **Foreign companies:** • Murf Inc. • Nano Net Technologies Inc. • Everstage Inc.
5.	**Alok Chandra Misra** **Designation**: Non-Executive Independent Director **Address**: B2, Regency Bliss 10, Cornwell Road, Near Richmond Circle, Langford Gardens, Bangalore North 560 025, Bangalore, Karnataka, India **Occupation**: Board director and advisor **Term**: Period of 3 years with effect from June 4, 2025 **Period of directorship**: Director since June 4, 2025 **DIN**: 01542028 **Date of birth**: November 5, 1966	58	**Indian companies** • Cygnus Medicare Private Limited • KFin Technologies Limited • Environmental Defense India Foundation **Foreign companies:** Nil
6.	**Gunender Kapur** **Designation**: Non-Executive Independent Director **Address**: 29, CCI Chambers, Dinshan Wachha Marg, Marine Lines, Mumbai 400 020, Maharashtra, India **Occupation**: Service **Term**: Period of 3 years with effect from June 4, 2025 **Period of directorship**: Director since June 4, 2025 **DIN**: 01927304 **Date of birth**: January 19, 1961	64	**Indian companies** • Insa Soft-Net Private Limited • Vishal E-Commerce Private Limited • Vishal Mega Mart Limited • Inner Essence Private Limited **Foreign companies:** • Mogli Labs Private Limited
7.	**Sandhya Pottigari** **Designation**: Non-Executive Independent Director **Address**: D 302 Mantri Flora, Iblur Gate, Sarjapura Outer Ring Road, Ambalipura, Bengaluru 560 102, Karnataka, India	50	**Indian companies** Nil **Foreign companies:** Nil

Sr. No.	Name, designation, address, occupation, term, period of directorship, DIN, date of birth	Age (years)	Other directorships
	Occupation: Service **Term**: Period of 3 years with effect from June 4, 2025 **Period of directorship**: Director since June 4, 2025 **DIN**: 08247709 **Date of birth**: June 1, 1975		
8.	**Sudeep Nagar** **Designation**: Non-Executive Independent Director **Address**: C 3503 Skycity by Oberoi Realty, Off Western Express Highway, Magathane, Borivali East, Mumbai 400 066, Maharashtra India **Occupation**: Service **Term**: Period of 3 years with effect from June 4, 2025 **Period of directorship**: Director since June 4, 2025 **DIN**: 10883909 **Date of birth**: October 23, 1983	41	**Indian companies** • Ethereal House Private Limited • Redefine Fashion Private Limited **Foreign companies:** Nil
9.	**Arindam Paul** **Designation**: Non-Executive Independent Director **Address**: Kailash Apartment, Hill Side Colony, Maligaon Guwahati, 103 F Gate No. 1, Mlg Rly Hqs, Kamrup Metro, Assam 781 011, India **Occupation**: Service **Term**: Period of 3 years with effect from June 4, 2025 **Period of directorship**: Director since June 4, 2025 **DIN**: 11022727 **Date of birth**: November 7, 1989	35	**Indian companies** Nil **Foreign companies:** Nil

******Nominee of Peak XV Partners Investments VI*
^*Nominee of Elevation Capital VIII Limited*

Brief Biographies of Directors

Ankit Garg is the Promoter, Chairperson, Chief Executive Officer and Executive Director, of our Company. He holds a bachelor's degree in chemical engineering from the Indian Institute of Technology, Roorkee. He has more than 14 years of work experience. He was previously associated with Bayer Materials Science Private Limited and J. B. Polymers. He has been awarded with "*Forbes 30 under 30 - 2019*" by Forbes India, "*ET 40 under 40- 2024*" by Economic Times India, "*BW Disrupt Young Entrepreneur Awards 2021*" by Business World and "*BW Disrupt 40 under 40 Entrepreneurs 2022*" by Business World.

Chaitanya Ramalingegowda is a Promoter and an Executive Director of our Company. He holds a bachelor's degree in computer science and engineering from Visveswaraiah Technological University, Belgaum and has completed a post graduate programme in management from the Indian School of Business, Hyderabad. He has more than 19 years of work experience in consultancy and software engineering. He was previously associated with IBM Global Services Private Limited, and Caritor (India) Private Limited as a software engineer, with Cognizant Technology Solutions India Private Limited and Deloitte Consulting India Private Limited as a consultant and with Zinnov Management Consulting Private Limited as director. He was previously a promoter of Purplegull Services India Private Limited and Flutterby Services Private Limited (both now struck off companies). He has been awarded "*BW Disrupt 40 under 40-2020*" by Business World.

Sakshi Vijay Chopra is a Non-Executive Nominee Director of our Company. She holds a bachelor's degree in commerce from the University of Mumbai and a master's degree in business administration from the Asian Institute of Management, Philippines. She has more than 14 years of work experience in private equity funds. She is presently associated with Peak XV Partners Advisors India LLP as a managing director.

Mukul Arora is a Non-Executive Nominee Director of our Company. He holds a bachelor's degree in computer engineering from the University of Delhi and a post graduate diploma in management from the Indian Institute of Management Society, Lucknow. He has worked with McKinsey & Company Inc. in the past and is currently associated with Light Ray Advisors LLP as the managing partner. He has also been awarded with the "*Midas Touch Award*" by the Economic Times Startup Awards 2024.

Alok Chandra Misra is a Non-Executive Independent Director our Company. He is a member of the Institute of Chartered Accountants of India. He has approximately 35 years of work experience in finance. He was associated with General Atlantic Private Limited as the Operating Partner, with the WNS Global Services Private Limited as the Group Chief Financial Officer, with Mphasis Limited as the Chief Financial Officer and with I.T.C. Limited as the Commercial Manager, Bangalore Factory.

Gunender Kapur is a Non-Executive Independent Director of our Company. He holds a bachelor's of engineering (honors) degree from the Birla Institute of Technology & Science and a master's degree in business administration from the University of Delhi. He has approximately 40 years of work experience. He was previously associated as the vice chairman and chief executive officer with Unilever Nigeria PLC, was an executive director in Hindustan Lever Limited, was the president and chief executive - food business in Reliance Industries Limited and was a senior advisor with TPG Asia V, L.P.. He is presently the chief executive officer of Vishal Mega Mart Limited.

Sandhya Pottigari is a Non-Executive Independent Director of our Company. She holds a master's degree in business administration from Osmania University, Hyderabad. She has more than 20 years of experience in human resources development across various industries. She was previously associated with Sasken Technologies Limited as senior executive – human resources, with Madura Garments (a division of Indian Rayon and Industries Limited) as manager human resources, with Silicon Automation Systems as executive- human resources, with Siemens Limited as chief manager, with Amazon Development Centre (India) Private Limited as HR director (IN consumer), and with GE Digital at GE India Industrial Services Private Limited as executive –HR business partner. She has previously served and continues to operate as a consultant advising on strategic people and culture matters in different organisations.

Sudeep Nagar is a Non-Executive Independent Director of our Company. He holds a bachelor's degree in engineering from Devi Ahilya Vishwavidyalaya, Indore (*formerly known as the University of Indore*) and a post graduate diploma from the Indian Institute of Management, Ahmedabad. He has over 18 years of work experience in software engineering, sales marketing and customer care. He was previously associated with Computer Sciences Corporation India Private Limited and HCL Technologies Limited as a software engineer, with Lodha Group as the deputy general manager- sales, strategy, marketing, sales and customer care, and is currently associated with Bluestone Jewellery and Lifestyle Private Limited as the chief operating officer.

Arindam Paul is a Non-Executive Independent Director of our Company. He holds a bachelor's degree in chemical engineering from Sardar Vallabhbhai National Institute of Technology, Surat and a post graduate diploma in management from the Indian Institute of Management, Indore. He has approximately 11 years of work experience. He was previously associated with Cognizant Technology Solutions India Private Limited as a consultant and is currently associated with Atomberg Technologies Private Limited as the chief business officer. He was invited as a guest speaker in the United Nations Industrial Development Organization' General Conference 2019 to speak on "*Cleantech as a Catalyst for Climate Action and the Clean Energy Transition*". He was awarded with the "*Young Alumni Achiever Award 2023*" by the Indian Institute of Management, Indore.

Relationship between our Directors, Key Managerial Personnel and Senior Management

None of our Directors are related to each other or any other Key Managerial Personnel and Senior Management in our Company.

Confirmations

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any of the stock exchange during their directorship in such companies.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

None of our Directors have been declared as Willful Defaulters nor as Fraudulent Borrowers.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

Arrangements or understandings with major shareholders, customers, suppliers or others

Except for Sakshi Vijay Chopra (who is a nominee of Peak XV Partners Investments VI, appointed pursuant to the Shareholders' Agreement) and Mukul Arora (who is a nominee of Elevation Capital VIII Limited, appointed pursuant to the Shareholders' Agreement) there are no arrangements or understandings with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors are appointed on the Board or as a member of senior management.

Terms of appointment of our Executive Directors

Ankit Garg

Ankit was one of the first Directors of the Company. He was subsequently appointed as Executive Director and Chief Executive Officer of our Company for a period of 5 years with effect from June 4, 2025 pursuant to the resolutions passed by our Board dated June 4, 2025, and pursuant to the Shareholders resolution dated June 5, 2025, and was elected as a Chairperson with effect from June 4, 2025.

The details of remuneration and perquisites payable to Ankit Garg during the term of his office with effect from June 4, 2025, as Chairperson, Chief Executive Officer, and Executive Director, as approved by our Board in its meeting held on June 4, 2025, and by our Shareholders in their meeting held on June 5, 2025, read in consonance with the employment agreement dated June 4, 2025, are as follows:

Particulars	Remuneration* (₹ in million)
Fixed remuneration	Up to 27.00
Variable remuneration	Up to 3.00

In Fiscal 2025, Ankit Garg received a total remuneration of ₹8.55 million.

Chaitanya Ramalingegowda

Pursuant to the resolutions passed by our Board dated April 19, 2019, Chaitanya Ramalingegowda was appointed as an additional director and pursuant to Shareholders' approval in the general meeting dated September 30, 2019, he was regularized as an Executive Director. Subsequently, his term as an Executive Director was fixed for a period of five years, with effect from June 4, 2025 pursuant to the resolutions passed by our Board dated June 4, 2025, and pursuant to the shareholders resolution dated June 5, 2025.

The details of remuneration and perquisites payable to Chaitanya Ramalingegowda during the term of his office with effect from June 4, 2025 as an Executive Director, as approved by our Board in its meeting held on June 4, 2025 and by our Shareholders in their meeting held on June 5, 2025, read in consonance with the employment agreement dated June 4, 2025 , are as follows:

Particulars	Remuneration* (₹ in million)
Fixed remuneration	Up to 27.00
Variable remuneration	Up to 3.00

In Fiscal 2025, Chaitanya Ramalingegowda received a total remuneration of ₹8.96 million.

Remuneration to our Non-Executive Directors

Remuneration to our Non-Executive Nominee Directors

Our Non-Executive Nominee Directors are not entitled to any remuneration.

Remuneration to our Non-Executive Independent Directors

Pursuant to the resolution passed by our Board on June 4, 2025 and June 16, 2025, each Non-Executive Independent Director is entitled to receive sitting fees of ₹0.10 million per meeting for attending each meeting of our Board and/or ₹0.10 million for attending each meeting of the audit committee, growth and strategy committee and finance committee and ₹0.08 million for attending each meeting of the Nomination and Remuneration Committee, Stakeholders Relationship Committee, and Risk Management Committee Meeting, within the limits prescribed under the Companies Act, 2013, and the rules made thereunder. Further, pursuant to a resolution of our Board dated June 4, 2025, Sudeep Nagar and Arindam Paul, our Non-Executive Independent Directors are entitled to receive commission at an amount not exceeding ₹ 2.40 million per annum and Gunender

Kapur, Alok Chandra Misra, and Sandhya Pottigari, our Non-Executive Independent Directors are entitled to receive commission at an amount not exceeding ₹ 3.00 million per annum in accordance with the provisions of Section 197 of the Companies Act, 2013, and the said commission is in addition to sitting fees and reimbursement of expenses for attending the meetings of our Board or committees thereof which may be paid in such amount, proportion and manner as may be decided by our Board from time to time.

None of our Non-Executive Independent Directors were paid any sitting fee or commission in Financial Year 2025, since our Non-Executive Independent Directors were appointed post completion of Financial Year 2025.

Contingent or deferred compensation paid to Directors by our Company

There is no contingent or deferred compensation accrued for Financial Year 2025 and payable to any of our Directors by our Company.

Bonus or profit-sharing plan of our Directors

Except for Ankit Garg and Chaitanya Ramalingegowda who are a party to an arrangement under the SHA as described in "*History and Certain Corporate Matters – Shareholders' agreement and other agreements*" on page 227 and the performance linked incentive which is part of the remuneration for Ankit Garg and Chaitanya Ramalingegowda, none of our Directors are entitled to any bonus or profit-sharing plans of our Company.

Service contracts with Directors

None of our Directors have entered into service contracts with our Company pursuant to which they are entitled to any benefits upon termination of employment. For details, see "*Our Management -Terms of appointment of our Executive Directors*" on page 234.

Shareholding of our Directors in our Company

Our Directors are not required to hold any qualification Equity Shares under our Articles of Association.

Except as disclosed below, none of our Directors hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Director	Number of Equity Shares of face value of ₹1 each	Percentage of paid-up Equity Share capital on a fully diluted basis* (%)
1.	Ankit Garg	103,190,136	33.38
2.	Chaitanya Ramalingegowda	31,180,908	10.09

** Assuming conversion of CCCPS and exercise of vested options under ESOP 2019.*

Interest of Directors

All our Directors, may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them by our Company under our Articles of Association and their respective appointment letters, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Certain of our Directors may also be deemed to be interested to the extent of Equity Shares, if any (together with dividends and other distributions in respect of such Equity Shares), held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives. For details, see "*Capital Structure – Employee Stock Options Schemes of our Company*" on page 106.

None of our Directors have any interest in any property acquired or proposed to be acquired by our Company.

Except for Ankit Garg and Chaitanya Ramalingegowda, who are our Promoters, none of our Directors have any interest in the promotion or formation of our Company.

Except as stated in "*Financial Statements – Restated Financial Information – Note 40: Related party disclosures*" on page 312, no amount or benefit has been paid or given within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our Directors.

None of our Directors have any other interest in our Company or in any transaction by our Company including for acquisition of land, construction of buildings or supply of machinery.

None of our Directors have availed loans from our Company.

Changes in the Board in the last three years

Details of the changes in our Board in the last three years preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of Appointment/ Change/ Cessation	Reason
Varun Laul	June 13, 2025	Resignation as Non-Executive Nominee Director
Manvitha Janagam	June 6, 2025	Resignation as Non-Executive Nominee Director
Ankit Garg	June 4, 2025	Appointment as Chairperson, Chief Executive Officer and Executive Director
Alok Chandra Misra	June 4, 2025	Appointment as Non-Executive Independent Director
Sandhya Pottigari	June 4, 2025	Appointment as Non-Executive Independent Director
Arindam Paul	June 4, 2025	Appointment as Non-Executive Independent Director
Sudeep Nagar	June 4, 2025	Appointment as Non-Executive Independent Director
Gunender Kapur	June 4, 2025	Appointment as Non-Executive Independent Director
Mukul Arora	June 4, 2025	Appointment as Non-Executive Nominee Director
Arjun Anand	September 26, 2024	Resignation as Non-Executive Nominee Director
Manvitha Janagam	September 26, 2024	Appointment as Non-Executive Nominee Director
Varun Laul	February 1, 2023	Appointment as Non-Executive Nominee Director

Note: This does not include regularization

Borrowing powers of our Board of Directors

Pursuant to a resolution passed by our Board in its meeting dated June 4, 2025 and resolution passed by Shareholders' in its meeting dated June 5, 2025, our Board is authorized to borrow from time to time as they may deem fit, notwithstanding that the moneys to be borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company and its free reserves provided that the aggregate of the monies borrowed by the Board and outstanding at any time does not exceed ₹10,000 million or the aggregate of paid-up share capital of the Company and its free reserves, whichever is higher under Section 180(1)(c) and does not exceed ₹6,250 million under Section 180(1)(a).

Corporate governance

The provisions of the SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable provisions of the SEBI Listing Regulations, and the Companies Act, in respect of corporate governance including constitution of our Board and committees thereof and formulation and adoption of policies, to the extent applicable.

As on the date of this Draft Red Herring Prospectus, our Board comprises nine Directors including two Executive Directors, two Non-Executive Nominee Directors and five Non-Executive Independent Directors, including one Non-Executive Woman Independent Director. In compliance with Section 152 of the Companies Act, not less than two-thirds of the Directors (excluding Independent Directors) are liable to retire by rotation. One-third of such directors are liable to retire by rotation at every annual general meeting.

Committees of the Board

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board of Directors function either as a full board, or through various committees constituted to oversee specific operational areas. In addition to the Committees described below, our Board may, from time to time, constitute committees for various functions.

Details of the committees as on the date of this Draft Red Herring Prospectus are set forth below:

Audit Committee

The members of the Audit Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Alok Chandra Misra	Chairperson
2.	Gunender Kapur	Member
3.	Chaitanya Ramalingegowda	Member

The Audit Committee was constituted at a meeting of our Board held on June 4, 2025. The scope and functions of the Audit Committee is in accordance with the Section 177 of the Companies Act and SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated June 4, 2025 passed by our Board are set forth below:

(a) oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(b) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

(c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

    i. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

    ii. changes, if any, in accounting policies and practices and reasons for the same;

    iii. major accounting entries involving estimates based on the exercise of judgment by management;

    iv. significant adjustments made in the financial statements arising out of audit findings;

    v. compliance with listing and other legal requirements relating to financial statements;

    vi. disclosure of any related party transactions; and

    vii. modified opinion(s) in the draft audit report.

(e) reviewing, with the management, the quarterly financial statements before submission to the board for approval;

(f) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;

(g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) approval or any subsequent modification of transactions of the Company with related parties;

(i) scrutiny of inter-corporate loans and investments;

(j) valuation of undertakings or assets of the Company, wherever it is necessary;

(k) evaluation of internal financial controls and risk management systems;

(l) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(m) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(n) discussion with internal auditors of any significant findings and follow up there on;

(o) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(p) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(q) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(r) to review the functioning of the whistle blower mechanism;

(s) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

(t) carrying out any other function as is mentioned in the terms of reference of the audit committee;

(u) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments; and

(v) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

(w) carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, SEBI ICDR Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties; and

(x) to carry out such other functions as may be specifically referred to the Audit Committee by the Board and/or other committees of directors of the Company.

The Audit Committee shall mandatorily review the following information:

(a) management discussion and analysis of financial condition and results of operations;

(b) management letters / letters of internal control weaknesses issued by the statutory auditors;

(c) internal audit reports relating to internal control weaknesses; and

(d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

(e) statement of deviations:

  i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations, as amended.

  ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations, as amended.

(f) Such information as may be prescribed under the Companies Act, and the rules thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended."

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Sandhya Pottigari	Chairperson
2.	Gunender Kapur	Member
3.	Mukul Arora	Member

The Nomination and Remuneration Committee was constituted at a meeting of our Board held on June 4, 2025. The scope and functions of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act and SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated June 4, 2025 passed by our Board are set forth below:

(a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees.

(b) formulation of criteria for evaluation of performance of independent directors and the Board;

(c) for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

i. use the services of an external agencies, if required;

ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and

iii. consider the time commitments of the candidates.

(d) devising a policy on Board diversity;

(e) identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and specifying the manner for effective evaluation of performance of Board, its committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

(f) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(g) recommend to the Board, all remuneration, in whatever form, payable to senior management; and

(h) carrying out any other activities as may be delegated by the Board and functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders Relationship Committee

The members of the Stakeholders Relationship Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Sudeep Nagar	Chairperson
2.	Chaitanya Ramalingegowda	Member
3.	Ankit Garg	Member

The Stakeholders Relationship Committee was constituted by a meeting of our Board on June 16, 2025. The scope and functions of the Stakeholders Relationship Committee is in accordance with Section 178 of the Companies Act and SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated June 16, 2025 passed by our Board are set forth below:

(a) resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

(b) review of measures taken for effective exercise of voting rights by shareholders;

(c) review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent;

(d) review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;

(e) resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants; and

(f) carrying out any other functions required to be carried out by the Stakeholders Relationship Committee as contained in the Companies Act, SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Risk Management Committee

The members of the Risk Management Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Chaitanya Ramalingegowda	Chairperson
2.	Ankit Garg	Member
3.	Arindam Paul	Member
4.	Sakshi Vijay Chopra	Member

The Risk Management Committee was constituted with effect from June 16, 2025, by way of resolution passed by our Board on June 16, 2025. The scope and functions of the Risk Management Committee is in accordance with the SEBI Listing Regulations. The terms of reference of the Risk Management Committee include the following:

(a) to formulate a detailed risk management policy which shall include:

   (i) a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

   (ii) measures for risk mitigation including systems and processes for internal control of identified risks; and

   (iii) business continuity plan.

(b) to ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(c) to monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(d) to periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(e) to keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;

(f) the appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

(g) any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CSR Committee

The members of the CSR Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Chaitanya Ramalingegowda	Chairperson
2.	Ankit Garg	Member
3.	Arindam Paul	Member

The CSR Committee was initially constituted at a meeting of our Board held on January 23, 2020, and was last reconstituted at a meeting of our Board held on June 4, 2025. The scope and functions of the CSR Committee is in accordance with Section 135, Companies Act and its terms of reference as stipulated pursuant to a resolution dated June 4, 2025, passed by our Board are set forth below:

(a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;

(b) To review and recommend the amount of expenditure to be incurred on the activities referred to in (a) and amount to be incurred for such expenditure shall be as per the applicable law;

(c) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(d) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

(e) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(f) To review and monitor the Corporate Social Responsibility Policy of the company and its implementation from time to time, and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(g) To do such other acts, deeds and things as may be required to comply with the applicable laws; and;

(h) To take note of the Compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company.

(i) The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

- the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;
- the manner of execution of such projects or programmes as specified in the rules notified under the Rule 4 Companies (Corporate Social Responsibility Policy) Rules, 2014;
- the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- monitoring and reporting mechanism for the projects or programmes; and
- details of need and impact assessment, if any, for the projects undertaken by the Company;

(j) To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or statutorily prescribed under any other law or by any other regulatory authority.

IPO Committee

The members of the IPO Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Ankit Garg	Chairperson
2.	Chaitanya Ramalingegowda	Member
3.	Mukul Arora	Member

The IPO Committee was constituted at a meeting of our Board held on June 16, 2025. The scope and functions of the IPO Committee and its terms of reference as stipulated pursuant to a resolution dated June 16, 2025 passed by our Board are set forth below:

(a) To take on record the number of Equity Shares proposed to be offered by the Selling Shareholder(s) and any changes thereto;

(b) To make applications to, seek clarifications, obtain approvals and seek exemptions from, where necessary, the SEBI, the Stock Exchanges, the Registrar of Companies, Karnataka at Bengaluru, the relevant registrar of companies, the Reserve Bank of India, and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus, the red herring prospectus and the prospectus, as applicable;

(c) To finalize, settle, approve, adopt and file in consultation with the book running lead managers appointed for the Offer (the "**BRLM(s)**") where applicable, the draft red herring prospectus, the red herring prospectus and the prospectus in connection with the Offer, the preliminary and final international wrap, abridged prospectus, and any amendments, supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with applicable laws;

(d) To appoint, instruct and enter into and terminate arrangements with the BRLM(s), and in consultation with BRLM(s), appoint and enter into agreements with intermediaries including underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars, sponsor bank(s), legal advisors, auditors, advertising agency, independent chartered accountants, industry expert, depositories, custodians, printers and any other agencies or persons or intermediaries in relation to the Offer, including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLM(s) and negotiation, finalization, execution and remuneration of all such intermediaries/agencies including the payments of commissions, brokerages, etc.;

(e) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the draft red herring prospectus, the red herring prospectus, the prospectus, the preliminary and final international wrap, offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow agreement, agreements with the registrar to the Offer, agreement with the advertising agency in relation to the Offer, bid-cum-application forms, confirmation of allotment notes and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, advertising agency, stock exchange(s), BRLM(s), and any other agencies/intermediaries in connection with the Offer, and any notices, supplements and corrigenda thereto, with the power to authorise one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;

(f) To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, strategic partners, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;

(g) To open and operate bank accounts in terms of the cash escrow and sponsor bank agreement with a scheduled bank to receive applications along with application monies, for handling of refunds, and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(h) To authorise and approve in consultation with the BRLM(s), incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

(i) To accept and appropriate the proceeds of the Offer in accordance with the applicable laws;

(j) To approve code of conduct as may be considered necessary by the IPO Committee or as required under the Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;

(k) To approve the implementation of any corporate governance requirements, code of conduct for the Board, officers and other employees of the Company that may be considered necessary by the Board or the IPO Committee or as may be required under the Applicable Laws or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under applicable laws;

(l) To finalise and issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorise one or more officers of the Company to sign all or any of the aforestated documents;

(m) To undertake as appropriate such communication with the Selling Shareholders as required under applicable law, including inviting the existing shareholders of the Company to participate in the Offer by making an offer for sale in relation to such number of Equity Shares held by them as may be deemed appropriate, and which are eligible for the offer for sale in accordance with the SEBI ICDR Regulations, as amended, take all actions as may be necessary and authorised in connection with the Offer for Sale and to approve and take on record the approval of the Selling Shareholder(s) for offering their Equity Shares in the Offer for Sale and the transfer of Equity Shares in the Offer for Sale;

(n) To authorise and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer in accordance with the SEBI ICDR Regulations, Companies Act, as amended and other applicable laws;

(o) To issue advertisements in such newspapers and other media as it may deem fit and proper in accordance with the SEBI ICDR Regulations, Companies Act, 2013, as amended and other applicable laws;

(p) To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any;

(q) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, in consultation with the BRLM(s), to determine the anchor investor portion and allocation to anchor investors, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, credit of Equity Shares to the demat accounts of the successful allottees, share certificates in accordance with the relevant rules, in consultation with the BRLM(s) in accordance with applicable laws;

(r) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and/ or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository

Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorise one or more officers of the Company to execute all or any of the aforestated documents;

(s) To make in-principle and final applications for listing and trading of the Equity Shares in one or more stock exchange(s) for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary and to take all such other actions as may be necessary in connection with obtaining such listing;

(t) To settle all questions, difficulties or doubts that may arise in relation to the Offer, including issue, allotment, terms of the Offer, utilisation of the Offer proceeds and matters incidental thereto as it may deem fit;

(u) To submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies, Karnataka at Bengaluru and the relevant stock exchange(s) where the Equity Shares are to be listed;

(v) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing;

(w) To execute and deliver and/or to authorise and empower officers of the Company (each, an "**Authorised Officer**") for and on behalf of the Company to execute and deliver, on a several basis, any and all other documents or instruments and any declarations, affidavits, certificates, consents, agreements as well as amendments or supplements thereto as may be required from time to time or that the Authorised Officers consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar agreement, the depositories agreements, the offer agreement, the underwriting agreement, the syndicate agreement, the cash escrow and sponsor bank agreement and confirmation of allocation notes, with the BRLM(s), syndicate members, bankers to the Offer, registrar to the Offer, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer, if any and any and all other documents or instruments and doing or causing to be done any and all acts or things as the IPO Committee and/or Authorised Officer may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee and/or Authorised Officer shall be conclusive evidence of the authority of the IPO Committee and/or Authorised Officer and Company in so doing.

(x) To, if necessary, withdraw the draft red herring prospectus or the red herring prospectus or to decide to not proceed with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLM(s); and

(y) To delegate any of its powers set out hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company.


Management Organisation Chart
Board of Directors
Executive Directors
Non-Executive Directors
Ankit Garg
Chairperson, Chief Executive Officer and Executive Director
Chaitanya Ramalingegowda
Executive Director
Sakshi Vijay Chopra
Nominee Director
Mukul Arora
Nominee Director
Gunender Kapur
Independent Director
Alok Chandra Misra
Independent Director
Sandhya Pottigari
Independent Director
Sudeep Nagar
Independent Director
Arindam Paul
Independent Director
Management Team
KMP's
SMP's
Navesh Gupta
Chief Financial Officer
Surbhi Sharma
Company Secretary and Compliance officer
Kunal O Dubey
Chief Marketing Officer
Umanath Nayak
Head of Human Resources
Dibyendu Panda
Vice President - Retail
Kunal Chandel
Senior Manager - Legal

Key Managerial Personnel

In addition to Ankit Garg, Promoter, Chairperson, Chief Executive Officer and Executive Director of our Company and Chaitanya Ramalingegowda, Promoter and Executive Director of our Company whose details are set out under "- *Brief biographies of our Directors*" on page 232, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are set forth below:

Navesh Gupta is the Chief Financial Officer of our Company overseeing financial strategy, reporting, fundraising, tax matters and enterprise resource planning. He joined our Company on February 16, 2021 as Manager- Finance and resigned on August 29, 2024 as GM- Supply chain finance due to personal reasons. He rejoined our Company on September 30, 2024. He is a member of the Institute of Chartered Accountants of India. He holds a bachelor's degree in commerce from University of Rajasthan. He has completed an advanced program in strategic management for business excellence from Indian Institute of Management, Lucknow. He has approximately 11 years of work experience in finance. He was previously associated with Genpact India Private Limited, CNH Industrial (India) Private Limited, Daikin Airconditioning India Private Limited and Foundation Brake Manufacturing Private Limited. For Fiscal 2025, he received remuneration of ₹ 3.11 million from our Company.

Surbhi Sharma is the Company Secretary and Compliance Officer of our Company and is responsible for ensuring secretarial and regulatory compliances of our Company. She has been associated with our Company since December 9, 2025 and has been appointed as Company Secretary with effect from January 22, 2025. She holds a bachelor's degree in commerce from Jain University, bachelor's degree in law from Karnataka State Law University and master's degree in law in corporate and financial law from Jindal Global Law School. She is a member the Institute of Company Secretaries of India. She has approximately 6 years of work experience as company secretary. She was previously associated with Kerala Ayurveda Limited, Ola Electric Mobility Limited and BMP & Co. LLP. During her tenure at Ola Electric Mobility Limited, she was involved in their initial public offering. Further, during her tenure at BMP & Co. LLP, she had gained experience in corporate restructuring transactions like mergers and amalgamations and private equity funding transactions for startups. For Fiscal 2025, she received remuneration of ₹0.83 million from our Company.

Senior Management

In addition to Surbhi Sharma, Company Secretary and Compliance Officer and Navesh Gupta, the Chief Financial Officer, whose details are provided in "- *Key Managerial Personnel of our Company*" on page 245, the details of our other Senior Management as on the date of this Draft Red Herring Prospectus are set forth below:

Kunal O Dubey is the Chief Marketing Officer of our Company. He joined our Company on June 4, 2024 and is responsible for leading all marketing functions, including brand marketing, growth marketing, consumer research, media planning and buying, and corporate communications. He has passed the bachelor's degree in commerce examination held by the University of Mumbai and a post graduate diploma in business management from N. L. Dalmia Institute of Management Studies and Research. He has over 18 years of work experience in marketing, sales and customer care and has been previously associated with Cleartrip Private Limited, Flipkart Internet Private Limited, Vedantu Innovations Private Limited, PhonePe Private Limited, Dentsu India Private Limited, eBay India Private Limited, Hardcastle Restaurants Private Limited (McDonald's), Lodha Corporation and Reliance Communications Limited. For Fiscal 2025, he received remuneration of ₹13.28 million from our Company.

Dibyendu Panda is the Vice President - Retail of our Company. He joined our Company on September 4, 2023. He is responsible for the retail sales and operations along with expansion and leads the retail operations, expansion, merchandising and learning and development teams. He holds a bachelor of engineering in information technology from Biju Patnaik University of Technology, Orissa, post graduate diploma in management from All India Management Association and has completed an advanced strategic management program from Indian Institute of Management, Kozhikode. He has approximately 19 years of work experience in retail, operations and customer service. He was previously associated with BlueStone Jewellery and Lifestyle Private Limited as a sales director, VIP Industries Limited as a regional manager, Reliance Industries Limited as assistant manager, Sony India Private Limited as retail development incharge and with Vodafone India Limited as zonal retail lead. For Fiscal 2025, he received remuneration of ₹7.44 million from our Company.

Kunal Chandel is the Senior Manager - Legal of our Company. He joined our Company on July 15, 2021. He is responsible for leading all aspects of the legal function within our Company. He holds a bachelor's degree in law from National Law University, Jodhpur. He has approximately 5 years of work experience in law. He was previously associated with Hindustan Zinc Limited and Rahul Chaudhry & Partners. For Fiscal 2025, he received remuneration of ₹ 2.38 million from our Company.

Umanath Nayak is the Head of Human Resource of our Company. He joined our Company on November 4, 2019. He is responsible for leading all aspects of the human resources function within our Company. He holds a bachelor's degree in social work from Mangalore University and a master's degree in social work from Mangalore University. He has approximately 17 years of work experience in human resource. He was previously associated with Food Vista India Private Limited (Freshmenu), Gionee India Private Limited, OM Pizzas and Eats India Private Limited (Papa Johns) and Global Franchise Architects India (P) Limited. For Fiscal 2025, he received remuneration of ₹5.79 million from our Company.

Relationship between our Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel or Senior Management are related to each other.

Status of Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Shareholding of Key Managerial Personnel and Senior Management

Except as disclosed in "- *Shareholding of our Directors in our Company*" on page 235, none of our Key Managerial Personnel and Senior Management hold any Equity Shares in our Company.

Bonus or profit-sharing plans

Except for Ankit Garg and Chaitanya Ramalingegowda who are a party to an arrangement under the SHA as described in "*History and Certain Corporate Matters – Shareholders' agreement and other agreements*" on page 227 and the performance linked incentive which is part of the remuneration for Ankit Garg and Chaitanya Ramalingegowda, none of our Key Managerial Personnel or Senior Management are entitled to any bonus or profit-sharing plans of our Company.

Interests of Key Managerial Personnel and Senior Management

The Key Managerial Personnel and Senior Management other than as disclosed in "*Interest of Directors*" do not have any interests in our Company, other than (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business; (ii) the Equity Shares held by them or their relatives and companies, firms and trusts, in which they are interested as director, proprietor, member, partner, trustee and promoter; (iii) employee stock options held by them and the resultant shareholding from ESOP 2019 and to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them in our Company and (iv) as provided in "*Financial Statements – Restated Financial Information – Note 40: Related party disclosures*" on page 312.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to our Key Managerial Personnel or Senior Management or Directors.

Arrangements or understandings with major shareholders, customers, suppliers or others

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any Key Managerial Personnel or Senior Management was selected as member of senior management.

Service Contracts with Key Managerial Personnel and Senior Management

There are no service contracts executed by our Company with the Key Managerial Personnel and Senior Management pursuant to which they are entitled to any benefits upon termination of their employment.

Changes in Key Managerial Personnel and Senior Management

Except as disclosed below and as disclosed under "*Changes in the Board in the last three years*", there have been no changes in the Key Managerial Personnel or Senior Management in the last three years:

Name	Designation	Date of Change	Reason for Change
Surbhi Sharma	Company Secretary and Compliance Officer	June 16, 2025	Appointment as Compliance Officer
Navesh Gupta	Chief Financial Officer	May 13, 2025	Appointment as Chief Financial Officer
Anil Arya	Chief Financial Officer	February 8, 2025	Resignation as Chief Financial Officer
Surbhi Sharma	Company Secretary	January 22, 2025	Appointment as Company Secretary
Dibyendu Panda	Vice President - Retail Operations	December 1, 2024	Appointment as Vice President - Retail Operations
Pawni Bhave	Company Secretary	August 6, 2024	Resignation as Company Secretary
Kunal O Dubey	Chief Marketing Officer	June 4, 2024	Appointment as Chief Marketing Officer
Kunal Chandel	Senior Manager- Legal	April 1, 2024	Appointment as Senior Manager- Legal
Anil Arya	Chief Financial Officer	July 25, 2023	Appointment as Chief Financial Officer

Payment or benefit to Key Managerial Personnel and Senior Management
Except as disclosed in "*Offer Document Summary –Summary of related party transaction*" on page 19, no non-salary amount or benefit has been paid or given to any officer of our Company including Key Managerial Personnel or Senior Management, within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment or any employee stock options, for services rendered as officers of our Company.

Employee Stock Options

For details of ESOP 2019, see "*Capital Structure – Employee Stock Options Schemes of our Company"* on page 106.

OUR PROMOTERS AND PROMOTER GROUP

Ankit Garg and Chaitanya Ramalingegowda are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters, Ankit Garg and Chaitanya Ramalingegowda hold 103,190,136 Equity Shares and 31,180,908 Equity Shares in our Company respectively, representing in aggregate 43.47% of the shareholding in our Company on a fully diluted basis. For further details, see "*Capital Structure - Shareholding of our Promoters and Promoter Group*" on page 103.

Details of our Promoters

Ankit Garg, born on September 19, 1988, aged 36 years, is our Promoter, the Chairperson, Chief Executive Officer and an Executive Director of our Company. He resides at B 1403, Kariyammana Agrahara Road, Bellandur, Bellandur Lake, Bengaluru 560 103, Karnataka, India.

For further details in relation to his educational qualifications, experience in the business or employment, positions/posts held in the past and other directorships, special achievements, business and other activities, see "*Our Management – Brief Biographies of Directors*" beginning on page 232.

His permanent account number is AVGPG0903R.

Chaitanya Ramalingegowda, born on April 6, 1981 aged 44 years, is our Promoter and an Executive Director of our Company. He resides at 1686, 2nd Cross, Aniketana Road, P and T Block, Kuvempunagar, Mysuru City, 570 023, Karnataka, India.

For further details in relation to his educational qualifications, experience in the business or employment, positions/posts held in the past and other directorships, special achievements, business and other activities, see "*Our Management – Brief Biographies of Directors*" beginning on page 232.

His permanent account number is AFKPR2783Q.

Our Company confirms that the permanent account number, bank account number, passport number, Aadhaar card number of our Promoters and driving license number of Chaitanya Ramalingegowda have been submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Other ventures of our Promoters

Other than as disclosed in this chapter, "*Our Promoters and Promoter Group*" and "*Our Management*" on pages 248 and 230, our Promoters are not involved in any other venture.

Change in the control of our Company

There has been no change in the control of our Company since the date of its incorporation.

Our Promoters are the original promoters of our Company.

Interests of Promoters and common pursuits

Our Promoters are interested in our Company to the extent that (i) they are the Promoters of our Company; and (ii) to the extent of their direct and indirect shareholding in our Company; including the dividend payable, if any, and any other distributions in respect of the Equity Shares held by them in our Company, from time to time. For details of the shareholding of our Promoters in our Company, see "*Capital Structure*" on page 82.

Our Promoters, are also the Executive Directors of our Company, and may be deemed to be interested to the extent of their remuneration and reimbursement of expenses, payable to them, if any, in their capacity as Directors. For further details, see "*Our Management*" on page 230.

No sum has been paid or agreed to be paid to our Promoters or to the firms or companies in which our Promoters are interested as a member in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as a director or promoter or otherwise for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

Except as disclosed in "*Capital Structure - Notes to the Capital Structure - Shares issued for consideration other than cash or out of revaluation reserves (excluding bonus issuance)*", and under "*Our Management*" and "*Other Financial Information – Related Party Transactions*" on pages 94, 230 and 331, respectively, our Promoters have no interest in any property acquired by our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery, etc. and no amount or benefit has been paid or given to our Promoters or any of the members of the Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or any of the members of the Promoter Group.

Our Promoters do not have any interest in a venture that is involved in any activities similar to those conducted by our Company.

Material guarantees given by our Promoters to third parties with respect to Equity Shares of our Company

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

Our Promoters have not given personal guarantees for certain loans availed by our Company.

Companies and firms with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves, sold or transferred their stake in any company or firm in the three years immediately preceding the date of this Draft Red Herring Prospectus, except for Chaitanya Ramalingegowda's disassociation from One Good Step as its trustee on February 28, 2025 because of personal commitments.

Confirmations

Our Promoters and members of our Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers.

Our Promoters and members of our Promoter Group have not been prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority/court.

Our Promoters are not and have not been a promoter or director of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters have not been declared as Fugitive Economic Offenders.

There is no conflict of interest between our Promoters or members of our Promoter Group and the suppliers of raw materials and third-party service providers, which are crucial for the operations of our Company. Further, there is no conflict of interest between our Promoters or members of our Promoter Group and lessors of the immovable properties, which are crucial for the operations of our Company.

Promoter Group

The following individuals and entities constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations in addition to our Promoters:

Natural persons who are part of our Promoter Group

The following table sets forth details of the natural persons who are part of our Promoter Group (due to their relationship with our Promoters):

Name of the Promoter	Relationship	Name
Ankit Garg	Spouse	Dolly Agarwal
	Father	Virendra Kumar
	Mother	Urmila Garg
	Sister	Nidhi Garg
	Daughter	Anaaya Garg
	Son	Ved Garg
	Spouse's father	Satya Prakash Agrawal

Name of the Promoter	Relationship	Name
	Spouse's mother	Sunita Agarwal
	Spouse's brother(s)	Vivek Agarwal
		Yanni Agrwal
	Spouse's sister	Shalini Agarwal
Chaitanya Ramalingegowda	Spouse	Anupama M R
	Father	Javare Gowda Ramalinge Gowda
	Mother	Gayathridevi G
	Son	Siddharth Chaitanya
	Spouse's father	M B Rajashekhar
	Spouse's mother	Gowramma
	Spouse's brother	Sachin M R

Entities forming part of our Promoter Group

1. Aisiri Enterprises
2. Ankit Garg Family Trust
3. Chaitanya Ramalingegowda Family Trust
4. Siri Agro
5. Sri Maruthi Warehousing.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders in the Annual General Meeting, at their discretion, subject to the provisions of the Articles of Association and the applicable laws including the Companies Act, read with the rules notified thereunder, and the SEBI Listing Regulations, each as amended. Further the Board shall also have the absolute power to declare interim dividend in compliance with the Act. The dividend distribution policy of our Company was approved and adopted by our Board on June 16, 2025.

We may retain all our future earnings, if any, for purposes to be decided by our Company, subject to compliance with the provisions of the Companies Act. The quantum of dividend, if any, will depend on a number of factors, including but not limited to profits earned and available for distribution during the relevant Financial Year, accumulated reserves including retained earnings, earing outlook for the next three to five years, expected future capital/expenditure requirements, organic growth plans/expansions, proposed long-term investment, capital restructuring, debt reduction, crystallization of contingent liabilities, cash flows, current and projected cash balance, past dividend trend of the our Company and the industry and external factors, including but not limited to the macro-economic environment, regulatory changes, technological changes and other factors like statutory and contractual restrictions. In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing documents, our Company is currently a party to or may enter into from time to time.

There is no guarantee that any dividends will be declared or paid in the future. For details in relation to risks involved in this regard, see "*Risk Factors – Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, profit after tax available for distribution, cash flows, working capital requirements and capital expenditure and the terms of our financing arrangements.*" on page 58.

Our Company has not declared and paid any dividend during the period from January 1, 2025, until the date of this Draft Red Herring Prospectus and during the nine months period ended December 31, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.

SECTION V: FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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B S R & Co. LLP
Chartered Accountants

Embassy Golf Links Business Park
Pebble Beach, B Block, 3rd Floor
No. 13/2, Off Intermediate Ring Road
Bengaluru – 560 071, India
Telephone + 91 80 4682 3000
Fax + 91 80 4682 3999

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

The Board of Directors
Wakefit Innovations Limited
(formerly known as Wakefit Innovations Private Limited),
Umiya Emporium, 97-99, 2nd and 4th Floor,
Adugodi, Tavarekere, Opp. Forum Mall,
Hosur Road, Bengaluru-560 029
Karnataka, India

Dear Sirs,

1. We, B S R & Co. LLP, Chartered Accountants have examined the attached restated financial information of Wakefit Innovations Limited *(formerly known as Wakefit Innovations Private Limited)*, (the **"Company"** or the **"Issuer"**), comprising the restated statement of assets and liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and 31 March 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flows for the nine months period ended 31 December 2024 and years ended 31 March 2024, 31 March 2023 and 31 March 2022, the material accounting policies, and other explanatory information (collectively, the **"Restated Financial Information"**), as approved by the Board of Directors of the Company at their meeting held on June 25, 2025 for the purpose of inclusion in the draft red herring prospectus **("DRHP"**) prepared by the Company in connection with its proposed initial public offer of equity shares ("**Proposed IPO**") prepared in terms of the requirements of:

    a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the **"Act**");

    b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**");

    c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India **("ICAI**") (the **"Guidance Note**"); and

    d) E-mail dated October 28, 2021 from Securities and Exchange Board of India ("**SEBI**") to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide financial statements prepared in accordance with Indian Accounting Standards ("**Ind-AS**") for all the three years and stub period (hereinafter referred to as the "**the SEBI e-mail**").

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP to be filed with SEBI and relevant stock exchanges in connection with the Proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2.1 to the Restated Financial Information. The responsibility of Board of Directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations, the Guidance Note and the SEBI e-mail.

3. We have examined such Restated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated February 17, 2025 in connection with the Proposed IPO of equity shares of the Company;

   b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

   d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations, the Guidance Note and the SEBI e-mail in connection with the Proposed IPO.

4. These Restated Financial Information have been compiled by the management from:

   a) The audited special purpose interim financial statements of the Company as at and for the nine months period ended December 31, 2024 prepared in accordance with the basis of preparation described in note 2.1 to the special purpose interim financial statements, which have been approved by the Board of Directors at their meeting held on June 25, 2025;

   b) The audited financial statements of the Company as at and for the year ended March 31, 2024 prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on September 26, 2024;

   c) The audited financial statements of the Company as at and for the year ended March 31, 2023 prepared in accordance with Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on September 29, 2023; and

   d) The audited special purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2022, which were prepared by the Company after taking into consideration the requirements of the SEBI e-mail and were approved by the Board of Directors at their Board meeting held on June 25, 2025. The audited special purpose Ind AS financial statements for the year ended 31 March 2022 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies (both mandatory exceptions and optional exemptions) availed as per Ind AS 101 for the transition date of April 01, 2021 and as per the presentation, accounting policies and grouping/classifications followed as at and for the nine months period ended December 31, 2024.

5. For the purpose of our examination, we have relied on:

   a) Auditor's report issued by us dated June 25, 2025 on the special purpose interim financial statements of the Company as at and for the nine months period ended December 31, 2024 as referred in Paragraph 4 (a) above.

   b) Auditor's report issued by us dated September 26, 2024 on the financial statements of the Company as at and for the year ended March 31, 2024 as referred in Paragraph 4 (b) above.

   c) Auditor's report issued by B S R & Associates LLP ("Previous Auditors") dated September 29, 2023 on the financial statements of the Company as at and for the year ended 31 March 2023 as referred in Paragraph 4 (c) above.

   d) Auditor's report issued by the Previous Auditors dated June 25, 2025 on the special purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2022 as referred in Paragraph 4 (d) above. These special purpose Ind AS financial statements are prepared in accordance with basis of preparation as referred to note 2.1 of the special purpose Ind AS financial statements for the year ended March 31, 2022.

   The audits for the financial years ended March 31, 2023 and March 31, 2022 were conducted by the Company's Previous Auditors, and accordingly reliance has been placed on the restated statement of assets and liabilities as at March 31, 2023 and March 31, 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flows for the years ended March 31, 2023 and March 31, 2022, the material accounting policies, and other explanatory information (collectively, the **"2023 and 2022 Restated Financial Information**") examined by them for the said years. The examination report included for the said years is based solely on the report submitted by the Previous Auditors. They have also confirmed that the 2023 and 2022 Restated Financial Information:

   i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the nine months period ended December 31, 2024;

   ii. does not contain any modification requiring adjustments. Moreover, matters in the Auditor's report, which do not require any corrective adjustments in the 2023 and 2022 Restated Financial Information have been disclosed in Part B of Annexure VII of the 2023 and 2022 Restated Financial Information; and

   iii. have been prepared in accordance with the Act, ICDR Regulations, the Guidance Note and the SEBI e-mail.

6. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the audit reports and examination reports submitted by the Previous Auditors for the respective years, we report that the Restated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the nine months period ended December 31, 2024;

b) does not contain any modification requiring adjustments. Moreover, matters in the Auditor's report, which do not require any corrective adjustments in the Restated Financial Information have been disclosed in Part B of Annexure VII of the Restated Financial Information; and

c) have been prepared in accordance with the Act, ICDR Regulations, the Guidance Note and the SEBI e-mail.

7. We have not audited any financial statements of the Company as of any date or for any period subsequent to December 31, 2024. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Company, as of any date or for any period subsequent to December 31, 2024.

8. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements, special purpose Ind AS financial statements and audited financial statements mentioned in paragraph 4 above.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with SEBI and Stock Exchanges in connection with the Proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Umang Banka
Partner
Membership No.: 223018
UDIN: 25223018BMLCWG1109

Place: Bengaluru
Date: June 25, 2025

Wakefit Innovations Limited ***(formerly known as Wakefit Innovations Private Limited)***
Annexure I - Restated Statement of Assets and Liabilities
(Amount in Rs Million except share and per share data, unless otherwise stated)

Particulars	Annexure VI Note	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Assets					
Non-current assets					
Property, plant and equipment	3	1,654.62	1,635.63	1,559.31	1,046.08
Capital work-in-progress	3 (A)	10.30	21.40	34.72	429.72
Right of use assets	4	2,437.89	1,652.33	1,325.62	1,211.11
Intangible assets	5	9.98	5.76	11.19	13.08
Financial assets					
Other financial assets	6	482.91	129.90	1,039.75	58.28
Income tax assets	7	34.45	49.31	34.19	76.72
Other non-current assets	8	38.05	47.47	57.42	61.10
Total non-current assets		**4,668.20**	**3,541.80**	**4,062.20**	**2,896.09**
Current assets					
Inventories	9	1,926.31	1,306.83	1,155.85	1,370.20
Financial assets					
(i) Investments	10	652.90	1,384.18	314.97	650.39
(ii) Trade receivables	11	358.50	280.88	168.30	136.57
(iii) Cash and cash equivalents	12	84.48	36.26	615.24	85.65
(iv) Bank balances other than (iii) above	13	103.39	135.85	1,116.40	91.00
(v) Other financial assets	14	2,407.12	2,378.80	55.36	41.41
Other current assets	15	238.41	218.38	429.68	465.92
Total current assets		**5,771.11**	**5,741.18**	**3,855.80**	**2,841.14**
Total assets		**10,439.31**	**9,282.98**	**7,918.00**	**5,737.23**
Equity and liabilities					
Equity					
Equity share capital	16	10.52	10.34	10.11	10.11
Instruments entirely equity in nature	16	192.45	192.45	170.75	7.97
Other equity	17	5,262.26	5,233.27	4,869.93	3,395.33
Total equity		**5,465.23**	**5,436.06**	**5,050.79**	**3,413.41**
Liabilities					
Non-current liabilities					
Financial liabilities					
Lease liabilities	18	1,978.84	1,376.29	1,134.57	1,028.92
Provisions	19	78.44	75.81	13.29	8.30
Total non-current liabilities		**2,057.28**	**1,452.10**	**1,147.86**	**1,037.22**
Current liabilities					
Financial liabilities					
(i) Borrowings	20	40.24	73.61	-	-
(ii) Lease liabilities	18	671.62	449.11	304.73	226.99
(iii) Trade payables	21				
total outstanding dues of micro enterprises and small enterprises; and		205.37	185.40	150.50	62.57
total outstanding dues of creditors other than micro enterprises and small enterprises		1,381.34	1,258.80	944.69	762.98
(iv) Other financial liabilities	22	154.44	96.50	25.03	64.38
Other current liabilities	23	383.02	272.57	223.43	133.84
Provisions	24	80.77	58.83	70.97	35.84
Total current liabilities		**2,916.80**	**2,394.82**	**1,719.35**	**1,286.60**
Total equity and liabilities		**10,439.31**	**9,282.98**	**7,918.00**	**5,737.23**

The above Annexure should be read with the basis of preparation and material accounting policies appearing in Annexure V, notes to Restated Financial Information appearing in Annexure VI and Statement of Restated Adjustments to the Audited Financial Statements appearing in Annexure VII.

As per our report of even date:

for B S R & Co. LLP
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

for and on behalf of the Board of Directors of
Wakefit Innovations Limited ***(formerly known as Wakefit Innovations Private Limited)***

Umang Banka
Partner
Membership Number: 223018

Place: Bengaluru
Date: 25 June 2025

Ankit Garg
Chairperson, CEO and Executive Director
DIN: 07451481

Place: Bengaluru
Date: 25 June 2025

Chaitanya Ramalingegowda
Executive Director
DIN: 03458997

Place: Bengaluru
Date: 25 June 2025

Navesh Gupta
Chief Financial Officer

Place: Bengaluru
Date: 25 June 2025

Surbhi Sharma
Company Secretary and Compliance Officer
M.No. A57349

Place: Bengaluru
Date: 25 June 2025

Wakefit Innovations Limited ***(formerly known as Wakefit Innovations Private Limited)***
Annexure II- Restated Statement of Profit and Loss
(Amount in Rs Million except share and per share data, unless otherwise stated)

Particulars	Annexure VI Note	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Income					
Revenue from operations	25	9,710.86	9,863.53	8,126.20	6,325.87
Other income	26	232.79	309.81	73.89	44.39
Total Income		**9,943.65**	**10,173.34**	**8,200.09**	**6,370.26**
Expenses					
Cost of materials consumed	27	4,468.88	4,639.71	4,717.11	3,800.26
Purchases of stock-in-trade	28	43.02	22.61	49.32	84.67
Changes in inventories of finished goods, work in progress and stock in trade	29	(182.44)	(12.10)	(106.72)	(149.33)
Employee benefits expense	30	1,257.70	1,346.32	1,057.72	915.23
Other expenses	33	3,592.48	3,518.31	3,340.18	2,468.65
		9,179.64	**9,514.85**	**9,057.61**	**7,119.48**
Earnings / (loss) before finance cost, depreciation and amortisation and tax		**764.01**	**658.49**	**(857.52)**	**(749.22)**
Finance costs	31	187.51	170.13	126.57	75.53
Depreciation and amortisation expense	32	664.59	638.89	472.74	240.45
		852.10	**809.02**	**599.31**	**315.98**
Loss before tax		**(88.09)**	**(150.53)**	**(1,456.83)**	**(1,065.20)**
Tax expense:	45				
Current tax		-	-	-	-
Deferred tax		-	-	-	-
Loss for the period / year		**(88.09)**	**(150.53)**	**(1,456.83)**	**(1,065.20)**
Other comprehensive income					
Items that will not be reclassified subsequently to profit or loss					
- Remeasurement gain/(loss) on defined benefit plans		0.08	(6.51)	(0.58)	(0.71)
- Income tax relating to above		-	-	-	-
Other comprehensive income / (loss) for the period/year		**0.08**	**(6.51)**	**(0.58)**	**(0.71)**
Total comprehensive income / (loss) for the period/year		**(88.01)**	**(157.04)**	**(1,457.41)**	**(1,065.91)**
Earnings per share					
Basic and diluted (in Rs)	34	(0.29)	(0.50)	(5.62)	(4.46)

The above Annexure should be read with the basis of preparation and material accounting policies appearing in Annexure V, notes to Restated Financial Information appearing in Annexure VI and Statement of Restated Adjustments to the Audited Financial Statements appearing in Annexure VII.

As per our report of even date:

for B S R & Co. LLP
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

for and on behalf of the Board of Directors of
Wakefit Innovations Limited ***(formerly known as Wakefit Innovations Private Limited)***

Umang Banka
Partner
Membership Number: 223018

Place: Bengaluru
Date: 25 June 2025

Ankit Garg
Chairperson, CEO and Executive Director
DIN: 07451481

Place: Bengaluru
Date: 25 June 2025

Chaitanya Ramalingegowda
Executive Director
DIN: 03458997

Place: Bengaluru
Date: 25 June 2025

Navesh Gupta
Chief Financial Officer

Place: Bengaluru
Date: 25 June 2025

Surbhi Sharma
Company Secretary and Compliance Officer
M.No. A57349

Place: Bengaluru
Date: 25 June 2025

(Amount in Rs Million except share and per share data, unless otherwise stated)

A. Equity Share Capital :

Equity shares of Rs. 1 each issued, subscribed and fully paid	No. of Shares	Amount
Balance at April 01, 2024	10,344,430	10.34
Changes in equity share capital during the period (refer note 16)	179,071	0.18
Balance at December 31, 2024	**10,523,501**	**10.52**
Balance at April 01, 2023	10,110,210	10.11
Changes in equity share capital during the year (refer note 16)	234,220	0.23
Balance at March 31, 2024	**10,344,430**	**10.34**
Balance at April 01, 2022	**10,110,200**	**10.11**
Changes in equity share capital during the year (refer note 16) *	10	0.00
Balance at March 31, 2023	**10,110,210**	**10.11**
Balance at April 01, 2021	**10,110,100**	**10.11**
Changes in equity share capital during the year (refer note 16) *	100	0.00
Balance at March 31, 2022	**10,110,200**	**10.11**

*Amount less than a million

B. Instruments entirely equity in nature :

(i) Compulsorily Convertible Cumulative Preference Shares (CCCPS) of Rs. 1 each issued, subscribed and fully paid	No. of Shares	Amount
Balance at April 01, 2024	**7,970,250**	**7.97**
Changes in CCCPS during the period	-	-
Balance at December 31, 2024	**7,970,250**	**7.97**
Balance at April 01, 2023	**7,970,250**	**7.97**
Changes in CCCPS shares during the year	-	-
Balance at March 31, 2024	**7,970,250**	**7.97**
Balance at April 01, 2022	**7,970,250**	**7.97**
Changes in CCCPS during the year	-	-
Balance at March 31, 2023	**7,970,250**	**7.97**
Balance at April 1, 2021	**6,489,250**	**6.49**
Changes in CCCPS during the year (refer note 16)	1,481,000	1.48
Balance at March 31, 2022	**7,970,250**	**7.97**

(ii) CCCPS of Rs. 50 each issued, subscribed and fully paid	No. of Shares	Amount
Balance at April 01, 2024	3,689,491	184.48
Changes in Series D1 CCCPS during the period	-	-
Balance at December 31, 2024	**3,689,491**	**184.48**
Balance at April 01, 2023	3,255,599	162.78
Changes in Series D1 CCCPS during the year (refer note 16)	433,892	21.70
Balance at March 31, 2024	**3,689,491**	**184.48**
Balance at April 01, 2022	**-**	**-**
Changes in Series D CCCPS during the year (refer note 16)	3,255,599	162.78
Balance at March 31, 2023	**3,255,599**	**162.78**

There were no CCCPS of Rs. 50 each, issued, subscribed and fully paid as at March 31, 2022.

Wakefit Innovations Limited (*formerly known as Wakefit Innovations Private Limited*)
Annexure III - Restated Statement of Changes in Equity (continued)
(Amount in Rs Million except share and per share data, unless otherwise stated)

C. Other equity	Reserves and surplus			Total Other Equity
	Securities premium	Share based payment reserve	Retained earnings	
Balance at April 01, 2024	**7,875.41**	**209.48**	**(2,851.62)**	**5,233.27**
Loss for the period	-	-	(88.09)	**(88.09)**
Other Comprehensive income for the period	-	-	0.08	**0.08**
Total comprehensive income for the period	**-**	**-**	**(88.01)**	**(88.01)**
Transactions with owners of the Company				
Contributions and distributions				
Issue of equity shares	94.88	(94.88)	-	-
Share based payment expense	-	117.00	-	117.00
Balance at December 31, 2024	**7,970.29**	**231.60**	**(2,939.63)**	**5,262.26**
Balance at April 01, 2023	**7,438.00**	**126.51**	**(2,694.58)**	**4,869.93**
Loss for the year	-	-	(150.53)	**(150.53)**
Other comprehensive income for the year	-	-	(6.51)	**(6.51)**
Total comprehensive income for the year	**-**	**-**	**(157.04)**	**(157.04)**
Transactions with owners of the Company				
Contributions and distributions				
Issue of equity shares	47.23	(47.23)	-	-
Issue of CCCPS - Series D1 (refer note 16)	399.72	-	-	399.72
Expenses incurred directly in connection with issue of CCCPS - Series D1	(9.54)	-	-	(9.54)
Share based payment expense	-	130.20	-	130.20
Balance at March 31, 2024	**7,875.41**	**209.48**	**(2,851.62)**	**5,233.27**
Balance at April 01, 2022	**4,509.50**	**123.00**	**(1,237.17)**	**3,395.33**
Loss for the year	-	-	(1,456.83)	**(1,456.83)**
Other comprehensive income for the year	-	-	(0.58)	**(0.58)**
Total comprehensive income for the year	**-**	**-**	**(1,457.41)**	**(1,457.41)**
Transactions with owners of the Company				
Contributions and distributions				
Issue of equity shares	0.01	-	-	0.01
Issue of CCCPS - Series D (refer note 16)	2,999.00	-	-	2,999.00
Expenses incurred directly in connection with issue of CCCPS - Series D	(70.51)	-	-	(70.51)
Share based payment expense	-	52.49	-	52.49
Compensation expense for options repurchased (refer note 30)	-	(48.98)	-	(48.98)
Balance at March 31, 2023	**7,438.00**	**126.51**	**(2,694.58)**	**4,869.93**

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Wakefit Innovations Limited (*formerly known as Wakefit Innovations Private Limited*)
Annexure III - Restated Statement of Changes in Equity (continued)
(Amount in Rs Million except share and per share data, unless otherwise stated)

C. Other equity	Reserves and surplus			Total Other Equity
	Securities premium	Share based payment reserve	Retained earnings	
Balance at April 1, 2021	2,483.30	71.00	(171.26)	2,383.04
Loss for the year	-	-	(1,065.20)	(1,065.20)
Other comprehensive income for the year	-	-	(0.71)	(0.71)
Total comprehensive income for the year	**-**	**-**	**(1,065.91)**	**(1,065.91)**
Transactions with owners of the Company				
Contributions and distributions				
Issue of equity shares	0.10	-	-	0.10
Issue of CCCPS - Series C (refer note 16)	2,028.50	-	-	2,028.50
Expenses incurred directly in connection with issue of CCCPS - Series C	(2.40)	-	-	(2.40)
Share based payment expense	-	52.00	-	52.00
Balance at March 31, 2022	**4,509.50**	**123.00**	**(1,237.17)**	**3,395.33**

The above Annexure should be read with the basis of preparation and material accounting policies appearing in Annexure V, notes to Restated Financial Information appearing in Annexure VI and Statement of Restated Adjustments to the Audited Financial Statements appearing in Annexure VII.

As per our report of even date:

for B S R & Co. LLP
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

for and on behalf of the Board of Directors of
Wakefit Innovations Limited (*formerly known as Wakefit Innovations Private Limited)*

Umang Banka
Partner
Membership Number: 223018

Place: Bengaluru
Date: 25 June 2025

Ankit Garg
Chairperson, CEO and Executive Director
DIN: 07451481

Place: Bengaluru
Date: 25 June 2025

Chaitanya Ramalingegowda
Executive Director
DIN: 03458997

Place: Bengaluru
Date: 25 June 2025

Navesh Gupta
Chief Financial Officer

Place: Bengaluru
Date: 25 June 2025

Surbhi Sharma
Company Secretary and Compliance Officer
M.No. A57349

Place: Bengaluru
Date: 25 June 2025

Wakefit Innovations Limited ***(formerly known as Wakefit Innovations Private Limited)***
Annexure IV - Restated Statement of Cash flows
(Amount in Rs Million except share and per share data, unless otherwise stated)

Particulars	Annexure VI Note	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Cash flow from operating activities					
Loss before tax		**(88.09)**	**(150.53)**	**(1,456.83)**	**(1,065.20)**
Adjustments for:					
(Profit) /loss on sale of property, plant and equipment, net	26 & 33	-	(0.88)	(0.06)	1.54
Change in fair value of financial instruments at fair value through profit or loss (FVTPL)	26	(5.31)	(36.25)	(2.53)	(7.73)
Provision for doubtful advances	33	5.60	-	-	9.86
Interest income on financial assets carried at amortised cost	26	(149.66)	(193.79)	(33.10)	(16.01)
Profit on sale of investments, net	26	(53.77)	(43.82)	(12.20)	(10.76)
Gain on termination of leases, net	26	(16.15)	(21.73)	-	-
Share based payment expense	30	117.00	130.20	71.90	52.00
Finance costs	31	187.51	170.13	126.57	75.53
Depreciation and amortisation expense	32	664.59	638.89	472.74	240.45
Warranty expense	33	14.38	15.07	12.00	9.20
Unrealised foreign currency loss/(gain), net		4.20	(1.62)	(0.90)	(2.50)
Write off of property, plant and equipment	33	8.49	0.39	2.98	-
		688.79	**506.06**	**(819.43)**	**(713.62)**
Change in operating assets and liabilities :					
(Increase) / decrease in trade receivables		(77.60)	(112.59)	(31.70)	(46.10)
(Increase) / decrease in inventories		(619.51)	(150.98)	214.35	(608.23)
(Increase) / decrease in other financial assets		(241.67)	(62.57)	(32.80)	(61.60)
(Increase) / decrease in other current assets		(25.62)	211.29	36.10	(294.26)
Increase / (decrease) in trade payables		138.31	350.62	270.50	242.77
Increase / (decrease) in provisions		10.21	28.80	27.55	13.60
Increase / (decrease) in other financial liabilities		66.80	1.26	(1.30)	11.80
Increase / (decrease) in other current liabilities		110.32	49.16	89.60	10.70
Cash generated from/(used in) operations		**50.03**	**821.05**	**(247.13)**	**(1,444.94)**
Income taxes refunds/(paid), net		14.87	(15.12)	42.50	(31.00)
Net cash generated from/(used in) operating activities (A)		**64.90**	**805.93**	**(204.63)**	**(1,475.94)**
Cash flow from investing activities					
Acquisition of property, plant and equipment and intangible assets		(332.95)	(290.84)	(399.90)	(940.00)
Proceeds from sale of property, plant and equipment		-	5.15	2.00	7.20
Purchase of mutual fund units		(3,045.00)	(4,678.01)	(953.10)	(2,110.00)
Proceeds from sale of mutual fund units		3,835.30	3,688.91	1,303.22	1,870.90
Investment in fixed deposits		(1,866.85)	(2,262.89)	(3,390.88)	(896.89)
Proceeds from fixed deposits		1,732.70	1,961.59	1,399.85	1,554.13
Interest received		144.44	103.70	27.00	12.53
Net cash generated from/(used in) investing activities (B)		**467.64**	**(1,472.39)**	**(2,011.81)**	**(502.13)**
Cash flows from financing activities					
Proceeds from issue of equity shares		0.18	0.23	0.01	0.10
Proceeds from issue of CCCPS		-	421.42	3,161.78	2,029.98
(Repayments of)/proceeds from current borrowings, net		(33.37)	73.61	-	-
Share issue expenses		-	(9.54)	(70.51)	(2.40)
Finance costs paid		(4.22)	(8.74)	(1.50)	(0.63)
Payment on cancellation of employee stock options		-	-	(68.40)	-
Payment of principal portion of lease liabilities		(264.08)	(228.11)	(150.58)	(50.06)
Payment of interest portion of lease liabilities		(182.83)	(161.39)	(124.77)	(74.90)
Net cash (used in)/generated from financing activities (C)		**(484.32)**	**87.48**	**2,746.03**	**1,902.09**
Net increase/(decrease) in cash and cash equivalents (A+B+C)		48.22	(578.98)	529.59	(75.98)
Cash and cash equivalents at the beginning of the period/year		36.26	615.24	85.65	161.63
Cash and cash equivalents at the end of the period/year		**84.48**	**36.26**	**615.24**	**85.65**

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Wakefit Innovations Limited ***(formerly known as Wakefit Innovations Private Limited)***
Annexure IV - Restated Statement of Cash flows (continued)
(Amount in Rs Million except share and per share data, unless otherwise stated)

Particulars	Annexure VI Note	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Components of Cash and cash equivalents					
Cash in hand		0.14	1.99	-	0.14
Balances with banks					
-In the current accounts		84.34	34.27	60.24	45.51
-Deposits with original maturity of three months or less		-	-	555.00	40.00
Total Cash and cash equivalents	12	**84.48**	**36.26**	**615.24**	**85.65**

Reconciliation of liabilities arising from finance activities

	As at April 01, 2024	Cash flows	Non cash changes*	As at December 31, 2024
Lease Liabilities	1,825.40	(446.91)	1,271.97	2,650.46
Borrowings	73.61	(33.37)	-	40.24

	As at April 01, 2023	Cash flows	Non cash changes*	As at March 31, 2024
Lease Liabilities	1,439.30	(389.50)	775.60	1,825.40
Borrowings	-	73.61	-	73.61

	As at April 01, 2022	Cash flows	Non cash changes*	As at March 31, 2023
Lease Liabilities	1,255.91	(275.35)	458.74	1,439.30

	As at April 01, 2021	Cash flows	Non cash changes*	As at March 31, 2022
Lease Liabilities	221.59	(124.96)	1,159.28	1,255.91

* Non-cash changes with respect to lease liabilities represent additions to lease liabilities during the period/year, as increased by interest expense thereon during the period/year, and as reduced by the value of lease liabilities related to leases terminated during the period/year.

The above Annexure should be read with the basis of preparation and material accounting policies appearing in Annexure V, notes to Restated Financial Information appearing in Annexure VI and Statement of Restated Adjustments to the Audited Financial Statements appearing in Annexure VII.

As per our report of even date:

for B S R & Co. LLP
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

for and on behalf of the Board of Directors of
Wakefit Innovations Limited ***(formerly known as Wakefit Innovations Private Limited)***

Umang Banka
Partner
Membership Number: 223018

Place: Bengaluru
Date: 25 June 2025

Ankit Garg
Chairperson, CEO and Executive Director
DIN: 07451481

Place: Bengaluru
Date: 25 June 2025

Chaitanya Ramalingegowda
Executive Director
DIN: 03458997

Place: Bengaluru
Date: 25 June 2025

Navesh Gupta
Chief Financial Officer

Place: Bengaluru
Date: 25 June 2025

Surbhi Sharma
Company Secretary and Compliance Officer
M.No. A57349

Place: Bengaluru
Date: 25 June 2025

1. Corporate Information

Wakefit Innovations Limited (Formerly known as Wakefit Innovations Private Limited) ('the Company') [Company Unique Identification Number U52590KA2016PTC086582] was incorporated on March 01, 2016, as a private limited company under the provisions of Companies Act, 2013 ("the Act") with its registered office at Bengaluru, Karnataka. Pursuant to the special resolution passed in the extraordinary general meeting of the shareholders of the Company held on June 05, 2025, the Company has been converted from Private Limited Company to Public Limited Company and consequently the Company's name has been changed from Wakefit Innovations Private Limited to Wakefit Innovations Limited vide new certificate of incorporation obtained from the Registrar of Companies, Bengaluru approved on June 16, 2025.

The Company operates in the D2C segment and is engaged in the business of manufacturing, packaging, distribution, marketing and sale of mattresses, furniture and furnishing etc.

2. Material accounting policies

2.1 Basis of preparation

The Restated Financial Information of the Company comprise the Restated Statement of Assets and Liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, and the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Changes in Equity, and the Restated Statement of Cash Flows for the nine months period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023, and March 31, 2022, the material accounting policies and explanatory notes and annexures (collectively, the 'Restated Financial Information').

The Restated Financial Information have been prepared on a going concern basis. The accounting policies are applied consistently to all the period/years presented in the Restated Financial Information. These Restated Financial Information have been prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI"), in pursuance of the Securities and Exchange Board of India Act, 1992, for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") in connection with proposed issue of equity shares of the Company comprising a fresh issue of the Equity Shares by the Company and an offer for sale of equity shares by the existing shareholders by way of initial public offer. Accordingly, the Restated Financial Information may not be suitable for any other purpose and this report should not be used, referred to or distributed for any other purpose.

These Restated Financial Information have been prepared by the Company in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Act;

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI") (the "Guidance Note"); and

2. Material accounting policies (Continued)

2.1 Basis of preparation (Continued)

d) E-mail dated October 28, 2021, from SEBI to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide financial statements prepared in accordance with Ind AS for all the three years and stub period (hereinafter referred to as the "the SEBI e-mail").

The Restated Financial Information have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Act, as applicable to the financial statements and other relevant provisions of the Act.

The Restated Financial Information has been compiled by the Company from:

- Audited Special Purpose Interim Financial Statements of the Company as at and for the nine months period ended December 31, 2024 prepared in accordance with Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34) as specified under Section 133 of the Act, as amended, and other accounting principles generally accepted in India and presentation requirements of Schedule III of the Act, except for presenting corresponding financial information as required by Ind AS 34, which have been approved by the Board of Directors at their meeting held on June 25, 2025;

- Audited Financial Statements of the Company as at and for the years ended March 31, 2024 and March 31, 2023 prepared in accordance with the Ind AS, as specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on September 26, 2024 and September 29, 2023 respectively; and

- Audited Special Purpose Financial Statements of the Company as at and for the year ended March 31, 2022, prepared in accordance with the Ind AS, as specified under Section 133 of the Act, as amended, and other accounting principles generally accepted in India and presentation requirements of Schedule III of the Act, except for presentation and disclosure requirements relevant for the comparative period has not been provided after taking into the consideration the requirements of the SEBI e-mail, which have been approved by the Board of Directors at their meeting held on June 25, 2025.

The financial statements for all periods up to and including the year ended March 31, 2022, were prepared in accordance with the Companies (Accounting Standard) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('Indian GAAP'). The statutory financial statements for the year ended March 31, 2023, were the first financial statements prepared in accordance with Ind-AS. The date of transition was April 01, 2021.

The special purpose financial statements of the Company for the year ended March 31, 2022 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies (both mandatory exceptions and optional exemptions) availed as per Ind AS 101 "First time adoption of Indian Accounting Standards" for the transition date of April 1, 2021 and as per the presentation, accounting policies and grouping/classifications followed as at and for the nine months period ended December 31, 2024.

2. Material accounting policies (Continued)

2.1 Basis of preparation (Continued)

Further, the Restated Financial Information:

- have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications, retrospectively in the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the nine months period ended December 31, 2024;
- does not contain any modification requiring adjustments. Moreover, matters in the Auditor's report, which do not require any corrective adjustments in the Restated Financial Information have been disclosed in Part B of Annexure VII of the Restated Financial Information; and
- have been prepared in accordance with the Act, ICDR Regulations, the Guidance Note and the SEBI e-mail.

These Restated Financial Information have been prepared in Indian Rupee (₹) which is the functional currency of the Company. All amounts disclosed in the restated financial information and notes have been rounded off to the nearest million with two decimals, unless otherwise stated.

Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes to the restated financial information.

The Restated Financial Information are approved for issue by the Company's Board of Directors on June 25, 2025.

2.2 Basis of measurement

The Restated Financial Information has been prepared in accordance with the Ind AS under the historical cost convention and on an accrual basis, except for the following assets and liabilities which have been measured at fair value:

a) Financial instruments classified as fair value through profit or loss;
b) Share based payments and
c) Defined benefit and other long term employee benefits

The material accounting policies used in preparation of these restated financial information have been discussed in the respective notes.

2.3 Use of estimates, assumptions and judgements

The preparation of restated financial information in conformity with Ind AS requires management to make estimates, assumptions and judgements that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosure of contingent assets and liabilities on the date of the restated financial information and the reported amounts of revenues and expenses for the period/year reported. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised, and future periods are affected.

2. Material accounting policies (Continued)

2.3 Use of estimates, assumptions and judgements (Continued)

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the restated financial information is included in the following notes:

- Leases - lease tenure for Ind AS 116 measurement – Note 2.13.

Estimates

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next period/ year is included in the following notes;

- Useful lives of property, plant and equipment and intangible assets (refer note 2.7 and note 2.8 respectively)
- Measurement of Lease liabilities and Right of Use Assets (refer note 2.13)
- Share based payments: key assumptions used in valuation (refer note 2.11)
- Measurement of defined benefit obligation: key actuarial assumptions (refer note 2.11)
- Provision for Inventories (refer note 2.16)
- Provision for warranties (refer note 2.19)
- Refund liabilities (refer note 2.5)
- Provision for customer loyalty points (refer note 2.5)
- Recognition of deferred tax assets for carried forward tax losses and other items (refer note 2.17)
- Measurement of ECL allowance for trade receivables and other financial assets (refer note 2.10)
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources (refer note 2.18)

2.4 Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it expects to realize the asset, or intends to sell or consume it, in its normal operating cycle;
- it holds the asset primarily for the purpose of trading;
- it expects to realize the asset within twelve months after the reporting period; or
- the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Current assets include the current portion of non-current assets.

All other assets are classified as non-current.

2. Material accounting policies (Continued)

2.4 Current and non-current classification (Continued)

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it holds the liability primarily for the purpose of trading;
- the liability is due to be settled within twelve months after the reporting period; or
- it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company's normal operating cycle is twelve months.

2.5 Revenue recognition

The Company generates revenue from sale of products to the customers. Revenue is recognised when control of goods and services is transferred to the customer upon the satisfaction of performance obligation under the contract at a transaction price that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. In relation to revenue from contracts with customers, amounts are generally collected in advance.

(i) Revenue from sale of products

Revenue from the sale of products is recognised at a point in time when control of the product being sold is transferred to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of the products. The performance obligation is completed upon delivery of products to the customer.

Revenue is measured on the contract price net of any taxes collected from customers and variable consideration on account of various discounts and schemes offered by the Company. The transaction price is an amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods.

For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore, the amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data. In these circumstances, a refund liability and a right to recover returned goods asset are recognised.

The refund liability, to the extent that the Company offers it in the form of a cash refund, is presented under "Other current financial liabilities". The refund liability offered in the form of a replacement or exchange of another good is presented under "Other current liabilities".

2. Material accounting policies (Continued)

2.5 Revenue recognition (Continued)

(ii) Other Operating revenue (Sale of scrap and others)

Revenue from sale of scrap in the course of ordinary activities is measured at the transaction price.

Revenue from contracts for sale of services is recognised when services are rendered at a point in time, and when the related costs are incurred.

Variable Consideration

If the consideration in a contract includes a variable amount (discounts and incentives), an estimate is made for the amount of consideration to which the Company will be entitled in exchange for transferring the goods/services to the customer and such discounts and incentives are estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The rights of return give rise to variable consideration.

Customer loyalty points

The Company has a loyalty points programme, which allows customers to accumulate points that can be redeemed for subsequent purchase. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer.

A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative stand-alone selling price and recognized as a contract liability until the points are redeemed. Revenue is recognized upon redemption of points by the customer.

When estimating the stand-alone selling price of the loyalty points, the likelihood that the customer will redeem the points is considered. Estimates of the points that will be redeemed on each reporting date are updated and any adjustments to the contract liability balance is charged against revenue.

Contract balances:

Trade receivables
A trade receivable is recognized if an amount of consideration is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets for initial recognition and subsequent measurement of financial assets.

Contract assets
A contract asset is the right to consideration in exchange for goods or services transferred to the customer, where that right is conditioned on something other than the passage of time. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. Contract assets are subject to impairment assessment.

Contract liabilities
A contract liability is recognized if a payment is received, or a payment is due (whichever is earlier) from the customer before the Company transfers the related goods or services. Contract liabilities are recognized as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

2. Material accounting policies (Continued)

2.6 Other Income

Interest income:

Interest income is recognized using the effective interest method or time proportion method, based on rates implicit in the transaction.

Dividend income on investments is recognised in the restated statement of profit and loss when the Company's right to receive dividend is established.

Profit on sale of mutual funds and fair value impact on mark-to-market contracts are recognised on transaction completion and or on reporting date as applicable.

2.7 Property, plant, and equipment

(i) Recognition and measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located (site restoration costs).

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

A property, plant and equipment is eliminated from the restated financial information on disposal or when no further benefit is expected from its use and disposal. Any gain or loss on disposal of an item of property, plant and equipment is recognised in the restated statement of profit and loss.

(ii) Transition to Ind AS

The cost of property, plant and equipment at April 1, 2021, the Company's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost) as at the date of transition to Ind AS.

2. Material accounting policies (Continued)

2.7 Property, plant, and equipment (Continued)

(iii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other expenses on existing property, plant, and equipment, including day-to-day repair and maintenance expenditure are charged to the restated statement of profit and loss for the period during which such expenses are incurred.

(iv) Capital advances and Capital work in progress

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets. The costs of property, plant, and equipment, which are not ready for their intended use on such date, are disclosed as capital work in progress. The capital work-in-progress is carried at cost, comprising direct cost, related incidental expenses, and attributable interest. No depreciation is charged on the capital work in progress until the asset is ready for the intended use.

(v) Depreciation

Depreciable amount for assets is the cost of asset less its estimated residual value. Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. Based on an internal technical evaluation, management believes that useful life as given below, which are different from those prescribed in Part C of schedule II of the Act, best represents the period over which management expects to use these assets.

Asset category	**Useful lives estimated by the management**	**Useful lives as per Schedule II**
Plant and machinery	8 Years	15 Years
Office equipment	5 Years	5 Years
Computers	3 Years	3 Years
Furniture and Fixtures	10 Years	10 Years
Vehicles	10 Years	10 Years

Lease hold improvements are depreciated over a period of 3 years or lease term whichever is lower.

Depreciation is calculated on a pro-rata basis for assets purchased/sold during the period/ year. The residual value, appropriateness of depreciation period and depreciation method is reviewed by the management each financial year, with the effect of any changes in estimate being accounted for on a prospective basis.

2.8 Intangible assets and amortisation

Intangible assets acquired separately are measured initially at cost. An intangible asset is recognised only if it is probable that future economic benefits attributable to the asset will flow to the Company and the cost of the asset can be measured reliably. After initial recognition, intangible assets are recorded at cost less accumulated amortisation and impairment cost, if any.

2. Material accounting policies (Continued)

2.8 Intangible assets and amortisation (Continued)

Amortisation is recognised on a straight-line basis over the estimated useful lives of the intangible assets. Computer software is amortised on a straight-line method over a period of three years. The amortisation period and method used for amortisation are reviewed at each period end. All intangible assets are assessed for impairment whenever there is an indication for impairment that an intangible asset may be impaired.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Any gain or loss on disposal of an intangible asset is recognised in the restated statement of profit and loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in the restated statement of profit and loss.

The cost of intangible assets as at April 1, 2021, the Company's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

2.9 Measurement of Fair Values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The Company regularly reviews significant unobservable inputs and valuation adjustments. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. (Refer note 38).

2.10 Impairment

Non- financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

2. Material accounting policies (Continued)

2.10 Impairment (Continued)

For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ("CGU") to which the asset belongs. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflect current market assessments of time value of money and the risk specific to the CGU.

An impairment loss is recognised in the restated statement of profit and loss and is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the restated statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognized for the asset in prior periods/ years.

Financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The Company considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Company in full; or
- the ageing is more than 12 months past due.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets i.e., investments, bank balances/deposits, etc., and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e., all shortfalls), discounted at the original EIR.

The Company recognises loss allowances for expected credit losses on financial assets recorded at amortised cost. At each reporting date the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is "credit-impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

2. Material accounting policies (Continued)

2.10 Impairment (Continued)

Evidence that a financial asset is credit-impaired included the following observable data:

- significant financial difficulties of the borrower or issuer;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise; and
- the disappearance of an active market for a security because of financial difficulties.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment, that includes forward-looking information.

Presentation of allowance for ECL in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

2.11 Employee benefits

(i) Short term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits and are measured on undiscounted basis. These benefits include salaries and wages, bonus etc., which are to be paid in exchange for the employee services and are recognised as an expense in the restated statement of profit and loss in the period in which the employee renders the related service.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan where the Company's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity. The employee's provident fund scheme and employees state insurance scheme are defined contribution plans. The Company's contribution paid/payable under these schemes is recognised as an expense in the restated statement of profit and loss during the period/year in which the employee renders the related service. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company has an obligation towards gratuity, which is a defined benefit retirement plan. The Company's net obligation in respect of gratuity is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount.

2. Material accounting policies (Continued)

2.11 Employee benefits (Continued)

(iii) Defined benefit plans (Continued)

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. The Company recognizes the net obligation of a defined benefit plan as liability in the restated statement of assets and liabilities. Actuarial gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognised in OCI are not to be subsequently reclassified to the restated statement of profit and loss.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the restated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

(iv) Other long-term employee benefits- Compensated absences

Benefits under the Company's compensated absences constitute other long-term employee benefits, recognised as an expense in the restated statement of profit and loss for the period in which the employee has rendered services. Estimated benefits on account of these benefits is provided for based on the actuarial valuation using the projected unit credit method at the period/year end. Remeasurements are recognised in profit or loss in the period in which they arise.

The Company presents the entire compensated absences balance as a current liability in the restated statement of assets and liabilities since, the Company does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(v) Share based payments

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The Company measures compensation cost relating to employee stock options plans using the fair valuation method in accordance with Ind AS 102 "Share-Based Payment".

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using the Black Scholes model and the cost is recognized, together with a corresponding increase in share based payment reserve in equity, over the period in which the performance and/or service conditions are fulfilled in a graded vesting manner. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

In case of cancellation or settlement of grant of equity instruments during the vesting period (other than a grant cancelled by forfeiture when the vesting conditions are not satisfied), the Company shall account for the cancellation or settlement as an acceleration of vesting and shall therefore recognise immediately the amount that otherwise would have been recognised for services received over the remainder of the vesting period.

2. Material accounting policies (Continued)

2.11 Employee benefits (Continued)

Any payment made to the employee on the cancellation or settlement of the grant shall be accounted for as the repurchase of an equity interest, i.e., as a deduction from equity, except to the extent that the payment exceeds the fair value of the equity instruments granted, measured at the repurchase date. Any such excess shall be recognised as an expense in the restated statement of profit and loss.

2.12 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(b) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at:

— Amortised cost;
— Fair value through other comprehensive income – debt instruments (FVOCI);
— Fair value through other comprehensive income – equity instruments; or (FVOCI)
— Fair value through profit and loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial assets give rise on a specified dates to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

A debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets; and
- the contractual terms of the financial assets give rise on a specified date to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

2. Material accounting policies (Continued)

2.12 Financial Instruments (Continued)

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI- equity investment). This election is made on an investment-to-investment basis.

All financial assets not classified as amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL, if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial Assets: Business model assessment

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessments whether contractual cash flows are solely payments of principal and interest.

For the purpose of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during the particular period of time and for the other basic lending risks and costs.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company claim to cash flows from specified assets.

(c) Subsequent measurement

Financial assets at FVTPL- Subsequently measured at fair value. Net gains and losses, including any interest or dividend income are recognized in the restated statement of profit and loss.

Financial assets at amortised cost- Subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in the restated statement of profit and loss. Any gain or loss on derecognition is recognized in the restated statement of profit and loss.

Debt instruments at FVOCI – Subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognized in the restated statement of profit and loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to the restated statement of profit and loss.

2. Material accounting policies (Continued)

2.12 Financial Instruments (Continued)

Equity instruments at FVOCI- Subsequently measured at fair value. Dividends are recognized as income in the restated statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to the restated statement of profit and loss.

(d) Derecognition

The Company derecognises a financial asset when:
- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
  - the Company neither transfers nor retains substantially all of the risks and rewards of ownership it does not retain control of the financial asset.

(e) Offsetting

Financial assets and financial liabilities are offset, and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

(f) Recognition of Interest income or expense
Interest income or expense is recognised using the effective interest rate.

The 'effective interest rate' is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument to:
- The gross carrying amount of the financial asset; or
- The amortised cost of the financial liability.

Financial instruments – Financial liabilities

a) Recognition and initial measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortised cost. All financial liabilities are initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its issue.

All financial liabilities are recognised initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, lease liabilities and borrowings.

b) Subsequent measurement

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

2. Material accounting policies (Continued)

2.12 Financial Instruments (Continued)

c) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the restated statement of profit and loss.

d) Offsetting

Financial assets and financial liabilities are offset, and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

2.13 Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess where the Company has the right to control the use of identified assets, the Company assesses whether the:

(i) the contract involves the use of identified assets,
(ii) whether the Company has the right to obtain substantially all the economic benefits from the use of assets throughout the period of use and
(iii) whether the Company has the right to direct the use of assets.

Company as a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use ("ROU") asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The right-of-use assets is periodically assessed for impairment.

The lease liability is initially measured at the present value of future lease payments, discounted using the implicit rate of interest or if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses the incremental borrowing rate.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is change in future lease payments arising from a change in index or rate, or if there is change in the Company's estimate of amount expected to be payable under residual guaranteed value, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

2. Material accounting policies (Continued)

2.13 Leases (Continued)

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

2.14 Borrowing costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized/inventoried as part of the cost of the respective asset. All other borrowing costs are charged to the restated statement of profit and loss in the period in which they are incurred.

2.15 Share issue expenses

Incremental costs directly attributable to the issue of shares are adjusted with the securities premium.

2.16 Inventories

Inventories are measured at the lower of cost and net realisable value.

The cost of inventories includes costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The cost of finished goods and work in progress includes an appropriate share of production overheads.

The methods of determination of cost of various categories of inventories are as follows:

Raw material, packing material and traded goods	-	Moving average method.
Work-in-progress and finished goods	-	Moving average method.
Goods in transit	-	At purchase cost

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale. The comparison of cost and net realizable value is made on item-by-item basis.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale. Raw materials, packing materials and other supplies held for use in production of inventories are not written below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realisable value.

Due allowance is estimated and provided by the management for slow moving / non-moving items of inventories, wherever necessary, based on the past experience and such allowances are adjusted against the carrying value of inventory.

Sale of raw materials

Sale of raw materials are considered as a recovery of cost of materials and adjusted against cost of materials consumed.

2. Material accounting policies (Continued)

2.17 Income Taxes

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

(i) Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the period/ year and any adjustment to the tax payable or receivable in respect of previous periods/ years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred Tax

Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction and does not give rise to equal taxable and deductible temporary differences.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

2. Material accounting policies (Continued)

2.18 Provisions, Contingent liabilities, and Contingent assets

Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Expected future operating losses are not provided for.

Where the Company expects some or all of the expenditure required to settle a provision will be reimbursed by another party, the reimbursement is recognised when, and only when, it is virtually certain that reimbursement will be received if the Company settles the obligation. The reimbursement is treated as a separate asset.

Provisions for onerous contracts, i.e., contracts where the expected unavoidable costs of meeting obligations under a contract exceed the economic benefits expected to be received, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

Contingent liability:

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the restated financial information.

Contingent asset:

Contingent asset is not recognised in restated financial information since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Provisions, contingent liabilities, and contingent assets are reviewed at each balance sheet date.

2.19 Warranty

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise, being typically up to fifteen years.

2. Material accounting policies (Continued)

2.20 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (Consolidation of shares) that will change the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest (net of any attributable taxes) other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share or increase the net loss per share. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

2.21 Foreign currency translations

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at period/ year end exchange rates are recognised in the restated statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

2.22 Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

The Company's CODM is the Chief Executive Officer (CEO). The Company is engaged in manufacture and sale of mattress, furniture and accessories and its principal geographical segment is India. The Company's operating businesses are organized and managed as a single operating segment. Consequently, the CODM believes that there are no reportable segments as required under Ind AS 108 'Operating segments'

2. Material accounting policies (Continued)

2.23 Cash and cash equivalents

Cash and cash equivalents include cash on hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.24 Statement of cash flows

Cash flows are reported using the indirect method as set out in Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flows, whereby profit/(loss) for the period/year is adjusted for the effects of transactions of a non-cash nature, any deferrals, or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing, and financing activities of the Company are segregated.

2.25 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the nine months ended December 31, 2024, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 01, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

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(Amount in Rs Million except share and per share data, unless otherwise stated)

3 Property, plant and equipment

Particulars	Leasehold improvements	Plant & machinery	Office equipment	Computers	Furniture & fixtures	Vehicles	Total
Cost							
At April 01, 2021*	**19.90**	**390.78**	**8.82**	**34.61**	**30.19**	**0.60**	**484.90**
Additions	44.70	568.81	9.08	37.87	10.94	-	671.40
Disposals	-	(8.23)	-	-	(1.52)	-	(9.75)
At March 31, 2022	**64.60**	**951.36**	**17.90**	**72.48**	**39.61**	**0.60**	**1,146.55**
Additions	64.97	605.07	28.24	25.20	33.04	-	756.52
Disposals	-	(2.35)	-	-	-	-	(2.35)
Write off **	-	-	-	(17.92)	-	-	(17.92)
At March 31, 2023	**129.57**	**1,554.08**	**46.14**	**79.76**	**72.65**	**0.60**	**1,882.80**
Additions	73.82	246.76	41.52	15.93	5.25	-	383.28
Disposals	-	(4.98)	(0.10)	-	-	-	(5.08)
Write off **	-	(0.10)	(0.35)	-	(0.06)	-	(0.51)
At March 31, 2024	**203.39**	**1,795.76**	**87.21**	**95.69**	**77.84**	**0.60**	**2,260.49**
Additions	139.74	58.77	70.43	11.27	39.36	-	319.57
Disposals	-	-	-	-	-	-	-
Write off **	(27.56)	(1.90)	(2.98)	(0.53)	(0.77)	(0.05)	(33.79)
At December 31, 2024	**315.57**	**1,852.63**	**154.66**	**106.43**	**116.43**	**0.55**	**2,546.27**
Accumulated depreciation							
At April 01, 2021*	-	-	-	-	-	-	-
Charge for the year	11.01	64.37	2.72	19.48	3.78	0.09	**101.45**
Disposals for the year	-	(0.78)	-	-	(0.20)	-	(0.98)
At March 31, 2022	**11.01**	**63.59**	**2.72**	**19.48**	**3.58**	**0.09**	**100.47**
Charge for the year	33.08	165.00	6.50	28.02	5.74	0.07	238.41
Disposals for the year	-	(0.37)	-	-	-	-	(0.37)
Write off **	-	-	-	(15.02)	-	-	(15.02)
At March 31, 2023	**44.09**	**228.22**	**9.22**	**32.48**	**9.32**	**0.16**	**323.49**
Charge for the year	50.41	204.28	13.32	26.99	7.21	0.11	302.32
Disposals for the year	-	(0.73)	(0.10)	-	-	-	(0.83)
Write off **	-	-	(0.12)	-	-	-	(0.12)
At March 31, 2024	**94.50**	**431.77**	**22.32**	**59.47**	**16.53**	**0.27**	**624.86**
Charge for the period	61.97	188.77	17.90	16.36	7.04	0.05	292.09
Disposals for the period	-	-	-	-	-	-	-
Write off **	(22.23)	(0.96)	(1.34)	(0.50)	(0.23)	(0.04)	(25.30)
At December 31, 2024	**134.24**	**619.58**	**38.88**	**75.33**	**23.34**	**0.28**	**891.65**
Carrying amounts							
At March 31, 2022	**53.59**	**887.77**	**15.18**	**53.00**	**36.03**	**0.51**	**1,046.08**
At March 31, 2023	**85.48**	**1,325.86**	**36.92**	**47.28**	**63.33**	**0.44**	**1,559.31**
At March 31, 2024	**108.89**	**1,363.99**	**64.89**	**36.22**	**61.31**	**0.33**	**1,635.63**
At December 31, 2024	**181.33**	**1,233.05**	**115.78**	**31.10**	**93.09**	**0.27**	**1,654.62**

Refer note 41 for disclosure of contractual commitments for acquisition of property, plant and equipment.

** During the nine months period ended December 31, 2024, and the years ended March 31, 2024, March 31, 2023, the Company has written off certain property, plant and equipment pursuant to physical verification and/or assessment of usability of property, plant and equipment. The loss on write off of property, plant and equipment is presented under other expenses in the restated statement of profit and loss.

*** Reconciliation of deemed cost on first time adoption of Ind AS**
On transition to Ind AS (i.e. April 01, 2021), the Company has elected to continue with the carrying value of all Property, plant and equipment measured as per the previous GAAP and use that as carrying value as the deemed cost of PPE. Refer note 49 - First time adoption of Ind AS.

Particulars	Leasehold improvements	Plant & machinery	Office equipment	Computers	Furniture & fixtures	Vehicles	Total
Cost as at April 01, 2021	23.50	437.49	10.61	46.71	33.80	0.70	**552.81**
Accumulated depreciation as at April 01, 2021	(3.60)	(46.71)	(1.79)	(12.10)	(3.61)	(0.10)	**(67.91)**
Deemed cost as at April 01, 2021	**19.90**	**390.78**	**8.82**	**34.61**	**30.19**	**0.60**	**484.90**

(Amount in Rs Million except share and per share data, unless otherwise stated)

3A A. Capital work in progress

Particulars	CWIP Amount	Total
At April 01, 2021	15.30	15.30
Additions	429.72	429.72
Capitalisation	(15.30)	(15.30)
At April 01, 2022	**429.72**	**429.72**
Additions	34.72	34.72
Capitalisation	(429.72)	(429.72)
At March 31, 2023	**34.72**	**34.72**
Additions	20.80	20.80
Capitalisation	(34.12)	(34.12)
At March 31, 2024	**21.40**	**21.40**
Additions	8.80	8.80
Capitalisation	(19.90)	(19.90)
At December 31, 2024	**10.30**	**10.30**

B. Ageing of Capital work-in-progress:

As at December 31, 2024	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress	10.30	-	-	-	**10.30**
Projects temporarily suspended	-	-	-	-	**-**
Total	**10.30**	-	-	-	**10.30**

As at March 31, 2024	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress	20.80	0.60	-	-	**21.40**
Projects temporarily suspended	-	-	-	-	**-**
Total	**20.80**	**0.60**	**-**	**-**	**21.40**

As at March 31, 2023	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress	34.72	-	-	-	**34.72**
Projects temporarily suspended	-	-	-	-	**-**
Total	**34.72**	**-**	**-**	**-**	**34.72**

As at March 31, 2022	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress	429.72	-	-	-	**429.72**
Projects temporarily suspended	-	-	-	-	**-**
Total	**429.72**	**-**	**-**	**-**	**429.72**

C. The Company does not have any capital-work-in-progress which is overdue or has exceeded its cost compared to its original plan as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

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(Amount in Rs Million except share and per share data, unless otherwise stated)

4 Right of use assets *

A. Gross Block	Buildings**	Furniture	Total
Balance at April 01, 2021	228.10	2.03	230.13
Additions	1,117.00	-	1,117.00
Derecognition	-	-	-
Balance at March 31, 2022	**1,345.10**	**2.03**	**1,347.13**
Additions	343.01	-	343.01
Derecognition	-	-	-
Balance at March 31, 2023	**1,688.11**	**2.03**	**1,690.14**
Additions	785.80	-	785.80
Derecognition***	(205.75)	-	(205.75)
Balance at March 31, 2024	**2,268.16**	**2.03**	**2,270.19**
Additions	1,235.84	-	1,235.84
Derecognition ***	(200.34)	(2.03)	(202.37)
Balance at December 31, 2024	**3,303.66**	**-**	**3,303.66**

Accumulated depreciation	Buildings**	Furniture	Total
Balance at April 01, 2021	-	-	-
Depreciation	134.91	1.11	136.02
Derecognition	-	-	-
Balance at March 31, 2022	**134.91**	**1.11**	**136.02**
Depreciation	227.58	0.92	228.50
Derecognition	-	-	-
Balance at March 31, 2023	**362.49**	**2.03**	**364.52**
Depreciation	330.18	-	330.18
Derecognition***	(76.84)	-	(76.84)
Balance at March 31, 2024	**615.83**	**2.03**	**617.86**
Depreciation	368.79	-	368.79
Derecognition ***	(118.85)	(2.03)	(120.88)
Balance at December 31, 2024	**865.77**	**-**	**865.77**

Net Block	Buildings**	Furniture	Total
As at March 31, 2022	**1,210.19**	**0.92**	**1,211.11**
As at March 31, 2023	**1,325.62**	**-**	**1,325.62**
As at March 31, 2024	**1,652.33**	**-**	**1,652.33**
As at December 31, 2024	**2,437.89**	**-**	**2,437.89**

** Buildings comprises of all offices, plants, warehouses and retail stores.

*** During the nine months period ended December 31, 2024, and the year ended March 31, 2024, the Company has terminated certain leases prior to the end of the lease term and has accordingly derecognised the Right of use asset. The derecognition has resulted in a gain of Rs. 16.15 Million (March 31, 2024: Rs. 21.73 Million) which has been accounted as other income.

B. Amounts recognised in the restated statement of profit and loss

Particulars	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation expense on right-of-use assets (refer note 32)	368.79	330.18	228.50	136.02
Interest expense on lease liabilities (refer note 18 & note 31)	182.83	161.39	124.77	74.90
Expense relating to short-term leases (refer note 33)	71.65	44.62	38.42	31.90
Gain on termination of lease (refer note 26)	(16.15)	(21.73)	-	-
	607.12	**514.46**	**391.69**	**242.82**

C. Amounts recognised in the restated statement of cash flows

Particulars	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Payment of principal portion of lease liabilities	264.08	228.11	150.58	50.06
Payment of interest portion of lease liabilities	182.83	161.39	124.77	74.90
	446.91	**389.50**	**275.35**	**124.96**

* Also refer note 18 - Lease liabilities.

(Amount in Rs Million except share and per share data, unless otherwise stated)

5 Intangible assets

Particulars	Software	Total
Cost		
At April 01, 2021*	0.50	0.50
Additions	15.56	15.56
Disposals	-	-
At March 31, 2022	**16.06**	**16.06**
Additions	3.94	3.94
At March 31, 2023	**20.00**	**20.00**
Additions	0.96	0.96
Disposals	-	-
At March 31, 2024	**20.96**	**20.96**
Additions	7.93	7.93
Disposals	-	-
At December 31, 2024	**28.89**	**28.89**
Accumulated amortisation		
At April 01, 2021*	-	-
Amortisation	2.98	2.98
Disposals	-	-
At March 31, 2022	**2.98**	**2.98**
Amortisation	5.83	5.83
Disposals	-	-
At March 31, 2023	**8.81**	**8.81**
Amortisation	6.39	6.39
Disposals	-	-
At March 31, 2024	**15.20**	**15.20**
Amortisation	3.71	3.71
Disposals	-	-
At December 31, 2024	**18.91**	**18.91**
Carrying amounts		
At March 31, 2022	**13.08**	**13.08**
At March 31, 2023	**11.19**	**11.19**
At March 31, 2024	**5.76**	**5.76**
At December 31, 2024	**9.98**	**9.98**

*** Reconciliation of deemed cost on first time adoption of Ind AS**

Particulars	Software	Total
Cost as at April 01, 2021	0.60	0.60
Accumulated amortisation as at April 01, 2021	(0.10)	(0.10)
Deemed cost as at April 01, 2021	**0.50**	**0.50**

On transition to Ind AS (i.e. April 01, 2021), the Company has elected to continue with the carrying value of Intangible Assets measured as per the previous GAAP and use that carrying value as the deemed cost. Refer note 49 - First time adoption of Ind AS.

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(Amount in Rs Million except share and per share data, unless otherwise stated)

6 Other financial assets - Non current

Particulars	As at December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Unsecured and considered good, unless otherwise stated				
Security deposits	152.72	129.90	74.10	58.28
Bank deposits with maturity more than 12 months	330.19	-	965.65	-
	482.91	**129.90**	**1,039.75**	**58.28**

7 Income tax assets

Particulars	As at December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Advance tax including tax deducted at source	34.45	49.31	34.19	76.72
	34.45	**49.31**	**34.19**	**76.72**

8 Other non-current assets

Particulars	As at December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Capital advances	38.05	47.47	57.42	61.10
	38.05	**47.47**	**57.42**	**61.10**

9 Inventories *

Particulars	As at December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Valued at lower of Cost or NRV				
Raw materials	1,049.12	612.08	473.20	794.27
Work in progress	151.14	223.04	281.31	100.14
Finished goods	689.58	434.92	375.34	414.42
Stock in trade	36.47	36.79	26.00	61.37
	1,926.31	**1,306.83**	**1,155.85**	**1,370.20**

Raw materials value includes Goods in Transit of Rs. 117.80 Million as at December 31, 2024 (March 31, 2024: Rs. 95.7 Million; March 31, 2023: Rs 33.9 Million; March 31, 2022: Rs 97.7 Million).

The provision estimated by the management for slow moving and non-moving inventories as at December 31, 2024 amounted to Rs. 274.81 million (March 31, 2024: Rs. 284.64 million; March 31, 2023: Rs. 381.80 million; March 31, 2022: Rs. 18.70 million). In case of raw materials, the provision for slow moving and non-moving inventories is included in the costs of materials consumed and in case of finished goods, work in progress and stock in trade, it is included in changes in inventories of finished goods, work in progress and stock in trade.

* Working capital facilities are secured by hypothecation of inventories of the Company, both present and future.

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(Amount in Rs Million except share and per share data, unless otherwise stated)

10 Current investments
[Investments measured at fair value through profit or loss (Un-Quoted)]

Particulars	As at							
	December 31, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	No. of Units	Amount	No. of Units	Amount	No. of Units	Amount	No. of Units	Amount
Investments in mutual funds								
Aditya Birla Sun Life Liquid (Direct Growth)*	576,422	237.00	576,422	224.62	153,321	55.67	-	-
Aditya Birla Sun Life Overnight Fund - Growth - Regular Plan	29,642	40.01	15,559	20.02	-	-	-	-
Axis Liquid (Direct Growth)	-	-	-	-	22,343	55.88	68,791	162.63
ICICI Prudential Overnight Fund - Growth - Regular Plan	217,762	82.09	23,408	30.10	-	-	-	-
ICICI Prudential Liquid Fund (Direct Growth)	-	-	712,269	254.57	152,652	50.85	547,278	172.53
Bandhan Liquid Fund (Direct Growth)*	95,496	293.80	95,496	278.60	18,708	50.85	-	-
Kotak Liquid (Direct Growth)	-	-	56,155	274.00	11,183	50.86	37,796	162.64
SBI Liquid Fund (Direct Growth)	-	-	79,980	302.27	14,435	50.86	45,780	152.59
Total	**919,322**	**652.90**	**1,559,289**	**1,384.18**	**372,642**	**314.97**	**699,645**	**650.39**
Aggregate value of unquoted investments and market value thereof		652.90		1,384.18		314.97		650.39
Aggregate book value of unquoted investments		608.82		1,345.34		312.50		642.65

* Out of the total number of mutual fund units as at December 31, 2024 and March 31, 2024, units of Aditya Birla Sun Life Liquid (Direct Growth) and units of Bandhan Liquid Fund (Direct Growth) are held under lien as security against overdraft facilities sanctioned by HDFC Bank.

11 Trade receivables *
(Carried at amortised cost)

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Trade receivables - Unsecured, considered good	358.50	280.88	168.30	136.57
Trade receivables - Significant increase in credit risk	-	-	-	-
Trade receivables - Credit impaired	-	-	-	-
Total (A)	**358.50**	**280.88**	**168.30**	**136.57**
Allowance for expected credit loss	-	-	-	-
Total (B)	**358.50**	**280.88**	**168.30**	**136.57**
Total (A+B)				
Less: Allowance for expected credit loss	-	-	-	-
Total	**358.50**	**280.88**	**168.30**	**136.57**

Movement in allowance for expected credit loss	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Balance at beginning of the period/year	-	-	-	7.20
Allowance for expected credit loss for the period/year	-	-	-	-
Utilisation of allowance	-	-	-	(7.20)
Balance at end of the period/year	-	-	-	-

During the year ended March 31, 2022, trade receivables aggregating to Rs. 7.2 Million have been written off against allowance for expected credit loss.

Trade receivables are non-interest bearing and are generally on terms of 15 to 60 days. Information about the Company's exposure to credit risk are included in Note 39.

* Working capital facilities are secured by hypothecation of trade receivables of the Company, both present and future.

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(Amount in Rs Million except share and per share data, unless otherwise stated)

11 Trade receivables (continued)

(a) Ageing as at December 31, 2024

Particulars	Unbilled revenue	Not due	Outstanding for the following periods from due date of payment					
			Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables								
– considered good	-	-	315.25	8.66	11.37	-	-	335.28
– which have significant increase in credit risk	-	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables								-
– considered good	-	-	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-	-
Unbilled revenue	23.22							23.22
Total	**23.22**		**315.25**	**8.66**	**11.37**	**-**	**-**	**358.50**

(b) Ageing as at March 31, 2024

Particulars	Unbilled revenue	Not due	Outstanding for the following periods from due date of payment					
			Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables								
– considered good	-	-	261.40	4.23	0.40	-	-	266.03
– which have significant increase in credit risk	-	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables							-	-
– considered good	-	-	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-	-
Unbilled revenue	14.85	-	-	-	-	-	-	14.85
Total	**14.85**	**-**	**261.40**	**4.23**	**0.40**	**-**	**-**	**280.88**

(c) Ageing as at March 31, 2023

Particulars	Unbilled revenue	Not due	Outstanding for the following periods from due date of payment					
			Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables								
– considered good	-	-	150.80	14.00	-	-	-	**164.80**
– which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
– credit impaired	-	-	-	-	-	-	-	**-**
Disputed trade receivables							-	**-**
– considered good	-	-	-	-	-	-	-	**-**
– which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
– credit impaired	-	-	-	-	-	-	-	**-**
Unbilled revenue	3.50	-	-	-	-	-	-	**3.50**
Total	**3.50**	**-**	**150.80**	**14.00**	**-**	**-**	**-**	**168.30**

(d) Ageing as at March 31, 2022

Particulars	Unbilled revenue	Not due	Outstanding for the following periods from due date of payment					
			Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables								
– considered good	-	-	129.87	-	-	-	-	**129.87**
– which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
– credit impaired	-	-	-	-	-	-	-	**-**
Disputed trade receivables							-	**-**
– considered good	-	-	-	-	-	-	-	**-**
– which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
– credit impaired	-	-	-	-	-	-	-	**-**
Unbilled revenue	6.70	-	-	-	-	-	-	**6.70**
Total	**6.70**	**-**	**129.87**	**-**	**-**	**-**	**-**	**136.57**

(Amount in Rs Million except share and per share data, unless otherwise stated)

12 Cash and cash equivalents

Particulars	As at December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Balances with banks				
On current accounts	84.34	34.27	60.24	45.51
Deposits with original maturity of three months or less	-	-	555.00	40.00
Cash on hand	0.14	1.99	-	0.14
	84.48	**36.26**	**615.24**	**85.65**

13 Bank balances other than cash and cash equivalents

Particulars	As at December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Deposits with banks with original maturity of more than three months but less than twelve months	103.39	135.85	1,116.40	91.00
	103.39	**135.85**	**1,116.40**	**91.00**

14 Other financial assets - Current

Particulars	As at December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Unsecured, considered good				
Bank deposits with remaining maturity less than 12 months *	2,161.62	2,329.19	-	-
Employee advances	113.38	2.94	3.70	5.70
Security deposits	97.75	46.67	21.38	23.46
Others	34.37	-	30.28	12.25
	2,407.12	**2,378.80**	**55.36**	**41.41**

* Out of the above bank deposits as on December 31, 2024, bank deposits totalling to Rs. 445.75 million deposited with Yes Bank, ICICI Bank, HDFC Bank and Axis Bank are held under lien as security against overdraft facilities sanctioned by respective banks.

15 Other current assets

Particulars	As at December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Unsecured, considered good				
Balances with government authorities	113.62	95.57	362.87	381.45
Advances to suppliers	77.90	40.34	13.55	61.23
Prepayments	40.32	82.47	53.26	23.24
Others	6.57	-	-	-
	238.41	**218.38**	**429.68**	**465.92**
Unsecured, considered doubtful				
Advances to suppliers	15.46	9.86	9.86	9.86
Less: Provision for doubtful advances	(15.46)	(9.86)	(9.86)	(9.86)
	-	**-**	**-**	**-**
Total other current assets	**238.41**	**218.38**	**429.68**	**465.92**

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(Amount in Rs Million except share and per share data, unless otherwise stated)

16 Share capital

	As at			
	December 31, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Authorised Share Capital				
(i) 16,000,000 (March 31, 2024 - 16,000,000; March 31, 2023 - 16,000,000; March 31, 2022 - 12,500,000) Equity shares of Rs. 1 each	16.00	16.00	16.00	12.50
(ii) 10,300,000 (March 31, 2024 - 10,300,000; March 31, 2023 - 10,300,000; March 31, 2022 - 10,300,000) 0.0001% CCCPS of face value of Rs. 1 each	10.30	10.30	10.30	10.30
(iii) 5,435,000 (March 31, 2024 - 5,435,000; March 31, 2023 - 5,000,000; March 31, 2022 - Nil) 0.0001% CCCPS of face value of Rs. 50 each	271.75	271.75	250.00	-
	298.05	**298.05**	**276.30**	**22.80**
Issued, subscribed and fully paid-up				
10,523,501 (March 31, 2024: 10,344,430; March 31, 2023 - 10,110,210; March 31, 2022: 10,110,210) Equity shares of Rs. 1 each	10.52	10.34	10.11	10.11
A	**10.52**	**10.34**	**10.11**	**10.11**
(i) 7,970,250 (March 31, 2024: 7,970,250; March 31, 2023: 7,970,250; March 31, 2022: 7,970,250) 0.0001% CCCPS of Rs. 1 each (Series A, B & C)	7.97	7.97	7.97	7.97
(ii) 3,255,599 (March 31, 2024: 3,255,599; March 31, 2023: 3,255,599; March 31, 2022: Nil) 0.0001% Series D CCCPS of Rs. 50 each	162.78	162.78	162.78	-
(iii) 433,892 (March 31, 2024: 433,892; March 31, 2023: Nil; March 31, 2022: Nil) 0.0001% Series D1 CCCPS of Rs. 50 each	21.70	21.70	-	-
B	**192.45**	**192.45**	**170.75**	**7.97**
Total **A+B**	**202.97**	**202.79**	**180.86**	**18.08**

(i) Reconciliation of number of Shares

Equity Shares

Particulars	No. of Shares	Amount
As at April 01, 2021	10,110,100	10.11
Shares issued during the year *	100	0.00
As at March 31, 2022	**10,110,200**	**10.11**
Shares issued during the year *	10	0.00
As at March 31, 2023	**10,110,210**	**10.11**
Shares issued during the year	234,220	0.23
As at March 31, 2024	**10,344,430**	**10.34**
Shares issued during the period	179,071	0.18
As at December 31, 2024	**10,523,501**	**10.52**

* Amount less than a million

During the year ended March 31, 2022, the Company issued 100 equity shares of Rs. 1 each as part of the Series C funding.

During the year ended March 31, 2023, the Company issued 10 equity shares of Rs. 1 each as part of the Series D funding.

Further, during the year ended March 31, 2024, and the nine-months period ended December 31, 2024, certain employees of the Company exercised their vested ESOPs. As a result, the Company issued 234,200 equity shares of Rs. 1 each and 179,071 equity shares of Rs. 1 each to such employees during the respective periods.

During the year ended March 31, 2024, the Company issued 20 equity shares of Rs. 1 each as part of the Series D1 funding.

Instruments entirely equity in nature

Particulars	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Series A CCCPS (Face value - Rs. 1)								
Balance at the beginning of the period/year	4,736,900	4.74	4,736,900	4.74	4,736,900	4.74	4,736,900	4.74
Shares issued during the period/year	-	-	-	-	-	-	-	-
Balance at the end of the period/year	**4,736,900**	**4.74**	**4,736,900**	**4.74**	**4,736,900**	**4.74**	**4,736,900**	**4.74**
Series B CCCPS (Face value - Rs. 1)								
Balance at the beginning of the period/year	1,752,350	1.75	1,752,350	1.75	1,752,350	1.75	1,752,350	1.75
Shares issued during the period/year	-	-	-	-	-	-	-	-
Balance at the end of the period/year	**1,752,350**	**1.75**	**1,752,350**	**1.75**	**1,752,350**	**1.75**	**1,752,350**	**1.75**
Series C CCCPS (Face value - Rs. 1)								
Balance at the beginning of the period/year	1,481,000	1.48	1,481,000	1.48	1,481,000	1.48	-	-
Shares issued during the period/year	-	-	-	-	-	-	1,481,000	1.48
Balance at the end of the period/year	**1,481,000**	**1.48**	**1,481,000**	**1.48**	**1,481,000**	**1.48**	**1,481,000**	**1.48**
Series D CCCPS (Face value - Rs. 50)								
Balance at the beginning of the period/year	3,255,599	162.78	3,255,599	162.78	-	-	-	-
Shares issued during the period/year	-	-	-	-	3,255,599	162.78	-	-
Balance at the end of the period/year	**3,255,599**	**162.78**	**3,255,599**	**162.78**	**3,255,599**	**162.78**	**-**	**-**
Series D1 CCCPS (Face value - Rs. 50)								
Balance at the beginning of the period/year	433,892	21.70	-	-	-	-	-	-
Shares issued during the period/year	-	-	433,892	21.70	-	-	-	-
Balance at the end of the period/year	**433,892**	**21.70**	**433,892**	**21.70**	**-**	**-**	**-**	**-**

During the year ended 31 March 2022, the Company issued 1,481,000 Series C CCCPS of Rs. 1 each for an aggregate subscription (including premium) amounting to Rs. 2,029.98 Million.

During the year ended 31 March 2023, the Company issued 3,255,599 Series D CCCPS of Rs. 50 each for an aggregate subscription (including premium) amounting to Rs. 3,161.78 Million.

During the year ended 31 March 2024, the Company issued 433,892 Series D1 CCCPS of Rs. 50 each for an aggregate subscription (including premium) amounting to Rs. 421.42 Million.

16 Share capital (continued)

(ii) Rights, preferences and restrictions attached to equity and different classes of preference shares

A. Equity shares

The Company has a single class of equity shares. The holder of the equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. Each holder is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts, if any, in proportion to the number of equity shares held by the shareholders.

B. Instruments entirely equity in nature

CCCPS - Series A
Subject to compliance with law, each Series A CCCPS shall automatically be converted into equity shares in the ratio of 1:0.9997 upon earlier occurrence of following events:

i) 1 (One) day prior to the expiry of 20 (Twenty) Years from the date of their issuance; or
ii) In connection with an IPO, prior to filing of the prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under Law.

CCCPS - Series B
Subject to compliance with law, each Series B CCCPS shall automatically be converted into equity shares in the ratio of 1:1.0837 upon earlier occurrence of following events:

i) 1 (One) day prior to the expiry of 20 (Twenty) Years from the date of their issuance; or
ii) In connection with an IPO, prior to filing of the prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under Law.

CCCPS - Series C
Subject to compliance with law, each Series C CCCPS shall automatically be converted into equity shares in the ratio of 1:1.3054 upon earlier occurrence of following events:

i) 1 (One) day prior to the expiry of 20 (Twenty) Years from the date of their issuance; or
ii) In connection with an IPO, prior to filing of the prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under Law.

CCCPS- Series D
Subject to compliance with law, each Series D CCCPS shall automatically be converted into equity shares in the ratio of 1:0.97341 upon earlier occurrence of following events:

i) 1 (One) day prior to the expiry of 20 (Twenty) Years from the date of their issuance; or
ii) In connection with an IPO, prior to filing of the prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under Law.

CCCPS - Series D1
Subject to compliance with law, each Series D1 CCCPS shall automatically be converted into equity shares in the ratio of 1:0.97341 upon earlier occurrence of following events:

i) 1 (One) day prior to the expiry of 20 (Twenty) Years from the date of their issuance; or
ii) In connection with an IPO, prior to filing of the prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under Law.
Refer note 50 (iii) for details related to change in conversion ratio of CCCPS subsequent to the nine months period ended December 31, 2024.

Rights attached to preference share holders

(a) The holder of preference shares are entitled to cumulative dividend of 0.0001%. In addition, the holder of preference shares carry preferential rights as to dividend over equity shareholders. The holders of preference shares are entitled to one vote per share on as-if converted basis. In the event of liquidation, the preference shareholders have preferential rights over equity shareholders to be repaid to the extent of capital paid up and dividend in arrears on such shares.

(b) Exit Clause - As per the shareholders agreement with the CCCPS holders, the Company and the Promoters shall provide exit by way of IPO or sale to another person within the exit period. If the Company is unable to provide an exit within the Exit Period, investors may require the Company by way of an Exit Notice to provide an exit by Sale of their Equity Shares to any other person or Buy-back of their Equity Share by the Company within the extended exit period. If the exit is not provided within the Extended Exit Period, Qualified Investor Majority have the right to compel the Company and the Promoters to undertake an IPO or Conduct a Drag Sale. The Company's management, based on the confirmation received from the majority of qualified investors, is of the view that the Company has a substantive contractual right to avoid making cash payment and therefore the exit option doesn’t result in the instrument being classified as financial liability. Accordingly, the Company accounted the aforementioned CCCPS as equity instrument.

Subsequent to the nine months period ended December 31, 2024, the above exit clause has been substituted as follows:

If within the Exit Period, the Company does not or is unable to, for any reason, provide an exit to the Investors and the Additional Investors in accordance with Clause 7.1, then the Qualified Investor Majority shall, by jointly issuing a written notice (“Exit Notice”) to the Company and the Promoters at any time subsequent to the expiry of the Exit Period, have the right to require the Company to provide an exit on a best-efforts basis by a sale of their Equity Securities to any Person (including a Competitor) (“Private Transfer Sale”). Upon receipt of an Exit Notice, the Company and Promoters may, on a best efforts basis provide an exit to the Investors and the Additional Investor in the manner provided in this Clause 7.8 at the Exit Price, within: (I) 180 (One Hundred Eighty) days from the date of the Exit Notice; or (II) the expiry of 1 (One) year from the Exit Period, whichever is later (“Extended Exit Period”). Accordingly, management continues to account the aforementioned CCCPS as equity instrument.

(c) Dividend Right - Each compulsory convertible cumulative preference share will entitle the holder thereof to receive out of funds legally available cumulative cash dividends, if and when declared at the rate of 0.0001% per annum of initial purchase price (as appropriately adjusted for any bonus share, share split, reclassification or similar event affecting the compulsory convertible cumulative preference shares). The Board of Directors may fix a record date for the determination of holders of compulsory convertible cumulative preference shares entitled to receive payment of a divided declared thereon, which record date will be not more than sixty days prior to the date fixed for payment thereof.

(Amount in Rs Million except share and per share data, unless otherwise stated)

16 Share capital (continued)

(iii) Details of share holders holding more than 5% shares in the Company

Equity Shares

Name of the shareholder	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding
Ankit Garg	6,682,816	63.50%	6,682,816	64.60%	7,159,890	70.82%	7,159,890	70.82%
Chaitanya Ramalingegowda	1,911,040	18.16%	1,911,040	18.47%	2,145,240	21.22%	2,145,240	21.22%
Elevation Capital VIII Limited	1,014,866	9.64%	1,014,866	9.81%	-		-	-
	9,608,722	**91.30%**	**9,608,722**	**92.88%**	**9,305,130**	**92.04%**	**9,305,130**	**92.04%**

Series A CCCPS

Name of the shareholder	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding
SCI Investments VI	4,703,570	99.30%	4,703,570	99.30%	4,703,570	99.30%	4,703,570	99.30%
	4,703,570	**99.30%**	**4,703,570**	**99.30%**	**4,703,570**	**99.30%**	**4,703,570**	**99.30%**

Series B CCCPS

Name of the shareholder	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding
Verlinvest	1,371,580	78.27%	1,371,580	78.27%	1,371,580	78.27%	1,371,580	78.27%
SCI Investments VI	377,740	21.56%	377,740	21.56%	377,740	21.56%	377,740	21.56%
	1,749,320	**99.83%**	**1,749,320**	**99.83%**	**1,749,320**	**99.83%**	**1,749,320**	**99.83%**

Series C CCCPS

Name of the shareholder	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding
SAI Global India Fund I, LLP	802,500	54.19%	802,500	54.19%	802,500	54.19%	802,500	54.19%
Verlinvest SA	547,200	36.95%	547,200	36.95%	547,200	36.95%	547,200	36.95%
SCI Investments VI	131,300	8.86%	131,300	8.86%	131,300	8.86%	131,300	8.86%
	1,481,000	**100.00%**	**1,481,000**	**100.00%**	**1,481,000**	**100.00%**	**1,481,000**	**100.00%**

Series D CCCPS

Name of the shareholder	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding
Investcorp India Private Equity Opportunity Limited	-	-	-	-	2,419,726	74.33%	-	-
Investcorp India Private Equity Fund III - Investcorp Growth Equity Fund	2,135,469	65.59%	2,135,469	65.59%	-	-	-	-
Verlinvest SA	337,585	10.37%	337,585	10.37%	337,585	10.37%	-	-
SAI Global India Fund I, LLP	329,496	10.12%	329,496	10.12%	329,496	10.12%	-	-
Investcorp Growth Opportunity Fund	284,257	8.73%	284,257	8.73%	-	-	-	-
SCI Investments VI	168,792	5.19%	168,792	5.19%	168,792	5.18%	-	-
	3,255,599	**100.00%**	**3,255,599**	**100.00%**	**3,255,599**	**100.00%**	**-**	**-**

Series D1 CCCPS

Name of the shareholder	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding
Paramark KB Fund I	425,665	98.10%	425,665	98.10%	-	-	-	-
	425,665	**98.10%**	**425,665**	**98.10%**	**-**	**-**	**-**	**-**

(iv) Terms attached to stock options granted to employees are disclosed in note 42 regarding share based payments.

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(Amount in Rs Million except share and per share data, unless otherwise stated)

16 Share capital (continued)

(v) Information regarding issue of shares in the last five years:

The Company had issued shares for consideration other than cash (bonus shares) during the last five years as per the below table

Nature of Instrument	Particulars	Year ended March 31, 2021	
		No. of shares	Amount
Equity shares	Equity shares	10,010,000	10.01
Instruments entirely equity in nature issued and fully paid	CCCPS - Series A	4,690,000	4.69
	CCCPS - Series B	1,735,000	1.74
		16,435,000	**16.44**

During the financial year ended March 31, 2021, the Shareholders had approved bonus issue in the ratio of 100:1. The Company had allotted 16,435,000 shares as fully paid up bonus shares on February 20, 2021 by utilising securities premium account amounting to Rs. 16.44 Million. The bonus shares shall rank pari passu in all respects and carry the same rights as the existing shareholders.

(vi) The Company had issued shares for consideration other than cash during the last five years by way of stock split as per the below table:

Nature of Instrument	Particulars	Year ended March 31, 2021	
		No. of shares	Amount
Equity shares	Equity shares	90,090	0.09
Instruments entirely equity in nature issued and fully paid	CCCPS - Series A	42,210	0.04
	CCCPS - Series B	15,615	0.02
		147,915	**0.15**

The Board of Directors at their meeting held on December 15, 2020 approved the sub-division of each equity share of face value of Rs. 10 each fully paid up into Rs. 1 equity share each. The same was approved by the shareholders on December 03, 2020. The effective date of sub-division was December 16, 2020.

(vii) Details of equity shares held by the Promoters

Name of the shareholder	As at December 31, 2024			As at March 31, 2024			As at March 31, 2023		
	No. of shares	% of holding	% Change during the period	No. of shares	% of holding	% Change during the year	No. of shares	% of holding	% Change during the year
Ankit Garg	6,682,816	63.50%	-1.10%	6,682,816	64.60%	-6.22%	7,159,890	70.82%	0.00%
Chaitanya Ramalingegowda	1,911,040	18.16%	-0.31%	1,911,040	18.47%	-2.75%	2,145,240	21.22%	0.00%
	8,593,856	**81.66%**	**-1.41%**	**8,593,856**	**83.07%**	**-8.97%**	**9,305,130**	**92.04%**	**0.00%**

Name of the shareholder	As at March 31, 2022		
	No. of shares	% of holding	% Change during the year
Ankit Garg	7,159,890	70.82%	0.00%
Chaitanya Ramalingegowda	2,145,240	21.22%	0.00%
	9,305,130	**92.04%**	**0.00%**

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(Amount in Rs Million except share and per share data, unless otherwise stated)

17 Other equity

	As at			
	December 31, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Retained earnings	(2,939.63)	(2,851.62)	(2,694.58)	(1,237.17)
Securities premium	7,970.29	7,875.41	7,438.00	4,509.50
Share based payment reserve	231.60	209.48	126.51	123.00
	5,262.26	**5,233.27**	**4,869.93**	**3,395.33**
Retained earnings				
Balance at the beginning of period/year	(2,851.62)	(2,694.58)	(1,237.17)	(171.26)
Loss for the period/year	(88.09)	(150.53)	(1,456.83)	(1,065.20)
Items of other comprehensive income				
Remeasurement gain/(loss) on defined benefit plans	0.08	(6.51)	(0.58)	(0.71)
Balance at the end of the period/year	**(2,939.63)**	**(2,851.62)**	**(2,694.58)**	**(1,237.17)**
Securities premium				
Balance at the beginning of period/year	7,875.41	7,438.00	4,509.50	2,483.30
Additions during the period/year on account on exercise of options	94.88	47.23	-	
Additions during the period/year on account on new equity shares	-	-	0.01	0.10
Additions during the period/year on account on new issue of CCCPS	-	399.72	2,999.00	2,028.50
Share issue expenses	-	(9.54)	(70.51)	(2.40)
Balance at the end of the period/year	**7,970.29**	**7,875.41**	**7,438.00**	**4,509.50**
Share based payment reserve				
Balance at the beginning of period/year	209.48	126.51	123.00	71.00
Add: Compensation cost for the period/year	117.00	130.20	52.49	52.00
Less: Utilisation upon cancellation of options/exercise of options	(94.88)	(47.23)	(48.98)	-
Balance at the end of the period/year	**231.60**	**209.48**	**126.51**	**123.00**
Total other equity	**5,262.26**	**5,233.27**	**4,869.93**	**3,395.33**

Nature and purpose of reserves:

Retained earnings
Retained earnings are the profits/(losses) that the Company has earned/incurred till date, less any transfers to other reserves, dividends or other distributions paid to shareholders. Retained earnings includes remeasurement gain/(loss) on defined benefit plans, net of taxes that will not be reclassified to statement of profit and loss. Retained earnings is a free reserve available to the Company and eligible for distribution to shareholders, in case where it is having positive balance representing net earnings till date.

Securities premium
Securities premium represents the premium on issue of shares. The reserves can be utilised only for limited purpose such as issue of bonus shares, utilisation towards the share issue expenses etc in accordance with the provisions of the Act.

Share based payment reserve
Share based payment reserve is used to record the fair value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to securities premium upon exercise of stock options by employees.

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(Amount in Rs Million except share and per share data, unless otherwise stated)

18 Lease liabilities *

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Non Current				
Lease liabilities	1,978.84	1,376.29	1,134.57	1,028.92
	1,978.84	**1,376.29**	**1,134.57**	**1,028.92**
Current				
Lease liabilities	671.62	449.11	304.73	226.99
	671.62	**449.11**	**304.73**	**226.99**
Total	**2,650.46**	**1,825.40**	**1,439.30**	**1,255.91**

The incremental borrowing rate of 10.55% (March 31, 2024: 10.55%, March 31, 2023: 9.10%, March 31, 2022: 9.10%) has been applied to lease liabilities in the restated statement of assets and liabilities.

The Company has entered into various lease arrangements relating to office premises, manufacturing plants, warehouses, retail stores and equipments. These lease contracts of office premises, manufacturing plants, warehouses, retail stores and equipments have lease terms ranging up to ten years. The Company also has certain leases of buildings (temporary spaces) with lease terms of 12 months or less. The Company has elected to apply the recognition exemption for leases with a lease term (or remaining lease term) of twelve months or less. Payments associated with short-term leases and low-value assets are recognised on a straight-line basis as an expense in the restated statement of profit and loss over the lease term.

(i) Movement of lease liabilities

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Opening lease liabilities	1,825.40	1,439.30	1,255.91	221.59
Additions during the period/year	1,186.78	764.91	333.97	1,084.38
Interest expense on lease liabilities	182.83	161.39	124.77	74.90
Payment of lease liabilities	(446.91)	(389.50)	(275.35)	(124.96)
Terminations during the period/year	(97.64)	(150.70)	-	-
Closing lease liabilities	**2,650.46**	**1,825.40**	**1,439.30**	**1,255.91**

(ii) Maturity analysis of the lease liabilities

Contractual undiscounted cash flows	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Less than 1 year	709.05	472.84	319.84	238.40
1-2 years	725.83	461.85	314.17	238.02
2-5 years	1,777.22	998.47	767.64	653.33
More than 5 years	180.61	435.62	548.49	666.55
	3,392.71	**2,368.78**	**1,950.14**	**1,796.30**

* Also refer note 4 - Right of use assets

19 Provisions

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Non current				
Provision for employee benefits				
- Provision for gratuity (refer note 44)	41.71	31.21	13.29	8.30
Provision for warranties (refer note 24)	36.73	44.60	-	-
	78.44	**75.81**	**13.29**	**8.30**

(Amount in Rs Million except share and per share data, unless otherwise stated)

20 Borrowings

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Working capital loan	40.24	73.61	-	-
	40.24	**73.61**	**-**	**-**

The Company has availed working capital loan from Hongkong Shanghai Banking Corporation Bank (HSBC) which carries interest in the range of 8.5% to 9.13% per annum (December 31, 2024: 8.5% to 9.13% ; March 31, 2024: 8.5% to 9.13% ; March 31, 2023: NA ; March 31, 2022: NA) and is repayable as per the pre-determined repayment schedule. It is hypothecated over the current assets both present and future including inventories (refer note 9) and trade receivables (refer note 11) of the Company.

Information about the Company's exposure to interest rate and liquidity risks is included in Note 39.

21 Trade payables

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Total outstanding dues of micro enterprises and small enterprises; and	205.37	185.40	150.50	62.57
Total outstanding dues of creditors other than micro and small enterprises	1,381.34	1,258.80	944.69	762.98
	1,586.71	**1,444.20**	**1,095.19**	**825.55**

(a) Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

The information in respect of the amounts payable to such enterprises has been made in the restated financial information based on information received and available with the Company.

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(i) the amount remaining unpaid to MSMED suppliers as at the end of the period/year;				
principal	205.37	185.40	150.50	62.57
interest due thereon	-	-	-	-
(ii) the amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the period/year;	-	-	-	-
(iii) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the period/year) but without adding the interest specified under the MSMED Act, 2006);	-	-	-	-
(iv) the amount of interest accrued and remaining unpaid at the end of the period/year;	-	-	-	-
(v) amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purposes of disallowance of a deductible expenditure under section 23 of MSMED Act, 2006	-	-	-	-

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(Amount in Rs Million except share and per share data, unless otherwise stated)

21 Trade payables (continued)

(b) Ageing for trade payables outstanding as at December 31, 2024 is as follows:

Particulars	Unbilled	Not due	Outstanding for the following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding dues of micro and small enterprises							
– Disputed dues	-	-	-	-	-	-	-
– Others	-	163.39	35.72	3.84	1.38	1.04	205.37
Outstanding dues other than micro and small enterprises							
– Disputed dues	-	-	-	-	-	-	-
– Others	-	581.34	362.89	9.57	1.85	4.43	960.08
Accrued Expenses	421.26	-	-	-	-	-	421.26
Total	**421.26**	**744.73**	**398.61**	**13.41**	**3.23**	**5.47**	**1,586.71**

(c) Ageing for trade payables outstanding as at March 31, 2024 is as follows:

Particulars	Unbilled	Not due	Outstanding for the following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding dues of micro and small enterprises							
– Disputed dues	-	-	-	-	-	-	-
– Others	-	4.30	178.31	1.60	0.65	0.54	185.40
Outstanding dues other than micro and small enterprises							
– Disputed dues	-	-	-	-	-	-	-
– Others	-	100.40	830.50	34.10	1.37	3.23	969.60
Accrued Expenses	289.20	-	-	-	-	-	289.20
Total	**289.20**	**104.70**	**1,008.81**	**35.70**	**2.02**	**3.77**	**1,444.20**

(d) Ageing for trade payables outstanding as at March 31, 2023 is as follows:

Particulars	Unbilled	Not due	Outstanding for the following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding dues of micro and small enterprises							
– Disputed dues	-	-	-	-	-	-	-
– Others	-	139.50	9.63	0.77	0.36	0.24	150.50
Outstanding dues other than micro and small enterprises							-
– Disputed dues	-	-	-	-	-	-	-
– Others	-	786.50	76.80	1.55	3.05	0.30	868.20
Accrued Expenses	76.49	-	-	-	-	-	76.49
Total	**76.49**	**926.00**	**86.43**	**2.32**	**3.41**	**0.54**	**1,095.19**

(e) Ageing for trade payables outstanding as at March 31, 2022 is as follows:

Particulars	Unbilled	Not due	Outstanding for the following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding dues of micro and small enterprises							
– Disputed dues	-	-	-	-	-	-	-
– Others	-	59.11	2.58	0.51	0.27	0.10	62.57
Outstanding dues other than micro and small enterprises							
– Disputed dues	-	-	-	-	-	-	-
– Others	-	590.73	35.87	3.30	0.24	0.16	630.30
Accrued Expenses	132.68	-	-	-	-	-	132.68
Total	**132.68**	**649.84**	**38.45**	**3.81**	**0.51**	**0.26**	**825.55**

(Amount in Rs Million except share and per share data, unless otherwise stated)

22 Other financial liabilities

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Capital creditors	64.71	73.58	3.39	41.50
Accrued salaries and benefits	23.99	20.29	21.64	22.88
Refund liabilities	63.80	-	-	-
Others	1.94	2.63	-	-
	154.44	**96.50**	**25.03**	**64.38**

23 Other current liabilities

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advances from customers	280.24	198.60	141.15	85.75
Statutory dues payable	81.62	31.70	47.14	25.92
Refund liabilities	21.16	42.27	35.14	22.17
	383.02	**272.57**	**223.43**	**133.84**

24 Provisions

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<u>Current</u>				
Provision for employee benefits				
- Provision for compensated absences	47.61	41.43	26.08	16.32
- Provision for Gratuity (refer note 44)	6.17	3.74	2.37	-
Other Provisions				
- Provision for warranties (refer foot note (i))	13.87	1.00	31.52	19.52
- Others	13.12	12.66	11.00	-
	80.77	**58.83**	**70.97**	**35.84**

(i) Movement in provision for warranties

Provision is recognised for expected warranty claims on products sold, based on the past experience of the level of repairs and returns. The Company generally provides warranty for a term of 1-15 years on its products. A provision is recognised for expected warranty claims in respect of products sold during the year on the basis of management estimate regarding return trends of products and costs of repair and replacement. The table below gives information about movement in warranty provision:

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
At the beginning of the period/year	45.60	31.52	19.52	10.32
Addition during the period/year	14.38	15.07	12.00	9.20
Utilised during the period/year	(9.38)	(0.99)	-	-
At the end of the period/year	**50.60**	**45.60**	**31.52**	**19.52**

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for warranties				
Current	13.87	1.00	31.52	19.52
Non Current	36.73	44.60	-	-
	50.60	**45.60**	**31.52**	**19.52**

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(Amount in Rs Million except share and per share data, unless otherwise stated)

25 Revenue from operations

Particulars	**Nine months period ended December 31, 2024**	**Year ended March 31, 2024**	**Year ended March 31, 2023**	**Year ended March 31, 2022**
Sale of products				
Sale of manufactured goods	9,512.20	9,625.23	7,846.35	6,073.39
Sale of traded goods	71.66	53.42	121.51	56.04
	9,583.86	**9,678.65**	**7,967.86**	**6,129.43**
Other operating income				
Scrap sales	78.70	139.70	121.88	104.26
Others	48.30	45.18	36.46	92.18
	127.00	**184.88**	**158.34**	**196.44**
Total revenue from operations	**9,710.86**	**9,863.53**	**8,126.20**	**6,325.87**

Disaggregation of revenue from contracts with customers is detailed below :

a) Disaggregation by primary geographical market

Particulars	**Nine months period ended December 31, 2024**	**Year ended March 31, 2024**	**Year ended March 31, 2023**	**Year ended March 31, 2022**
India	9,558.28	9,661.15	7,967.86	6,129.43
Outside India	25.58	17.50	-	-
Total revenue from contracts with customers	**9,583.86**	**9,678.65**	**7,967.86**	**6,129.43**

(b) Disaggregation by timing of revenue recognition

Particulars	**Nine months period ended December 31, 2024**	**Year ended March 31, 2024**	**Year ended March 31, 2023**	**Year ended March 31, 2022**
Goods transferred at a point in time	9,583.86	9,678.65	7,967.86	6,129.43
Total revenue from contracts with customers	**9,583.86**	**9,678.65**	**7,967.86**	**6,129.43**

c) Reconciliation of revenue recognised with contract price

Particulars	**Nine months period ended December 31, 2024**	**Year ended March 31, 2024**	**Year ended March 31, 2023**	**Year ended March 31, 2022**
Revenue as per contracted price	9,626.55	9,686.00	7,988.30	6,131.60
Refund liabilities	(42.69)	(7.13)	(12.97)	(2.17)
Contract liabilities – Customer loyalty points	-	(0.22)	(7.47)	-
Total revenue from contracts with customers	**9,583.86**	**9,678.65**	**7,967.86**	**6,129.43**

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(Amount in Rs Million except share and per share data, unless otherwise stated)

25 Revenue from operations (continued)

d) Changes in contract liabilities (Advances from customers and Customer loyalty points) are as follows:

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Balance at the beginning of the period/year	206.29	148.62	85.75	71.61
Increase in contract liabilities during the period/year	276.77	206.29	148.62	85.75
Revenue recognised during the period/year	(195.13)	(148.62)	(85.75)	(71.61)
Closing balance	**287.93**	**206.29**	**148.62**	**85.75**

e) Contract balances

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Trade receivables	358.50	280.88	168.30	136.57
Contract liabilities				
Advance from customers	280.24	198.60	141.15	85.75
Provision for customer loyalty points	7.69	7.69	7.47	-

Contract liabilities represent advance received from customers for sale of products and customer loyalty points at the reporting date.

f) Significant customers

No customer has individually accounted for more than 10% of the revenue from operations for the period/years ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

26 Other income

Particulars	Nine months period ended	Year ended	Year ended	Year ended
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Interest Income under the effective interest method on financial assets carried at amortised cost				
Bank deposits	140.56	185.36	27.00	12.53
Interest income on security deposit	9.10	8.43	6.10	3.48
Profit on sale of investments, net	53.77	43.82	12.20	10.76
Fair valuation gain from investments designated at FVTPL (net)	5.31	36.25	2.53	7.73
Gain on termination of leases, net	16.15	21.73	-	-
Foreign exchange gain, net	-	9.12	-	9.48
Profit on sale of property, plant and equipment, net	-	0.88	0.06	-
Miscellaneous income	7.90	4.22	26.00	0.41
	232.79	**309.81**	**73.89**	**44.39**

27 Cost of materials consumed

Particulars	Nine months period ended	Year ended	Year ended	Year ended
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Raw materials				
Inventory at the beginning of the period/year	612.08	473.20	794.27	335.37
Add: Purchases (net)	4,905.92	4,778.59	4,396.04	4,259.16
Less: Inventory at the end of the period/year	(1,049.12)	(612.08)	(473.20)	(794.27)
	4,468.88	**4,639.71**	**4,717.11**	**3,800.26**

(Amount in Rs Million except share and per share data, unless otherwise stated)

28 Purchases of stock-in-trade

Particulars	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Purchases of stock-in-trade	43.02	22.61	49.32	84.67
	43.02	**22.61**	**49.32**	**84.67**

29 Changes in inventories of finished goods, work in progress and stock in trade

Particulars	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Inventories at the end of the period/year				
Finished goods	689.58	434.92	375.34	414.42
Work-in-progress	151.14	223.04	281.31	100.14
Stock in trade	36.47	36.79	26.00	61.37
	877.19	**694.75**	**682.65**	**575.93**
Inventories at the beginning of the period/year				
Finished goods	434.92	375.34	414.42	341.50
Work-in-progress	223.04	281.31	100.14	78.80
Stock in trade	36.79	26.00	61.37	6.30
	694.75	**682.65**	**575.93**	**426.60**
	(182.44)	**(12.10)**	**(106.72)**	**(149.33)**

30 Employee benefits expense

Particulars	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, wages and bonus	1,055.71	1,121.37	921.44	800.82
Contribution to provident and other funds	38.90	42.45	34.23	36.07
Share based payment expense (refer note 42)*	117.00	130.20	71.90	52.00
Staff welfare	31.68	39.05	23.08	21.97
Gratuity (refer note 44)	14.41	13.25	7.07	4.37
	1,257.70	**1,346.32**	**1,057.72**	**915.23**

* During the year ended March 31, 2023, the Company had cancelled 70,486 options in lieu of payment of Rs 68.40 Million to employees. The payment of Rs 48.98 Million i.e. to the extent of fair value of the equity instruments on the date of cancellation has been accounted for as a deduction from equity and payment of Rs 19.41 Million i.e. to the extent that the payment exceeds the fair value of the equity instruments measured at the cancellation date is recognised as part of share based payment expense.

31 Finance costs

Particulars	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Interest expense on Financial liabilities measured at amortised cost:				
Interest expense on working capital loan	4.22	8.35	1.53	0.63
Interest expense on lease liabilities	182.83	161.39	124.77	74.90
Unwinding of discount on site restoration provision	0.46	0.39	0.27	-
	187.51	**170.13**	**126.57**	**75.53**

32 Depreciation and amortisation expense

Particulars	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation on property, plant and equipment	292.09	302.32	238.41	101.45
Depreciation on right of use assets	368.79	330.18	228.50	136.02
Amortisation of intangible assets	3.71	6.39	5.83	2.98
	664.59	**638.89**	**472.74**	**240.45**

(Amount in Rs Million except share and per share data, unless otherwise stated)

33 Other expenses

Particulars	Nine months period ended	Year ended	Year ended	Year ended
	December 31, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Advertisement and business promotion	826.87	773.64	959.09	612.10
Courier and delivery charges	749.92	821.87	658.60	581.19
Commission	477.87	489.01	492.96	404.20
Contract labour charges	475.51	405.93	363.95	274.00
Job work charges	149.55	196.95	148.00	132.21
Professional and consultancy charges (refer note 35)	127.09	127.96	130.06	80.91
Power and fuel	114.96	111.35	89.62	51.31
Repairs and maintenance				
- machinery	27.53	17.14	14.22	5.67
-building	82.73	53.15	15.77	3.99
-others	4.39	5.08	6.70	4.21
Travelling and conveyance	100.03	72.76	53.50	21.90
Software support and maintenance	98.11	98.98	86.29	57.06
Payment gateway charges	84.38	80.72	69.54	60.60
Rent	71.65	44.62	38.42	31.90
Communication	39.34	48.90	34.84	17.65
Consumption of stores and spares	39.21	54.72	65.50	58.92
Security charges	37.06	36.53	30.34	22.75
Warranty	14.38	15.07	12.00	9.20
Rates and taxes	12.52	19.66	17.57	4.76
Write off of property, plant and equipment	8.49	0.39	2.98	-
Printing and stationery	7.52	10.05	9.69	6.95
Bank charges	6.63	11.98	10.80	6.53
Provision for doubtful advances	5.60	-	-	9.86
Insurance	4.89	7.90	6.14	3.57
Foreign exchange loss, net	2.27	-	13.45	-
Loss on sale of property, plant and equipment, net	-	-	-	1.54
Corporate social responsibility (refer note 36)	-	-	-	1.83
Miscellaneous	23.98	13.95	10.15	3.84
	3,592.48	**3,518.31**	**3,340.18**	**2,468.65**

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(Amount in Rs Million except share and per share data, unless otherwise stated)

34 Earnings per share (EPS)

Particulars	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Loss attributable to equity holders	(88.09)	(150.53)	(1,456.83)	(1,065.20)
Weighted average number of equity shares for Basic EPS				
Number of equity shares at the beginning of the period/year	300,732,560	292,158,794	246,959,677	229,186,180
Add: Shares issued during the period/year	272,884	6,012,118	5,324,840	6,186,593
Add: Vested ESOPs	3,978,576	5,258,292	6,949,860	3,528,492
Weighted average number of shares outstanding during the period/ year for Basic EPS	**304,984,020**	**303,429,204**	**259,234,377**	**238,901,265**
Weighted average number of equity shares for Diluted EPS				
Number of equity shares at the beginning of the period/year	300,732,560	292,158,794	246,959,677	229,186,180
Add: Shares issued during the period/year	272,884	6,012,118	5,324,840	6,186,593
Add: Vested ESOPs	3,978,576	5,258,292	6,949,860	3,528,492
Add: Employee stock options outstanding *	-	-	-	-
Weighted average number of shares outstanding during the period/year for Diluted EPS	**304,984,020**	**303,429,204**	**259,234,377**	**238,901,265**
Earnings Per Share (Rs.):				
Basic EPS	**(0.29)**	**(0.50)**	**(5.62)**	**(4.46)**
Diluted EPS *	**(0.29)**	**(0.50)**	**(5.62)**	**(4.46)**

* ESOPs outstanding as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 are anti-dilutive in nature and accordingly have not been considered for the purpose of Diluted EPS.

In compliance with Ind AS - 33, Earnings Per Share, the disclosure of basic and diluted earnings per share for all the period/years presented in the Restated Financial Information has been retrospectively restated after giving effect to the rights issue of equity shares, issue of bonus shares to equity shareholders and change in conversion ratio of CCCPS holders subsequent to the nine months period ended December 31, 2024. Also, refer Note 50 to the Restated Financial Information.

35 Auditors remuneration (excluding applicable taxes)

Particulars	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Statutory audit	2.70	3.30	3.60	2.60
Reimbursement of out of pocket expenses	1.00	0.20	0.10	0.10
	3.70	**3.50**	**3.70**	**2.70**

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(Amount in Rs Million except share and per share data, unless otherwise stated)

36 Corporate social responsibility

Pursuant to the requirement of Section 135 of the Act, a Corporate Social Responsibility ('CSR') committee has been formed by the Company. The Company is not required to spend towards CSR activities during nine months period ended December 31, 2024 and years ended March 31, 2024, March 31, 2023 and March 31, 2022 due to losses during the last three immediately preceding financial years.

	Nine months period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Amount required to be spent by the Company during the period/year	-	-	-	-
Amount of expenditure incurred*	-	-	-	1.83
Amount of shortfall for the period/year	-	-	-	-
Amount of cumulative shortfall at the end of the period/year	-	-	-	-

* Amount incurred pertains to financial year ended March 31, 2021

37 Capital management

For the purpose of Company's capital management, capital includes subscribed capital (equity and preference), securities premium and all other equity reserves. The primary objective of the Company's capital management is to safeguard the Company's ability to continue as a going concern in order to finance the sustained growth in the business and to protect the shareholders' value.

The Company is predominantly equity financed, which is evident from the capital structure below. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through equity and operating cash flows generated. The Company is not subject to any externally imposed capital requirements.

The capital structure and key performance indicators of the Company is as follows:

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
I. Debt to equity position:				
A. Total equity attributable to the shareholders of the Company	5,465.23	5,436.06	5,050.79	3,413.41
B. Borrowings:				
Non-current borrowings	-	-	-	-
Current borrowings	40.24	73.61	-	-
Total borrowings	**40.24**	**73.61**	**-**	**-**
C. Total capital (A+B)	**5,505.47**	**5,509.67**	**5,050.79**	**3,413.41**
D. Debt to equity ratio (%) (B/A)	0.74%	1.35%	-	-
E. Total borrowings as a % of total capital (B/C)	0.73%	1.34%	-	-
F. Total equity as a % of total capital (A/C)	99.27%	98.66%	100.00%	100.00%
II. Cash position:				
Cash and cash equivalents	84.48	36.26	615.24	85.65
Bank balances other than cash and cash equivalents	103.39	135.85	1,116.40	91.00
Investment in mutual funds	652.90	1,384.18	314.97	650.39
Bank deposits- Other financial assets - Current	2,161.62	2,329.19	-	-
Bank deposits- Other financial assets - Non current	330.19	-	965.65	-
	3,332.58	**3,885.48**	**3,012.26**	**827.04**

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(Amount in Rs Million except share and per share data, unless otherwise stated)

38 Financial instruments - category and fair value hierarchy

The following table presents the carrying value and fair value of each category of financial assets and financial liabilities as at December 31, 2024:

Particulars	Carrying value			Fair value		
	Balances at amortised cost	Balances at FVTOCI	Balances at FVTPL	Level 1	Level 2	Level 3
Financial assets						
Current investments	-	-	652.90	-	652.90	-
Trade receivables	358.50	-	-	-	-	-
Cash and cash equivalents	84.48	-	-	-	-	-
Bank balances other than cash and cash equivalents	103.39	-	-	-	-	-
Other non current financial assets	482.91	-	-	-	-	-
Other current financial assets	2,407.12	-	-	-	-	-
	3,436.40	**-**	**652.90**	**-**	**652.90**	**-**
Financial liabilities						
Borrowings	40.24	-	-	-	-	-
Lease liabilities	2,650.46	-	-	-	-	-
Trade payables	1,586.71	-	-	-	-	-
Other financial liabilities	154.44	-	-	-	-	-
	4,431.85	**-**	**-**		**-**	**-**

The following table presents the carrying value and fair value of each category of financial assets and financial liabilities as at March 31, 2024:

Particulars	Carrying value			Fair value		
	Balances at amortised cost	Balances at FVTOCI	Balances at FVTPL	Level 1	Level 2	Level 3
Financial assets						
Current investments	-	-	1,384.18	-	1,384.18	-
Trade receivables	280.88	-	-	-		-
Cash and cash equivalents	36.26	-	-	-	-	-
Bank balances other than cash and cash equivalents	135.85	-	-	-	-	-
Other non current financial assets	129.90	-	-	-	-	-
Other current financial assets	2,378.80	-	-	-	-	-
	2,961.69	**-**	**1,384.18**	**-**	**1,384.18**	**-**
Financial liabilities						
Borrowings	73.61	-	-	-	-	-
Lease Liabilities	1,825.40	-	-	-	-	-
Trade payables	1,444.20	-	-	-	-	-
Other financial liabilities	96.50	-	-	-	-	-
	3,439.71	**-**	**-**	**-**	**-**	**-**

The following table presents the carrying value and fair value of each category of financial assets and financial liabilities as at March 31, 2023:

Particulars	Carrying value			Fair value		
	Balances at amortised cost	Balances at FVTOCI	Balances at FVTPL	Level 1	Level 2	Level 3
Financial assets						
Current investments	-	-	314.97	-	314.97	-
Trade receivables	168.30	-	-	-	-	-
Cash and cash equivalents	615.24	-	-	-	-	-
Bank balances other than cash and cash equivalents	1,116.40	-	-	-	-	-
Other non current financial assets	1,039.75	-	-	-	-	-
Other current financial assets	55.36	-	-	-	-	-
	2,995.05	**-**	**314.97**	**-**	**314.97**	**-**
Financial liabilities						
Lease Liabilities	1,439.30	-	-	-	-	-
Trade payables	1,095.19	-	-	-	-	-
Other financial liabilities	25.03	-	-	-	-	-
	2,559.52	**-**	**-**	**-**	**-**	**-**

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2022:

Particulars	Carrying value			Fair value		
	Balances at amortised cost	Balances at FVTOCI	Balances at FVTPL	Level 1	Level 2	Level 3
Financial assets						
Current investments	-	-	650.39	-	650.39	-
Trade receivables	136.57	-	-	-	-	-
Cash and cash equivalents	85.65	-	-	-	-	-
Bank balances other than cash and cash equivalents	91.00	-	-	-	-	-
Other non current financial assets	58.28	-	-	-	-	-
Other current financial assets	41.41	-	-	-	-	-
	412.91	**-**	**650.39**	**-**	**650.39**	**-**
Financial liabilities						
Lease Liabilities	1,255.91	-	-	-	-	-
Trade payables	825.55	-	-	-	-	-
Other financial liabilities	64.38	-	-	-	-	-
	2,145.84	**-**	**-**	**-**	**-**	**-**

38 Financial instruments - category and fair value hierarchy (continued)

Fair value hierarchy

The fair value of financial assets and financial liabilities are included at the amount at which the instrument can be exchanged in a current transaction between wiling parties, other than in a forced or liquidation sale.

The management assessed that fair value of cash and cash equivalents and short-term deposits, trade receivables, trade payables, borrowings, lease liabilities and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques :

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 - Inputs for the assets and liabilities that are not based on observable market data (unobservable inputs).

There have been no transfers between Level 1 and Level 2 during the period/ year.

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

The carrying value of Non-current financial assets and liabilities in the restated financial information are carried at amortised cost to achieve a constant effective rate of interest over their respective lives.

39 Financial risk management

The Company is exposed to various financial risks majorly Credit risk, Liquidity risk, Interest rate risk and Market risk. The Company's senior management oversees the management of these risks. The Board of directors review and agree policies for managing each of these risks, which are summarised below:

(i) Credit risk:

a. Trade receivables
Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company's credit risk with regards to receivables is reduced by its business model which allows it to have immediate cash collection. The Company predominantly deals with market places and online payment partners and these are short term and carry very low credit risk at the reporting date. The Company does not have significant risk exposure to any single counter party.

As per Ind AS 109, the Company uses the expected credit loss model to assess the impairment loss. In determining the impairment allowance (allowance for expected credit loss), the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience as well as the current economic conditions and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and allowance rates used in the provision matrix.

Outstanding trade receivables are regularly and closely monitored basis the historical trend, the Company provides for any outstanding receivables beyond 365 days which are doubtful.
The Company recognises loss allowance for expected credit loss on trade receivables measured at amortised cost. Refer note 11 for the details on allowances for expected credit loss on trade receivables.

b. Investments in mutual funds and fixed deposits
Credit risk from balances with banks is managed by the Company's treasury team. Investments of surplus funds are made primarily in mutual fund units and fixed deposits. Basis its assessment, the Company has not identified any expected credit loss on the mutual funds and fixed deposits.

c. Other financial assets
With respect to other financial assets including security deposits, the Company has not identified any default in recovery of amounts basis the assessment of credit risk. Hence, the Company has no significant class of financial assets that is past due but not impaired.

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(Amount in Rs Million except share and per share data, unless otherwise stated)

39 Financial risk management (continued)

(ii) Liquidity risk:

Liquidity risk is the risk of being unable to meet the payment obligations resulting from financial liabilities which may arise from unavailability of funds. The Company's financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company believes that cash and cash equivalents, other bank balances, bank deposits and current investments are sufficient to meet its current requirements, accordingly, no liquidity risk is perceived. The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short-term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits with appropriate maturities and in mutual funds to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The table below summarises the maturity profile of the Company's financial liabilities at the reporting date. The amounts are based on contractual undiscounted payments:

Particulars	Carrying amount	Total	0-1 year	1-2 years	2-5 years	5 years & above
As at December 31, 2024						
Borrowings	40.24	43.91	43.91	-	-	-
Lease liabilities	2,650.46	3,392.71	709.05	725.83	1,777.22	180.61
Trade payables	1,586.71	1,586.71	1,586.71	-	-	-
Other financial liabilities	154.44	154.44	154.44	-	-	-
	4,431.85	**5,177.77**	**2,494.11**	**725.83**	**1,777.22**	**180.61**
As at March 31, 2024						
Borrowings	73.61	80.33	80.33	-	-	-
Lease liabilities	1,825.40	2,368.78	472.84	461.85	998.47	435.62
Trade payables	1,444.20	1,444.20	1,444.20	-	-	-
Other financial liabilities	96.50	96.50	96.50	-	-	-
	3,439.71	**3,989.81**	**2,093.87**	**461.85**	**998.47**	**435.62**
As at March 31, 2023						
Lease liabilities	1,439.30	1,950.14	319.84	314.17	767.64	548.49
Trade payables	1,095.19	1,095.19	1,095.19	-	-	-
Other financial liabilities	25.03	25.03	25.03	-	-	-
	2,559.52	**3,070.36**	**1,440.06**	**314.17**	**767.64**	**548.49**
As at March 31, 2022						
Lease liabilities	1,255.91	1,796.30	238.40	238.02	653.33	666.55
Trade payables	825.55	825.55	825.55	-	-	-
Other financial liabilities	64.38	64.41	64.41	-	-	-
	2,145.84	**2,686.26**	**1,128.36**	**238.02**	**653.33**	**666.55**

The break up of cash and cash equivalents, bank deposits and current investments are as follows:

	As at			
	December 31, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Cash and cash equivalents	84.48	36.26	615.24	85.65
Bank balances other than cash and cash equivalents	103.39	135.85	1,116.40	91.00
Bank deposits with remaining maturity less than 12 months	2,161.62	2,329.19	-	-
Investments in mutual funds	652.90	1,384.18	314.97	650.39
	3,002.39	**3,885.48**	**2,046.61**	**827.04**

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(Amount in Rs Million except share and per share data, unless otherwise stated)

39 Financial risk management (continued)

(iii) Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

a) Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The functional currency of the Company is Indian Rupees and its revenue is generated predominantly from operations in India. The Company does not enter into any derivative instruments for trading or speculative purposes.

The carrying amounts of the Company's foreign currency denominated monetary items are as follows:

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Payable in USD				
Amount in foreign currency	3.01	3.50	1.63	2.20
Amount in INR	257.62	289.93	134.85	164.60
Payable in EURO				
Amount in foreign currency	0.43	0.00	0.01	0.20
Amount in INR	38.19	0.05	1.11	20.70
Payable in JPY				
Amount in foreign currency	1.04	-	-	-
Amount in INR	0.57	-	-	-
Capital advances in USD				
Amount in foreign currency	0.04	-	0.19	0.30
Amount in INR	3.68	-	14.44	26.00
Capital advances in EURO				
Amount in foreign currency	0.00	-	0.34	0.03
Amount in INR	0.22	-	29.80	2.60

The Company is mainly exposed to changes in USD, EURO and JPY. The below table demonstrates the sensitivity to a 5% increase or decrease in the USD, EURO and JPY against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

Particulars	Profit (or) Loss		Equity	
	Strengthening	Weakening	Strengthening	Weakening
As at December 31, 2024				
INR (5% movement)	(14.62)	14.62	(14.62)	14.62
USD (5% movement)	12.70	(12.70)	12.70	(12.70)
EUR (5% movement)	1.90	(1.90)	1.90	(1.90)
JPY (5% movement)	0.03	(0.03)	0.03	(0.03)
As at March 31, 2024				
INR (5% movement)	(7.51)	7.51	(7.51)	7.51
USD (5% movement)	7.51	(7.51)	7.51	(7.51)
EUR (5% movement)	0.00	(0.00)	0.00	(0.00)
As at March 31, 2023				
INR (5% movement)	(4.62)	4.62	(4.62)	4.62
USD (5% movement)	6.02	(6.02)	6.02	(6.02)
EUR (5% movement)	(1.40)	1.40	(1.40)	1.40
As at March 31, 2022				
INR (5% movement)	(7.84)	7.84	(7.84)	7.84
USD (5% movement)	6.93	(6.93)	6.93	(6.93)
EUR (5% movement)	0.91	(0.91)	0.91	(0.91)

b) Price risk:

The Company invests surplus funds in liquid mutual funds. The Company is exposed to market price risk arising from uncertainties about future values of the investment. The Company manages the equity price risk through investing surplus funds on liquid mutual funds on short term basis.

The table below summarises the impact of increase/decrease of the Net Asset Value (NAV) on the profit for the period/year. The analysis is based on the assumption that the NAV would increase 5% and decrease by 5% with all variables constant:

Particulars		As at			
		December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Price - increase by 5%	Profit or (Loss)	32.65	69.21	15.70	32.52
Price - decrease by 5%	Profit or (Loss)	(32.65)	(69.21)	(15.70)	(32.52)
Price - increase by 5%	Equity	32.65	69.21	15.70	32.52
Price - decrease by 5%	Equity	(32.65)	(69.21)	(15.70)	(32.52)

c) Interest rate risk:

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

The impact of sensitivity due to change in fixed interest rate borrowings is not material. As at the reporting date, the Company does not carry any variable interest rate fixed deposits and borrowings which have an impact of interest rate risk.

(Amount in Rs Million except share and per share data, unless otherwise stated)

40 Related party disclosures

A. Names of related parties and related party relationship:

Key management personnel	**Relationship**
Ankit Garg	Chairperson, CEO and Executive Director
Chaitanya Ramalingegowda	Executive Director
Sakshi Vijay Chopra	Non-Executive Nominee Director
Arjun Anand	Non-Executive Nominee Director (resigned w.e.f. September 26, 2024)
Manvitha Janagam	Non-Executive Nominee Director (appointed w.e.f. September 26, 2024 till June 06, 2025)
Varun Laul	Non-Executive Nominee Director (appointed w.e.f. February 01, 2023 till June 13, 2025)
Mukul Arora	Non-Executive Nominee Director (appointed w.e.f. June 04, 2025)
Sandhya Pottigari	Non-Executive Independent Director (appointed w.e.f. June 04, 2025)
Arindam Paul	Non-Executive Independent Director (appointed w.e.f. June 04, 2025)
Sudeep Nagar	Non-Executive Independent Director (appointed w.e.f. June 04, 2025)
Gunender Kapur	Non-Executive Independent Director (appointed w.e.f. June 04, 2025)
Alok Chandra Misra	Non-Executive Independent Director (appointed w.e.f. June 04, 2025)
Anil Arya	Chief Financial Officer (appointed w.e.f. July 05, 2023 till February 08, 2025)
Pawni Bhave	Company Secretary (appointed w.e.f. July 21, 2021 till August 06, 2024)
Abhishek Upadhyay	Company Secretary (resigned w.e.f. April 28, 2021)
Ishant Baranwal	Company Secretary (appointed w.e.f. April 29, 2021 till July 21, 2021)
Surbhi Sharma	Company Secretary (appointed w.e.f. January 22, 2025) and Compliance Officer (appointed w.e.f. June 16, 2025)
Navesh Gupta	Chief Financial Officer (appointed w.e.f. May 13, 2025)

B. Transactions with related parties:

The following table provides summary of significant transactions with related parties:

Particulars	**Nine months period ended**	**Year ended**	**Year ended**	**Year ended**
	December 31, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Key management personnel compensation				
(i) Short term benefits	24.68	31.88	19.02	16.59
(ii) Share based payments	0.02	6.52	0.27	0.34
(iii) Reimbursement of expenses	-	-	0.05	0.10
(iv) Post employment benefits	-	-	-	-
(v) Other long term benefits	-	-	-	-

There are no balances outstanding with respect to related parties as at December 31, 2024, March 31, 2024 , March 31, 2023 and March 31, 2022.

41 Contingent liabilities and capital commitments

Particulars				**As at**
	December 31, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Contingent liabilities *				
Claims against the Company, not acknowledged as debt	9.24	19.03	17.76	0.30
Capital commitments				
Estimated amount of contracts remaining to be executed on capital contracts	12.06	34.58	33.87	215.31

* It includes a suit filed against the Company for alleged infringement of trademark on November 22, 2022. During the nine months period ended December 31, 2024, the plaintiff has withdrawn the suit and the matter has been closed.

The Company is involved in claims through consumer fora relating to quality of service and other matters that arise from time to time in the ordinary course of business. These claims are presently under adjudication with the respective consumer fora.

Notes
(i) Contingent liabilities disclosed above represent possible obligations where possibility of cash outflow to settle the obligations is not remote.
(ii) Pending resolution of the proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with relevant forum/authority.
(iii) The Company doesn't expect any reimbursements in respect of the above contingent liabilities.

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(Amount in Rs Million except share and per share data, unless otherwise stated)

42 Share based payments

The Company provides share-based payment scheme to its employees which is equity settled in nature. The Wakefit ESOP Plan 2019 had been approved by the Board of Directors of the Company at their meeting held on April 19, 2019 and the shareholders of the Company had approved at their Extra Ordinary General meeting held on May 21, 2019. The board of the directors shall, at its sole and absolute discretion and based on various criteria, determine the employees who are eligible for the options under this Plan and the terms and conditions thereof. According to the scheme, the employees will be entitled to options, subject to satisfaction of the prescribed vesting conditions. The options granted under the Wakefit ESOP Plan 2019 has a vesting period in the range of one to four years from the date of grant of options. The optionee shall be entitled to exercise the vested options by giving a written notice, or in the case of a liquidation event or no later than 30 days after the expiry of a period of 10 years from the vesting date or as and when decided by the board of directors of the Company, whichever is earlier. Further, the Company vide its Board meeting held on March 1, 2024, and the shareholders of the Company have approved at their Extra Ordinary General meeting held on March 4, 2024, accorded its approval to increase the ESOP pool of Wakefit ESOP Plan 2019 to 1,077,062 options.

The details of the activity under the Scheme are summarized below:

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
	No. of options	No. of options	No. of options	No. of options
Outstanding at the beginning of the period/year	759,338	826,443	917,918	841,162
Granted during the period/year	149,501	192,982	161,966	152,812
Forfeited/Cancelled during the period/year (refer note 30)	(28,776)	(25,887)	(253,441)	(76,056)
Exercised during the period/year	(179,071)	(234,200)	-	-
Outstanding at the end of the period/year	**700,992**	**759,338**	**826,443**	**917,918**
Exercisable at the end of the period/year	**331,548**	**438,191**	**579,155**	**294,041**

The Company has used Black Scholes Option Pricing Model for valuing the ESOPs. The following table lists the inputs to the models used:

Particulars	December 31, 2024		March 31, 2024		March 31, 2023			March 31, 2022	
	Apr 01, 2024 to Oct 31, 2024	Nov 01, 2024 to Dec 31, 2024	Apr 01, 2023 to Aug 31, 2023	Sep 01, 2023 to Mar 31, 2024	Apr 01, 2022 to May 31, 2022	Jun 01, 2022 to Dec 31, 2022	Jan 01, 2023 to Mar 31, 2023	Apr 01, 2021 to June 30, 2021	July 01, 2021 to Mar 31, 2022
Risk free interest rate	7.05%	6.84%	7.28%	7.20%	7.55%	7.30%	7.28%	6.84%	6.84%
Expected life of options granted (in years)	6	6	6	6	6	6	6	6	6
Expected volatility (weighted average)	39.01%	39.01%	29.67%	35.01%	28.06%	28.06%	29.67%	30.00%	28.06%
Dividend Yield (%)	-	-	-	-	-	-	-	-	-
Fair value of the option (in Rs)	1,167.76	1,430.07	694.84	827.82	968.07	606.82	694.84	734.60	968.07
Exercise price (in Rs)	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the stock options is indicative of future trends, which may also not necessarily be the actual outcome.

Note 1: Weighted average remaining contractual life for the stock options outstanding as at December 31, 2024 is 6.63 years (March 31, 2024 is 7.09 years ; March 31, 2023 is 7.33 years ; March 31, 2022 is 10.4 years).

Note 2: Fair value of options granted ranges from Rs 606.82 to Rs 1,430.07.

43 Operating Segments

The CEO of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Indian Accounting Standard (Ind AS) 108 'Operating Segments'. During the nine months period ended December 31, 2024, the Company realigned its internal reporting system to focus on the revised business vertical for tracking its performance and resource allocation decisions. This required the Company to realign its operating segment disclosures with its internal reporting structure. Accordingly, the management has restated the corresponding previous financial years in accordance with the reporting requirements of Ind AS 108.

The CODM of the Company evaluates the Company's performance at an overall level as one segment which is ‘Home Furnishing’. Accordingly, the figures appearing in these restated financial information relate to the Company’s only reportable segment. The Company has significant operations based in India. Hence, there are no reportable geographical segments in the restated financial information.

(Amount in Rs Million except share and per share data, unless otherwise stated)

44 Employee benefit plans

(i) Defined contribution plan

The Company makes contributions, determined as a specified percentage of employee salaries in respect of qualifying employees towards provident fund and employee state insurance fund which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The Company's contribution is recognised as an expense in the restated statement of profit and loss during the period in which the employee renders the related services.

The Company has recognised Rs. 38.90 Million (March 31, 2024: 42.45 Million, March 31, 2023: 34.23 Million, March 31, 2022: 36.07 Million) in the restated statement of profit and loss towards provident fund contribution and employee state insurance fund which are included in contribution to provident and other funds under the head employee benefits expense.

(ii) Defined benefit plans - Gratuity

The Company operates post-employment defined benefit plan that provides gratuity. Every employee who has completed five years or more of service is eligible for gratuity on separation, worked out at one-half month's salary (last drawn salary) for each completed year of service. The Company does not have any plan assets.

The defined benefit plan exposes the Company to actuarial risks such as longevity risk and interest rate risk.

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit liability and its components:

Particulars	Nine months period ended	Year ended	Year ended	Year ended
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
A. Components of expense recognised in the restated statement of profit and loss				
Current service cost	12.64	12.13	6.50	4.16
Interest cost	1.77	1.12	0.57	0.21
Total (A)	**14.41**	**13.25**	**7.07**	**4.37**
B. Components of defined benefit costs recognised in other comprehensive income				
Remeasurement on the net defined benefit liability:				
-Actuarial (gains) and losses arising from changes in demographic assumptions	0.04	6.43	0.26	(0.46)
-Actuarial (gains) and losses arising from changes in financial assumptions	0.72	(1.15)	(1.58)	0.91
-Actuarial (gains) and losses arising from experience adjustments	(0.84)	1.23	1.90	0.26
Total (B)	**(0.08)**	**6.51**	**0.58**	**0.71**

	As at			
C. Movements in the present value of the defined benefit obligation	**December 31, 2024**	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Opening defined benefit obligation	34.95	15.66	8.30	3.22
Current service cost	12.64	12.13	6.50	4.16
Interest cost	1.77	1.12	0.57	0.21
Remeasurement (gains)/losses:				
-Actuarial (gains) and losses arising from changes in demographic assumptions	0.04	6.43	0.26	(0.46)
-Actuarial (gains) and losses arising from changes in financial assumptions	0.72	(1.15)	(1.58)	0.91
-Actuarial (gains) and losses arising from experience adjustments	(0.84)	1.23	1.90	0.26
Benefits paid	(1.40)	(0.47)	(0.29)	-
Closing defined benefit obligation (C)	**47.88**	**34.95**	**15.66**	**8.30**

(ii) Current and non-current classification:

Particulars	As at			
	December 31, 2024	As at March 31,	As at March 31,	March 31, 2022
Non current	41.71	31.21	13.29	8.30
Current	6.17	3.74	2.37	-
Total	**47.88**	**34.95**	**15.66**	**8.30**

(Amount in Rs Million except share and per share data, unless otherwise stated)

44 Employee benefit plans (continued)

Sensitivity analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, salary escalation rate, attrition rate and mortality. The sensitivity analysis below has been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Impact of decrease in % of assumption	Impact of increase in % of assumption	Impact of decrease in % of assumption	Impact of increase in % of assumption	Impact of decrease in % of assumption	Impact of increase in % of assumption	Impact of decrease in % of assumption	Impact of increase in % of assumption
A. Financial Assumptions								
Discount rate (- / + 100 basis points)	2.72	(2.44)	1.95	(1.76)	0.75	(0.68)	0.43	(0.39)
(% change compared to base due to sensitivity)	5.68%	-5.10%	5.59%	-5.03%	4.79%	-4.36%	5.21%	-4.71%
Salary escalation rate (- / + 100 basis points)	(1.93)	2.08	(1.45)	1.56	(0.54)	0.58	(0.31)	0.33
(% change compared to base due to sensitivity)	-4.04%	4.35%	-4.14%	4.47%	-3.45%	3.70%	-3.69%	3.95%
B. Demographic Assumption								
Attrition rate (- / +100% of attrition rates)	1.07	(1.02)	0.84	(0.80)	0.42	(0.40)	0.29	(0.27)
(% change compared to base due to sensitivity)	2.23%	-2.12%	2.40%	-2.29%	2.71%	-2.59%	3.47%	-3.27%
Mortality rate (- / +10% of mortality rates)	0.01	(0.01)	0.00	(0.00)	0.00	(0.00)	0.00	(0.00)
(% change compared to base due to sensitivity)	0.02%	-0.02%	0.01%	-0.01%	0.00%	0.00%	0.01%	-0.01%

Principal assumptions: The principal assumptions used for the purposes of the actuarial valuations are as follows:

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1. Discount rate	6.92%	7.19%	7.30%	6.47%
2. Salary escalation	10.00%	10.00%	10.94%	12.81%
3. Mortality rate	100% of IALM 12-14	100% of IALM 12-14	100% of IALM 12-14	100% of IALM 12-14
4. Attrition rate	39.47%	39.55%	54.87%	56.09%
5. Weighted average duration of the defined benefit obligation	6.45 years	6.38 years	4.99 years	4.84 years
6. Retirement age	58 years	58 years	58 years	58 years

(i) The discount rate is based on the prevailing market yield on government bonds as at the balance sheet date for the estimated term of obligations.
(ii) The estimate of future salary escalation considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Maturity profile of gratuity liability is as follows

Year	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Undiscounted Value	Discounted Value	Undiscounted Value	Discounted Value	Undiscounted Value	Discounted Value	Undiscounted Value	Discounted Value
0 - 1 Year	6.46	6.17	3.92	3.74	2.48	2.36	1.48	1.41
1 - 2 Year	4.19	3.73	3.07	2.74	1.57	1.40	0.72	0.65
2 to 3 Year	2.97	2.47	1.89	1.56	1.05	0.88	0.48	0.40
3 to 4 Year	2.92	2.28	1.48	1.14	0.62	0.48	0.34	0.27
4 to 5 Year	1.54	1.12	1.39	1.00	0.42	0.30	0.22	0.16
Next 5 year pay-outs (6-10 years)	5.72	3.51	3.74	2.26	1.41	0.85	1.22	0.77
Pay-outs Above ten years	51.93	28.60	40.50	22.51	15.96	9.39	7.75	4.64

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(Amount in Rs Million except share and per share data, unless otherwise stated)

45 Income taxes

a) Amounts recognised in the restated statement of profit and loss

Particulars	Nine months period ended	Year ended	Year ended	Year ended
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Current tax	-	-	-	-
Deferred tax	-	-	-	-
Tax expense for the period/year	**-**	**-**	**-**	**-**

b) Amounts recognised in Other comprehensive income

Particulars	Nine months period ended	Year ended	Year ended	Year ended
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Current tax	-	-	-	-
Deferred tax	-	-	-	-
Tax expense for the period/year	**-**	**-**	**-**	**-**

c) Effective tax rate

Particulars	Nine months period ended	Year ended	Year ended	Year ended
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Loss before tax	(88.09)	(150.53)	(1,456.83)	(1,065.20)
Tax charge at India's statutory income tax rate of 29.12% (March 31, 2024: 29.12% ; March 31, 2023: 29.12% ; March 31, 2022: 29.12%)	(25.65)	(43.83)	(424.23)	(310.19)
Tax effect of:	-	-	-	-
Taxes not recognised on account of losses in the company	(25.65)	(43.83)	(424.23)	(310.19)
Income tax expense reported in the restated statement of profit and loss	**-**	**-**	**-**	**-**

d) Details of income tax assets and liabilities as of December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Income tax assets	34.45	49.31	34.19	76.72
Income tax liabilities	-	-	-	-
Net income tax assets at the end of the period/year	**34.45**	**49.31**	**34.19**	**76.72**

e) Deferred Tax

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Deferred tax assets				
Lease liabilities	771.81	531.56	419.12	365.70
Brought forward losses including depreciation loss	909.79	959.80	974.18	429.14
Provision for employee benefits	33.24	27.78	17.32	12.22
Others	68.40	48.07	37.87	26.54
Total Deferred tax assets (A)	**1,783.24**	**1,567.21**	**1,448.49**	**833.60**
Deferred tax liabilities				
Property, plant and equipment	54.76	88.21	105.48	63.22
Right-of-use assets	709.91	481.15	386.01	352.43
Investment in mutual funds	12.84	11.32	0.74	2.24
Total Deferred tax liabilities (B)	**777.51**	**580.68**	**492.23**	**417.89**
Unrecognised deferred tax assets / (liabilities) (net) (A-B)	**1,005.73**	**986.53**	**956.26**	**415.71**
Deferred tax assets recognised	**-**	**-**	**-**	**-**

Note: No deferred tax asset has been recognised in the absence of reasonable certainty that sufficient future taxable income will be available in the foreseeable future against which such deferred tax asset can be utilized.

(f) Tax losses carried forward:
Tax losses for which no deferred tax asset was recognised expire as follows :

Particulars	As at			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Carry forward business losses	2,617.85	2,617.85	2,617.85	1,135.35
Expiry (in years)	2029-2031	2029-2031	2029-2031	2029-2030

(Amount in Rs Million except share and per share data, unless otherwise stated)

46 Analytical Ratios

Analytical ratios for the period ended, and as at, December 31, 2024

As mentioned in Note 2.1, the comparative information in respect of the preceding period (i.e., April 1, 2023 to December 31, 2023) as required by Ind AS 34 is not presented in the audited special purpose interim financial statements for the nine months period ended December 31, 2024, as the comparative financial information is not required to be included in the Restated Financial Information as per the exemption available to the issuer under paragraph (A) (i) of clause 11(1) of part A of schedule VI of the SEBI ICDR regulations. Thus, analytical ratios for the period ended, and as at, December 31, 2024 alone are presented in the Restated Financial Information.

Nature of Ratio	**Numerator**	**Denominator**	**December 31, 2024**
Current Ratio (in times)	Current assets	Current liabilities	1.98
Debt- Equity Ratio (in times)	Total debt	Total equity	0.49
Debt Service Coverage Ratio (in times)	Earnings for debt service = Net profit after taxes + Non-cash operating expenses + interest + Loss on sale/write off of PPE	Debt service = Interest & principal repayments	1.09
Return on Equity Ratio (in %)	Loss after tax	Average total equity	-1.62%
Inventory Turnover Ratio (in times)	Cost of goods sold	Average Inventory	2.68
Trade Receivable Turnover Ratio (in times)	Revenue from operations	Average trade receivables	30.38
Trade Payable Turnover Ratio (in times)	Purchases	Average trade payables	5.64
Net Capital Turnover Ratio (in times)	Revenue from operations	Average working capital (Working capital = Current assets - Current liabilities)	3.13
Net Profit ratio (in %)	Loss for the year	Revenue from operations	-0.91%
Return on Capital Employed (in %)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt	1.22%
Return on Investment (in %)	Income generated from invested funds	Average invested funds	5.63%

(Amount in Rs Million except share and per share data, unless otherwise stated)

46 Analytical Ratios (continued)

Comparison of analytical ratios for the year(s) ended March 31, 2024 and March 31, 2023

Nature of Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	Variance	Reasons
Current Ratio (in times)	Current assets	Current liabilities	2.40	2.24	7.14%	NA
Debt- Equity Ratio (in times)	Total debt	Total equity	0.35	0.28	25.00%	NA
Debt Service Coverage Ratio (in times)	Earnings for debt service = Net profit after taxes + Non-cash operating expenses + interest + Loss on sale/write off of PPE	Debt service = Interest & principal repayments	1.26	(2.80)	-145.00%	Due to increase in earnings for debt service during the year in comparison to the previous year.
Return on Equity Ratio (in %)	Loss after tax	Average total equity	-2.87%	-34.43%	-91.66%	Due to decrease in loss for the year in comparison to the previous year.
Inventory Turnover Ratio (in times)	Cost of goods sold	Average Inventory	3.78	3.69	2.44%	NA
Trade Receivable Turnover Ratio (in times)	Revenue from operations	Average trade receivables	43.92	53.30	-17.60%	NA
Trade Payable Turnover Ratio (in times)	Purchases	Average trade payable	6.55	8.11	-19.24%	NA
Net Capital Turnover Ratio (in times)	Revenue from operations	Average working capital (Working capital = Current assets - Current liabilities)	3.60	4.40	-18.18%	NA
Net Profit ratio (in %)	Loss for the year	Revenue from operations	-1.53%	-17.93%	-91.47%	Due to decrease in loss for the year in comparison to the previous year.
Return on Capital Employed (in %)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt	0.27%	-20.53%	-101.32%	Due to decrease in loss for the year compared to previous year.
Return on Investment (in %)	Income generated from invested funds	Average invested funds	7.81%	2.23%	250.22%	Due to increase in investment corpus and its related income compared to previous year.

Comparison of analytical ratios for the year(s) ended March 31, 2023 and March 31, 2022

Nature of Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	Variance	Reasons
Current Ratio (in times)	Current assets	Current liabilities	2.24	2.21	1.36%	NA
Debt- Equity Ratio (in times)	Total debt	Total equity	0.28	0.37	-24.32%	NA
Debt Service Coverage Ratio (in times)	Earnings for debt service = Net profit after taxes + Non-cash operating expenses + interest + Loss on sale/write off of PPE	Debt service = Interest & principal repayments	(2.80)	(3.29)	-14.89%	NA
Return on Equity Ratio (in %)	Loss after tax	Average total equity	-34.43%	-36.65%	-6.06%	NA
Inventory Turnover Ratio (in times)	Cost of goods sold	Average Inventory	3.69	3.50	5.43%	NA
Trade Receivable Turnover Ratio (in times)	Revenue from operations	Average trade receivables	53.30	55.72	-4.34%	NA
Trade Payable Turnover Ratio (in times)	Purchases	Average trade payable	8.11	9.66	-16.05%	NA
Net Capital Turnover Ratio (in times)	Revenue from operations	Average working capital (Working capital = Current assets - Current liabilities)	4.40	4.04	8.91%	NA
Net Profit ratio (in %)	Loss for the year	Revenue from operations	-17.93%	-16.84%	6.47%	NA
Return on Capital Employed (in %)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt	-20.53%	-21.25%	-3.39%	NA
Return on Investment (in %)	Income generated from invested funds	Average invested funds	2.23%	3.23%	-30.96%	Due to increase in the average invested funds in comparison to the previous year.

(Amount in Rs Million except share and per share data, unless otherwise stated)

47 Quarterly Statements

The quarterly statement as submitted to the banks when compared to the books of accounts of the Company and the reasons for variances are as follows:

Reconciliation of statements submitted to banks for the nine months period ended December 31, 2024

Quarter	Particulars	Amount as per Books of Accounts	Amount as per Quarterly Statements	Amount of Difference	Reason for Material discrepancies, if any	Bank Name
June-2024	Trade receivables	333.00	323.05	9.95	Due to reclassification of certain balances representing advances from customers.	Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank
June-2024	Inventories	1,470.89	1,823.27	(352.38)	Due to recording of provision on inventory subsequently.	
June-2024	Trade payables	1,823.79	1,904.25	(80.46)	Due to offsetting of certain vendor advances with corresponding payable balances subsequently.	
Sep-2024	Inventories	2,259.00	2,605.73	(346.73)	Due to recording of provision on inventory subsequently.	Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank
Sep-2024	Trade payables	2,063.25	2,198.48	(135.23)	Due to offsetting of certain vendor advances with corresponding payable balances subsequently.	
Sep-2024	Trade receivables	516.00	502.00	14.00	Due to reclassification of certain balances representing advances from customers.	
Dec-2024	Trade Payables	1,586.71	1,675.00	(88.29)	Due to offsetting of certain vendor advances with corresponding payable balances subsequently.	Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank
Dec-2024	Inventories	1,926.31	1,894.48	31.83	Due to accounting for certain purchases and reversal of sales during cut-off procedures by management.	
Dec-2024	Trade receivables	358.50	411.93	(53.43)	Due to reversal of certain sales for which delivery not completed to customers.	

Reconciliation of statements submitted to banks for the year ended March 31, 2024

Quarter	Particulars	Amount as per Books of Accounts	Amount as per Quarterly Statements	Amount of Difference	Reason for Material discrepancies, if any	Bank Name
June-2023	Trade receivables	196.10	250.90	(54.80)	Due to Sales cut off related adjustments.	Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank
June-2023	Trade payables	1,279.20	1,281.70	(2.50)	Due to purchase cut off entries and inventory provision entries.	
March-2024	Inventories	1,306.83	1,659.00	(352.17)	Due to purchase cut off entries and inventory provision entries.	Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank
March-2024	Trade receivables	280.88	285.62	(4.74)	Due to Sales cut off related adjustments.	
March-2024	Trade Payables	1,444.20	1,547.49	(103.29)	Due to offsetting of certain vendor advances with corresponding payable balances subsequently.	

(Amount in Rs Million except share and per share data, unless otherwise stated)

47 Quarterly Statements (continued)

Reconciliation of statements submitted to banks for the year ended March 31, 2023

Quarter	Particulars	Amount as per Books of Accounts	Amount as per Quarterly Statements	Amount of Difference	Reason for Material discrepancies, if any	Bank Name
June-2022	Inventories	1,292.52	1,312.13	(19.61)	Due to purchase cut off entries and inventory provision entries.	Yes Bank, ICICI Bank, HDFC Bank and HSBC Bank
June-2022	Trade Payables	1,124.85	764.75	360.10	Due to not considering accrued expenses as part of trade payables in the quarterly submissions.	
March-2023	Inventories	1,155.85	1,445.50	(289.65)	Due to purchase cut off entries and inventory provision entries.	Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank
March-2023	Trade receivables	168.30	221.40	(53.10)	Due to Sales cut off related adjustments.	
March-2023	Trade Payables	1,095.19	1,087.75	7.44	Due to reclassifications to capital creditors.	

Reconciliation of statements submitted to banks for the year ended March 31, 2022

Quarter	Particulars	Amount as per Books of Accounts	Amount as per Quarterly Statements	Amount of Difference	Reason for Material discrepancies, if any	Bank Name
December-2021	Trade receivables	217.20	225.20	(8.00)	Cash on delivery related receivables were inadvertently not considered	Yes Bank, ICICI Bank and HDFC Bank
March-2022	Inventories	1,370.20	1,359.60	10.60	Due to purchase cut off entries and inventory provision entries	Yes Bank, ICICI Bank and HDFC Bank
March-2022	Trade receivables	136.57	160.40	(23.83)	Pertains to sales cut off reversals	
March-2022	Trade payables	825.55	680.87	144.68	Due to considering accrued expenses as part of trade payables and partly offset by reclassifications to capital creditors.	

48 Additional regulatory information required by Schedule III

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.

(ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The Company has not traded or invested in crypto currency or virtual currency.

(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vi) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(vii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(viii) The restriction on number of layers prescribed under the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 is not applicable to the Company.

(ix) The Company does not have any transactions with struck off companies.

(x) The Company has not revalued any of its property, plant and equipment (including right-of-use Assets) or intangible assets or both.

(xi) The Company has not entered into any scheme of arrangement which has an accounting impact on the restated financial information.

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49 First time adoption of Ind AS

The financial statements for the year ended March 31, 2023, were the first set of financial statements prepared by the Company in accordance with Ind AS 101 - First time adoption of Indian Accounting Standards ('Ind AS'). In preparing these financial statements, the Company's opening balance sheet was prepared as at April 01, 2021 i.e., the Company's date of transition to Ind AS. For all periods up to and including the year ended March 31, 2022, the Company prepared its financial statements in accordance with the Companies (Accounting Standard) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('Indian GAAP' or 'Previous GAAP').

The accounting policies set out in Annexure V have been applied in preparing the financial statements for the year ended March 31, 2023, including the comparative information for the year ended March 31, 2022, and the opening Ind AS balance sheet on the date of transition i.e., April 01, 2021.

For the purpose of preparation of the Ind AS balance sheet as at April 01, 2021, and in presenting the comparative information for the year ended March 31, 2022, the Company has adjusted amounts reported previously in financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

A. Set out below are the applicable mandatory exceptions applied and the optional exemptions in the transition from previous GAAP to Ind AS

i) Mandatory exceptions:

(a) Estimates :

Ind AS 101 prescribes that an entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at April 01, 2021 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Fair valuation of financial instruments carried at FVTPL;
- Determination of the discounted value for financial instruments carried at amortised cost; and
- Impairment of financial assets based on the expected credit loss model.

(b) Classification and measurement of financial assets :

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as at the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable. Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition.

ii) Optional exemptions:

(a) Deemed cost for property, plant and equipment and intangible assets:

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets, as recognised in the financial statement as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value as at transition date of April 01, 2021.

(b) Leases:

The Company has adopted Ind AS 116 following the full retrospective approach. The Company has applied the following available practical expedients wherein it:
a) Used a single discount rate to a portfolio of leases with reasonably similar characteristics;
b) Applied the short-term leases and low value asset exemptions to leases with lease term that ends within 12 months at the date of initial application; and
c) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

(Amount in Rs Million except share and per share data, unless otherwise stated)

49. First time adoption of Ind AS (continued)

B. Reconciliation of Balance sheet as at April 01, 2021 (as at the date of transition)

Particulars	Notes	Previous GAAP *	Adjustments on transition to Ind AS	Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment		484.90	-	484.90
Capital work-in-progress		15.30	-	15.30
Right of use assets	i	-	230.13	230.13
Intangible assets		0.50	-	0.50
Financial assets				
Other financial assets	ii	71.70	(41.61)	30.09
Income tax assets		45.70	-	45.70
Other non-current assets		183.30	-	183.30
Total non-current assets		**801.40**	**188.52**	**989.92**
Current assets				
Inventories		761.97	-	761.97
Financial assets				-
(i) Investments	iii	388.97	3.73	392.70
(ii) Trade receivables		78.20	12.29	90.49
(iii) Cash and cash equivalents		161.61	-	161.61
(iv) Bank balances other than (iii) above		746.70	1.41	748.11
(v) Other financial assets	ii	19.78	17.62	37.40
Other current assets		181.40	-	181.40
Total current assets		**2,338.63**	**35.05**	**2,373.68**
Total assets		**3,140.03**	**223.57**	**3,363.60**
Equity and liabilities				
Equity				
Equity share capital		10.11	-	10.11
Instruments entirely equity in nature		6.50	-	6.50
Other equity	vii	2,377.90	5.13	2,383.03
Total equity		**2,394.51**	**5.13**	**2,399.64**
Liabilities				
Non-current liabilities				
Financial liabilities				
Lease liabilities	i	-	165.82	165.82
Provisions		3.20	-	3.20
Total non-current liabilities		**3.20**	**165.82**	**169.02**
Current liabilities				
Financial liabilities				
(i) Lease liabilities	i	-	55.77	55.77
(ii) Trade payables				
total outstanding dues of micro enterprises and small enterprises; and		42.00	-	42.00
Total outstanding dues of creditors other than micro and small enterprises		543.20	-	543.20
(iii) Other financial liabilities		13.40	-	13.40
Other current liabilities	vi	126.21	(3.15)	123.06
Provisions		17.51	-	17.51
Total current liabilities		**742.32**	**52.62**	**794.94**
Total equity and liabilities		**3,140.03**	**223.57**	**3,363.60**

* The Previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(Amount in Rs Million except share and per share data, unless otherwise stated)

49. First time adoption of Ind AS (continued)

C. Reconciliation of Balance sheet as at March 31, 2022

Particulars	Notes	Previous GAAP *	Adjustments on transition to Ind AS	Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment		1,046.08	-	1,046.08
Capital work-in-progress		429.72	-	429.72
Right of use assets	i	-	1,211.11	1,211.11
Intangible assets		13.08	-	13.08
Financial assets				
Other financial assets	ii	103.38	(45.10)	58.28
Income tax assets		76.72	-	76.72
Other non-current assets		61.10	-	61.10
Total non-current assets		**1,730.08**	**1,166.01**	**2,896.09**
Current assets				
Inventories		1,370.20	-	1,370.20
Financial assets				
(i) Investments	iii	642.66	7.73	650.39
(ii) Trade receivables		129.87	6.70	136.57
(iii) Cash and cash equivalents		83.73	1.92	85.65
(iv) Bank balances other than (iii) above		91.00	-	91.00
(v) Other financial assets	ii	44.31	(2.90)	41.41
Other current assets		465.92	-	465.92
Total current assets		**2,827.69**	**13.45**	**2,841.14**
Total assets		**4,557.77**	**1,179.46**	**5,737.23**
Equity and liabilities				
Equity				
Equity share capital		10.11	-	10.11
Instruments entirely equity in nature		7.97	-	7.97
Other equity	vii	3,440.73	(45.40)	3,395.33
Total equity		**3,458.81**	**(45.40)**	**3,413.41**
Liabilities				
Non-current liabilities				
Financial liabilities				
Lease liabilities	i	-	1,028.92	1,028.92
Provisions		8.30	-	8.30
Other non-current liabilities	vi	1.18	(1.18)	-
Total non-current liabilities		**9.48**	**1,027.74**	**1,037.22**
Current liabilities				
Financial liabilities				
(i) Lease liabilities	i	-	226.99	226.99
(ii) Trade payables				
total outstanding dues of micro enterprises and small enterprises; and		62.57	-	62.57
Total outstanding dues of creditors other than micro and small enterprises		762.98	-	762.98
(iii) Other financial liabilities		64.38	-	64.38
Other current liabilities	vi	163.71	(29.87)	133.84
Provisions		35.84	-	35.84
Total current liabilities		**1,089.48**	**197.12**	**1,286.60**
Total equity and liabilities		**4,557.77**	**1,179.46**	**5,737.23**

* The Previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(Amount in Rs Million except share and per share data, unless otherwise stated)

49. First time adoption of Ind AS (continued)

D. Reconciliation of Total comprehensive income for the year ended March 31, 2022

Particulars	Notes	Previous GAAP *	Adjustments on transition to Ind AS	Ind AS
Income				
Revenue from operations		6,328.10	(2.23)	6,325.87
Other income	ii & iii	36.99	7.40	44.39
Total income		**6,365.09**	**5.17**	**6,370.26**
Expenses				
Cost of materials consumed		3,800.26	-	3,800.26
Purchases of stock-in-trade		84.67	-	84.67
Changes in inventories of finished goods, work in progress and stock in trade		(149.33)	-	(149.33)
Employee benefits expense	v	915.94	(0.71)	915.23
Finance costs	i	0.59	74.94	75.53
Depreciation and amortization expenses	i	104.45	136.00	240.45
Other expenses	i & vi	2,626.14	(157.49)	2,468.65
Total expenses		**7,382.72**	**52.74**	**7,435.46**
Loss before tax		**(1,017.63)**	**(47.57)**	**(1,065.20)**
Tax expenses				
Current tax		-	-	-
Deferred tax		-	-	-
Loss for the year		**(1,017.63)**	**(47.57)**	**(1,065.20)**
Other comprehensive income				
Items that will not be reclassified subsequently to profit or loss				
- Remeasurement loss on defined benefit plans	v	-	(0.71)	(0.71)
Total other comprehensive income/(loss) for the year		**-**	**(0.71)**	**(0.71)**
Total comprehensive income/(loss) for the year		**(1,017.63)**	**(48.28)**	**(1,065.91)**

* The Previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

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(Amount in Rs Million except share and per share data, unless otherwise stated)

49 First time adoption of Ind AS (continued)

E. Notes to Reconciliation

i) Under previous GAAP, lessee classified a lease as an operating or a finance lease based on whether or not the lease transferred substantially all risk and rewards incidental to the ownership of an asset. Operating lease were expensed in the statement of profit and loss. Under Ind AS 116, all arrangement that fall under the definition of lease except those for which short-term lease exemption or low value exemption is applied, the Company had recognised a right-of-use assets and a lease liability on the lease commencement date. Right-of-use assets is amortised over the lease term on a straight line basis and lease liability is measured at amortised cost at the present value of future lease payments.

ii) Under previous GAAP, the interest free security deposits given for lease are recorded at their transaction value. Whereas under Ind AS, the same are initially discounted and subsequently recorded at amortized cost at the end of every financial year. Accordingly, the difference between the transaction and discounted value of the security deposits is recognized as right-of-use assets and is amortized over the period of the lease term. Further, interest is accreted on the present value of the security deposits.

iii) Under previous GAAP, the investments in mutual funds were subsequently recognised at cost less provision for diminution in value. Whereas under Ind AS, the same are subsequently recognised at fair value at the end of every financial year. Accordingly, the difference between the cost and the fair value of the mutual funds is recognized as a gain / (loss) in the statement of profit and loss.

iv) Under previous GAAP, expenses incurred on issue of share capital were recognised as an expense in the statement of profit and loss. Whereas under Ind AS, the same are recognised directly in other equity. Accordingly, the expenses incurred on issue of CCCPS have be reclassified to other equity.

v) Under Previous GAAP, the actuarial gain/(loss) on defined benefit plans was recognised in statement of profit and loss under employee benefits expense. Under Ind AS, the remeasurement gain/(loss) on defined benefit plans is recognised in Other comprehensive income (net of tax).

vi) Under Previous GAAP, the Company was recording rent equalisation reserve. Under Ind AS, if the increase in lease rentals is in line with inflation then there is no requirement for creation of rent equalisation reserve. Accordingly, rent equalisation reserve as on transition date and for the year ended March 31, 2022 has been reversed with the corresponding impact on retained earnings.

vii) Reconciliation of total equity between Previous GAAP and Ind AS:

Particulars	Notes	As at March 31, 2022	As at April 01, 2021
Total equity reported earlier under previous GAAP		**3,458.81**	**2,394.51**
Ind AS adjustments			
(a) Impact due to leases			
(i) Interest expense on lease liabilities	i	(76.42)	(1.53)
(ii) Depreciation of right-of-use assets	i	(136.00)	-
(iii) Reversal of rent equalisation reserve	vi	31.18	3.14
(iv) Reversal of rent expense	i	124.85	-
(b) Impact due to fair value of security deposits measured at amortised cost	ii	3.26	(0.21)
(c) Impact due to fair value of mutual Funds measured at FVTPL	iii	7.73	3.73
Total equity as per Ind AS		**3,413.41**	**2,399.64**

50 Events occurring after the reporting period

(i) The Board of Directors at its meeting held on May 05, 2025, has approved the rights issue of equity shares in the ratio of 0.3597 equity share for every 1 equity share held by the existing equity shareholders, which was further approved by the shareholders by means of a special resolution in their Extra Ordinary General Meeting dated May 05, 2025. Further, through a Board resolution dated May 13, 2025, the Company has allotted 2,603,745 equity shares of Rs. 1/- each as rights shares to certain existing equity shareholders of the Company.

(ii) The Board of Directors at its meeting held on May 13, 2025, has approved the bonus issue of equity shares in the ratio of 1:11 i.e., 11 equity shares will be issued for every 1 equity share held by the shareholder, which was further approved by the shareholders by means of a special resolution in their Extra Ordinary General Meeting dated May 13, 2025. The record date for the bonus share is May 13, 2025.

(iii) Consequent to the bonus issue to the equity shareholders, the Board of Directors at its meeting held on May 13, 2025, and Shareholders of the Company by means of a special resolution in their Extra Ordinary General Meeting dated May 13, 2025, approved the amendment of conversion ratio of Series A, Series B, Series C, Series D and Series D1 CCCPS to account for the bonus issue allotment. The conversion ratio for each class of CCCPS both before and after the bonus issue of equity shares are as below:

Name of the CCCPS	Erstwhile conversion ratio	Conversion ratio after adjustment for bonus issue
Series A	1:0.9997	1:11.9964
Series B	1:1.0837	1:13.0044
Series C	1:1.3054	1:15.6648
Series D	1:0.97341	1:12
Series D1	1:0.97341	1:12

As per our report of even date:

for B S R & Co. LLP
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Umang Banka
Partner
Membership Number: 223018

Place: Bengaluru
Date: 25 June 2025

for and on behalf of the Board of Directors of
Wakefit Innovations Limited (*formerly known as Wakefit Innovations Private Limited*)

Ankit Garg
Chairperson, CEO and Executive Director
DIN: 07451481

Place: Bengaluru
Date: 25 June 2025

Chaitanya Ramalingegowda
Executive Director
DIN: 03458997

Place: Bengaluru
Date: 25 June 2025

Navesh Gupta
Chief Financial Officer

Place: Bengaluru
Date: 25 June 2025

Surbhi Sharma
Company Secretary and Compliance Officer
M.No. A57349

Place: Bengaluru
Date: 25 June 2025

Wakefit Innovations Limited ***(formerly known as Wakefit Innovations Private Limited)***
Annexure VII - Statement of Restated Adjustments to the Audited Financial Statements
(Amount in Rs Million except share and per share data, unless otherwise stated)

Part A: Statement of Restated Adjustments to the Audited Financial Statements

I. Reconciliation between total equity as per audited financial statements and restated financial information

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total equity as per the audited financial statements	5,465.23	5,436.06	5,050.79	3,413.41
Restatement adjustments	-	-	-	-
Total equity as per restated statement of assets and liabilities	**5,465.23**	**5,436.06**	**5,050.79**	**3,413.41**

II Reconciliation between loss as per audited financial statements and restated financial information

Particulars	Nine months period ended	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Loss for the period/year as per the audited financial statements	(88.09)	(150.53)	(1,456.83)	(1,065.20)
Restatement adjustments	-	-	-	-
Loss for the period/year as per restated statement of profit and loss	**(88.09)**	**(150.53)**	**(1,456.83)**	**(1,065.20)**

Part B -Non adjusting events

1) Audit qualifications for the respective years, which do not require any corrective adjustments in the restated financial information:

There are no audit qualifications in the auditor's report for the nine months period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 which requires adjustments.

2) Matters included with respect to Other Legal and Regulatory Requirements which do not require any adjustment in the restated financial information:

For the year ended March 31, 2024:

Para 2(A)(b):
In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014.

Para 2(A)(f):
The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014.

Para 2(B)(f):
Based on our examination, the Company has used accounting softwares for maintaining its books of account which does not have the feature of recording audit trail (edit log) facility. Consequently, we are unable to comment on audit trail feature of the said softwares.

3) Matters included in the Companies (Auditor's Report Order), 2020 (CARO 2020), which does not require any corrective adjustment in the restated financial information:

For the year ended March 31, 2024:

Clause i (b) of CARO, 2020 Order
According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification. For certain property, plant and equipment which were not covered as a part of physical verification programme of three years, the management has represented to us that the relevant assets would be additionally covered in the physical verification programme for the subsequent years.

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Clause ii (b) of CARO, 2020 Order
According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company except as follows:

Quarter	Name of bank	Particulars	Amount as per books of account	Amount as reported in the quarterly statement	Amount of difference	Whether statement subsequently rectified
Jun 23	Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank	Trade Receivables	196.10	250.90	(54.80)	Yes
		Trade Payables	1,279.20	1,281.70	(2.50)	Yes
Mar 24	Yes Bank, Axis Bank, ICICI Bank, HSBC Bank and HDFC Bank	Inventories	1,306.83	1,659.00	(352.17)	Yes
		Trade Receivables	280.88	285.62	(4.74)	Yes
		Trade Payables	1,444.20	1,547.49	(103.29)	Yes

Clause vii (a) of CARO, 2020 Order:
The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in few cases of Employees State Insurance and tax deducted at source (Income tax). Further with respect to Professional Tax, Labour Welfare Fund and Equalisation levy, the Company has been irregular in depositing the sum due for 12 months and the amount involved is Rs 0.87 Million.
According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable, except as mentioned below:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Due date	Date of payment	Remarks, if any
Finance Act, 2016	Equalisation levy	0.04	April- September 2023	Various	30 April 2024	-

Clause vii (b) of CARO, 2020 Order
According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Goods and Service Tax Act, 2017	Goods and Service Tax	9.58	FY 2019-20	Office of The Assistant Commissioner of Central Tax	-

Clause (xiv)(a) of CARO, 2020 Order
In our opinion and based on the information and explanations provided to us, though the Company is required to have an internal audit system under Section 138 of the Act, it did not have such a system during the year.

Clause (xiv)(b) of CARO, 2020 Order
The Company did not have an internal audit system for the period under the audit.

Clause (xvii) of CARO, 2020 Order
The Company has not incurred any cash losses in the current financial year and has incurred cash losses of Rs. 472.10 million in the immediately preceding financial year.

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Wakefit Innovations Limited ***(formerly known as Wakefit Innovations Private Limited)***
Annexure VII - Statement of Restated Adjustments to the Audited Financial Statements
(Amount in Rs Million except share and per share data, unless otherwise stated)

For the year ended March 31, 2023:

Clause ii (b) of CARO, 2020 Order

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company except as follows:

Quarter	Name of bank	Particulars	Amount as per books of account	Amount as reported in the quarterly statement	Amount of difference	Whether statement subsequently rectified
Jun-22	Yes Bank, ICICI Bank, HDFC Bank and HSBC Bank	Inventories	1,292.52	1,312.13	(19.61)	No
		Trade Payables	1,124.85	764.75	360.10	No
Mar-23	Yes Bank, Axis Bank, ICICI Bank, HSBC Bank and HDFC Bank	Inventories	1,155.85	1,445.50	(289.65)	No
		Trade Receivables	168.30	221.40	(53.10)	No
		Trade Payables	1,095.19	1,087.75	7.44	No

Clause vii (a) of CARO, 2020 Order:
The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Employees State Insurance, Income Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, except slight delays in few cases in respect of payment of equalisation levy and provident fund dues and delays in respect of payment of professional tax for which the Company has been irregular in depositing the sum due for 12 months.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

Clause (xvii) of CARO, 2020 Order:
The company has incurred cash losses of Rs. 472.10 million in the current financial year and Rs. 913.30 million in the immediately preceding financial year.

For the year ended March 31, 2022:

Clause ii (b) of CARO, 2020 Order

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company except as follows:

Quarter	Name of bank	Particulars	Amount as per books of account	Amount as reported in the quarterly statement	Amount of difference	Whether statement subsequently rectified
Dec-21	Yes Bank, ICICI Bank and HDFC Bank	Trade Receivables	217.20	225.20	(8.00)	Yes
Mar-22	Yes Bank, ICICI Bank and HDFC Bank	Inventories	1,370.20	1,359.60	10.60	Yes
		Trade Receivables	136.57	160.40	(23.83)	Yes
		Trade Payables	825.55	680.87	144.68	Yes

(The remainder of this page has been intentionally left blank)

Clause vii (a) of CARO, 2020 Order:
The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Professional Tax, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited by the Company with the appropriate authorities though there have been slight delays in payment of dues of Goods and Service Tax, Employee State Insurance and Professional Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

Clause (xvii) of CARO, 2020 Order:
The company has incurred cash losses of Rs. 913.30 million in the current financial year and Rs. 320.70 million in the immediately preceding financial year.

Material regroupings:
There are no material re-groupings made in the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of changes in equity and restated statement of cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the restated financial information of the Company for the nine months period ended December 31, 2024 respectively prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

As per our report of even date:

for B S R & Co. LLP
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

for and on behalf of the Board of Directors of
Wakefit Innovations Limited ***(formerly known as Wakefit Innovations Private Limited)***

Umang Banka
Partner
Membership Number: 223018

Place: Bengaluru
Date: 25 June 2025

Ankit Garg
Chairperson, CEO and Executive Director
DIN: 07451481

Place: Bengaluru
Date: 25 June 2025

Chaitanya Ramalingegowda
Executive Director
DIN: 03458997

Place: Bengaluru
Date: 25 June 2025

Navesh Gupta
Chief Financial Officer

Place: Bengaluru
Date: 25 June 2025

Surbhi Sharma
Company Secretary and Compliance Officer
M.No. A57349

Place: Bengaluru
Date: 25 June 2025

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations derived from our Restated Financial Information are given below:

Particulars	As at and for the			
	Nine months period ended December 31, 2024	**Year ended March 31, 2024**	**Year ended March 31, 2023**	**Year ended March 31, 2022**
Basic earnings per share (in ₹)[(1)]	(0.29)	(0.50)	(5.62)	(4.46)
Diluted earnings per share (in ₹)[(2)]	(0.29)	(0.50)	(5.62)	(4.46)
PAT[(3)] (in ₹ million)	(88.09)	(150.53)	(1,456.83)	(1,065.20)
Return on Net Worth (%)[(4)]	(1.61)	(2.77)	(28.84)	(31.21)
Net Asset Value per share (in ₹)[(5)]	17.92	17.92	19.48	14.29
EBITDA (in ₹ million) [(6)]	764.01	658.49	(857.52)	(749.22)

***Notes*:**

(1) *Basic earnings per share is calculated by dividing the loss for the period/year attributable to equity Shareholders by the weighted average number of Equity Shares outstanding during the period/year.*

(2) *Diluted earnings per share is calculated by dividing loss for the period/year attributable to equity Shareholders by the weighted average number of Equity Shares outstanding during the period/year adjusted for the effects of all dilutive potential Equity Shares.*

(3) *PAT is the loss for the period/year.*

(4) *Return on Net Worth (%) is computed as loss for the period/year divided by Net Worth as at the end of the period/year. As per Regulation 2(1)(hh) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, Net Worth has been computed as a sum of equity share capital, instruments entirely equity in nature and other equity as of the end of the period/year.*

(5) *Net Asset Value per equity share represents Net Worth at the end of the period/ year divided by weighted average number of Equity Shares outstanding during the period/year.*

(6) *EBITDA is calculated as Loss for the period/year plus tax expense plus finance costs plus depreciation and amortisation.*

Audited financial statements of our Company

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company, as at and for the Financial Years 2024, 2023 and 2022 and the reports thereon (collectively, the "**Audited Financial Statements**") are available on our website at www.wakefit.co/investor-relations.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider when subscribing for or purchasing any securities of our Company and should not be relied upon or used as a basis for any investment decision.

Neither our Company nor any of its advisors, the BRLMs, the Selling Shareholders or any of their respective employees, directors, affiliates, agents, trustees or representatives accept any liability whatsoever for any loss, direct or indirect, arising from reliance placed on any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

Non-GAAP Financial Measures

This section includes certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance (together, "**Non-GAAP Measures**" and each a "**Non-GAAP Measure**"), as presented below. These Non-GAAP Measures are not required by or presented in accordance with Ind AS.

For details of reconciliation of Non-GAAP Measures used in this Draft Red Herring Prospectus, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*" on page 350.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 'Related Party Disclosures' for the nine months period ended December 31, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, and as reported in the Restated Financial Information, see "*Restated Financial Information – Note 40: Related party disclosures*" on page 312.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at December 31, 2024, derived from our Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with "*Risk Factors*", "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 33, 252, and 333 respectively.

(₹ in million, except ratios)

Particulars	**Pre-Offer as at December 31, 2024***	**As adjusted for the proposed Offer#**
Borrowings		
Current borrowings (A)	40.24	[●]
Non-current borrowings (B)	-	[●]
Total Borrowings (C = A+B)	**40.24**	[●]
Equity		
Equity share capital (D)	10.52	[●]
Instruments entirely equity in nature (E)	192.45	
Other equity (F)	5,262.26	[●]
Total Equity (G = D+E+F)	**5,465.23**	[●]
Total capitalisation (H = C+G)	**5,505.47**	[●]
Ratio: Total non-current borrowings / Total Equity (B/G)	-	[●]
Ratio: Total borrowings/ Total Equity (C/G)	**0.74%**	[●]

* *The amounts disclosed above are based on Restated Financial Information of our Company.*

\# *The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the Book Building Process and hence have not been provided in the above table. To be updated upon finalization of the Offer Price at the Prospectus stage.*

Notes:

1. *These terms shall carry the meaning as per Schedule III of the Companies Act, 2013, as amended.*
2. *Subsequent to December 31, 2024,*
   a) *The Board of Directors of our Company in its meeting held on May 05, 2025 and shareholders of our Company in the EGM held on May 5, 2025 approved the issuance of right shares. Subsequently, the Board of Directors of our Company in its meeting held on May 13, 2025 approved the allotment of 2,603,745 equity shares pursuant to rights issue;*
   b) *The Board of Directors of our Company in its meeting held on May 13, 2025 and Shareholders of our Company in the EGM held on May 13, 2025 approved the issuance of bonus Equity Shares of face value ₹ 1 each in the ratio of 11:1. Subsequently, the Board of Directors of our Company in its meeting held on May 14, 2025 approved the allotment of 144,399,706 Equity Shares pursuant to the bonus issue.*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey the management's perspective on our financial condition and results of operations for the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022 and should be read in conjunction with "Restated Financial Information" on page 252.

This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 31. Also see "Risk Factors" and "– Significant Factors Affecting our Financial Condition and Results of Operations" on pages 33 and 333, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, the financial information for the nine months period ended December 31, 2024 and Fiscal 2024, 2023 and 2022 included herein is derived from the Restated Financial Information, included in this Draft Red Herring Prospectus. Financial information for the nine months period ended December 31, 2024 are not comparable with financial information for the years ended March 31, 2024, March 31, 2023 and March 31, 2022. For further information, see "Restated Financial Information" on page 252.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Building India's Home Story: Opportunity Landscape in Mattresses, Furniture, and Furnishings & Decor" dated June 26, 2025 (the "**Redseer Report**") prepared and issued by Redseer Strategy Consultants Private Limited, appointed by us pursuant to an engagement letter dated February 13, 2025 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. The data included herein includes excerpts from the Redseer Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the Redseer Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. For further information, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the Redseer Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 56. Also see, "Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data – Industry and Market Data" on page 29.*

OVERVIEW

We offer a wide range of products, including mattresses, furniture, and furnishings, through our omnichannel presence, ensuring a seamless customer experience across all touchpoints, both online and offline. We are a full-stack vertically integrated company, enabling us to control every aspect of our operations, from conceptualizing, designing and engineering our products to manufacturing, distributing and providing customer experience and engagement. For details in relation to our business, see "*Our Business*" on page 172.

SIGNIFICANT FACTORS AFFECTING OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our results of operations and financial condition are affected by a number of important factors including:

Product mix

We offer a wide range of products, including mattresses, furniture, and furnishings. Our results of operations are significantly influenced by the product mix. Our revenue from the sale of mattresses has consistently accounted for a significant portion of our revenue from operations, while the growth in the sale of our furniture and furnishings product categories reflects our successful diversification strategy. The table below sets forth details of our revenues from the sale of mattresses, furniture and furnishings for the period/ years indicated:

Product Category	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations
Mattresses	6,041.80	62.22%	5,675.18	57.54%	5,159.77	63.50%	4,119.43	65.12%

Product Category	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations
Furniture	2,606.51	26.84%	3,012.20	30.54%	1,951.10	24.01%	1,322.10	20.90%
Furnishings	1,062.55	10.94%	1,176.15	11.92%	1,015.33	12.49%	884.34	13.98%
Total	**9,710.86**	**100.00%**	**9,863.53**	**100.00%**	**8,126.20**	**100.00%**	**6,325.87**	**100.00%**

Several factors could affect the sales of our products, including changes in consumer preferences, market competition, economic conditions and seasonality. Changes in consumer preferences and demand for our products could significantly impact our sales. Our success depends to a significant extent on customer confidence and spending, which is influenced by general economic condition and discretionary income levels. Many factors affect the level of customer confidence and spending in the home and furnishing products, including recession, inflation, political uncertainty, availability of consumer credit, taxation and unemployment. Our performance may decline during recessionary periods or in other periods where one or more macroeconomic factors, or potential macro-economic factors, negatively affect the level of customer confidence and spending. Growth of retail is also linked to consumer needs, attitudes and behavior. Developments in the economy and the rate of urbanisation have in the past affected the supply and demand as well as pricing trends in home and furnishings market.

To compete successfully in our business, we must be able to identify and respond to changing consumer demands and preferences. If we fail to anticipate and meet industry trends and our products do not meet customers' preferences, our results of operations will be adversely affected. Increased competition could result in aggressive pricing strategies, which could lead to reduced market share, and lower profit margins. Additionally, seasonal variations can cause fluctuations in sales, with certain products experiencing higher demand during specific times of the year.

Also, see "*Risk Factors – We derive a significant portion of our revenue from our mattress product category. Our revenue from the sale of mattresses accounted for 62.22%, 57.54%, 63.50%, and 65.12% of our revenue from operations in nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Any shifts in consumer preferences, any disruption in the supply chain, or heightened competition could adversely affect our business, results of operations, financial condition and cash flows.*" on page 34.

Ability to maintain brand image

We sell our products under the "Wakefit" brand. Our ability to develop and maintain the brand and consumer goodwill are dependent on public perception and recognition of product quality. We intend to enhance our brand salience and awareness through strategic initiatives. Our customer outreach strategy aims to foster lasting relationships and strengthen brand loyalty through a mix of community engagement, marketing, celebrity collaboration, and cultural integration. For further details, see "*Our Business – Strengths – Continue to develop, invest and increase brand salience and brand awareness*" on page 191. We will focus on maintaining reasonable costs for our marketing efforts and that are relative to the value we expect to derive from our customers. The table below sets forth our advertisement and business promotion expenses as a percentage of our revenue from operations in the period/ years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Advertisement and business promotion (₹ *million*)	826.87	773.64	959.09	612.10
Advertisement and business promotion as a percentage of Revenue from operations	8.51%	7.84%	11.80%	9.68%

Continued growth of our own channels

We are present across both online and offline customer touch points through our omnichannel network. Our strong marketing initiatives ensure that customers can discover our brand through various touchpoints such as search engines, social media, OTT platforms, marketplaces, and physical retail stores. Once they find us, they have multiple options to engage with our brand, including our website, COCO – Regular Stores, MBOs and e-commerce marketplaces. A significant portion of our revenue from operations is derived from the sale of our products through our own channels (i.e., our website and COCO – Regular Stores). The table below sets forth details of revenue from our own channels for the period/years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022

Revenue from our own channels (*₹ million*)	5,319.64	5,750.60	4,672.55	3,758.20
Revenue from our own channels as a percentage of revenue from operations	54.78%	58.30%	57.50%	59.41%

The continued growth in the sale of our products from our own channels is a pivotal factor influencing our results of operations. This growth is essential for enhancing our profitability, as products sold through these channels typically command higher margins due to the elimination of third-party costs. If this growth continues, we anticipate higher revenues, a stronger market position, and improved customer insights. Conversely, if growth from our own channels slows or declines, we may face lower revenue growth, increased competition, and challenges in engaging customers directly, potentially eroding brand trust and loyalty.

Our COCO – Regular Stores also play a crucial role in our success. These outlets provide a branded environment with the Company controlling the narrative where customers can engage with our trained staff members and experience our products firsthand, fostering a deeper connection with our brand. These COCO – Regular Stores help diversify our sales, enhancing our overall market penetration. By maintaining a presence in both online and offline channels, we ensure that customers have multiple touchpoints to discover and engage with our brand, ultimately supporting our long-term growth and profitability. Further, our strategy includes opening of additional COCO – Regular Stores and opening of COCO – Jumbo Stores. For further information, see "*Our Business - Strategic expansion of COCO – Regular Stores and enhance sales on our website*" and "*Objects of the Offer*" on page 189 and 111. An inability to appropriately identify suitable locations, or set-up the most appropriate store-format at a particular location, or to negotiate commercially reasonable lease terms, may increase our payback periods, result in store closures, and adversely affect our results of operations and financial condition. Further, as we expand our network of COCO – Regular Stores and introduce COCO – Jumbo Stores, we anticipate an increase in rent expenses. If we are unable to generate adequate revenues from these new stores, the increased rent expenses could strain our financials, potentially leading to lower profit margins or even losses.

Availability and cost of raw materials consumed

A significant portion of our cost structure is attributed to the cost of materials consumed. Our ability to remain competitive and profitable depends on our ability to source and maintain a stable and sufficient supply of raw materials at cost effective prices. Our primary raw materials include chemicals, natural and processed wood, fabrics, glue, and metals. The table below provides our cost of materials consumed, as a percentage of our total expenses, in relevant period/ years:

Particulars	December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Cost of materials consumed (*in ₹ million*)	4,468.88	4,639.71	4,717.11	3,800.26
Cost of materials consumed as a percentage of total expenses (%)	44.55%	44.94%	48.85%	51.11%

We typically procure such materials through purchase orders and do not enter into any long-term agreements with our suppliers. If we were to experience a significant or prolonged shortage of raw materials for our products in the required volumes and at appropriate quality and reliability levels from any of our suppliers, and we are unable to procure the raw materials from other sources at cost effective prices our sales, profit margins and customer relations would be adversely affected. Further, we are exposed to fluctuations in availability and prices of our raw materials and we may not be able to effectively pass on all increases in cost of raw materials to our customers, which may affect our margins and results of operations. The price of our raw materials may fluctuate due to several reasons including market fluctuations, currency fluctuations, production and transportation costs and changes in domestic and international trade policies. Any inability on our part to procure sufficient quantities of raw materials and on commercially acceptable terms, could lead to a change in our manufacturing and sales volumes.

Competition

The home and furnishings industry in India is competitive, fragmented and largely unorganised. For further information, see "*Risk Factors – The home and furnishings industry is competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows*" and "*Our Business – Competition*" on pages 41 and 213, respectively. Our products compete with local retailers, non-branded products and products of other established brands. In the future, some of our competitors may develop alliances to compete against us, acquire greater resources, market presence and geographic reach, as well as develop products with better brand recognition than ours. Some of our competitors may be able to procure raw materials or finished products at lower costs than us, and consequently be able to sell their products at lower prices. As a result, our competitors may be able to withstand industry downturns better than us or sell their products at more competitive prices.

PRESENTATION OF FINANCIAL INFORMATION

The Restated Financial Information of our Company comprise the Restated Statement of Assets and Liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, and the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Changes in Equity, and the Restated Statement of Cash Flows for the nine months period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023, and March 31, 2022, the material accounting policies and explanatory notes and annexures (collectively, the 'Restated Financial Information').

The Restated Financial Information have been prepared on a going concern basis. The accounting policies are applied consistently to all the period/years presented in the Restated Financial Information. These Restated Financial Information have been prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**") issued by the Securities and Exchange Board of India ("**SEBI**"), in pursuance of the Securities and Exchange Board of India Act, 1992, for the purpose of inclusion in the Draft Red Herring Prospectus ("**DRHP**") in connection with proposed issue of equity shares of the Company comprising a fresh issue of the Equity Shares by the Company and an offer for sale of equity shares by the existing shareholders by way of initial public offer. Accordingly, the Restated Financial Information may not be suitable for any other purpose and this report should not be used, referred to or distributed for any other purpose.

These Restated Financial Information have been prepared by the Company in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Act;

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**") (the "**Guidance Note**"); and

d) E-mail dated October 28, 2021, from SEBI to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide financial statements prepared in accordance with Ind AS for all the three years and stub period (hereinafter referred to as the "**the SEBI e-mail**").

The Restated Financial Information have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Act, as applicable to the financial statements and other relevant provisions of the Act.

Our Restated Financial Information have been compiled from the following:

- Audited Special Purpose Interim Financial Statements of the Company as at and for the nine months period ended December 31, 2024 prepared in accordance with Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34) as specified under Section 133 of the Act, as amended, and other accounting principles generally accepted in India and presentation requirements of Schedule III of the Act, except for presenting corresponding financial information as required by Ind AS 34, which have been approved by the Board of Directors at their meeting held on June 25, 2025;
- Audited Financial Statements of the Company as at and for the years ended March 31, 2024 and March 31, 2023 prepared in accordance with the Ind AS, as specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on September 26, 2024 and September 29, 2023 respectively; and
- Audited Special Purpose Financial Statements of the Company as at and for the year ended March 31, 2022, prepared in accordance with the Ind AS, as specified under Section 133 of the Act, as amended, and other accounting principles generally accepted in India and presentation requirements of Schedule III of the Act, except for presentation and disclosure requirements relevant for the comparative period has not been provided after taking into the consideration the requirements of the SEBI e-mail, which have been approved by the Board of Directors at their meeting held on June 25, 2025.

SUMMARY OF MATERIAL ACCOUNTING POLICIES

The material accounting policies applied by our Company in the preparation of the Restated Financial Information are listed below.

Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it expects to realize the asset, or intends to sell or consume it, in its normal operating cycle;
- it holds the asset primarily for the purpose of trading;
- it expects to realize the asset within twelve months after the reporting period; or
- the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Current assets include the current portion of non-current assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it holds the liability primarily for the purpose of trading;
- the liability is due to be settled within twelve months after the reporting period; or
- it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company's normal operating cycle is twelve months.

Revenue recognition

The Company generates revenue from sale of products to the customers. Revenue is recognised when control of goods and services is transferred to the customer upon the satisfaction of performance obligation under the contract at a transaction price that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. In relation to revenue from contracts with customers, amounts are generally collected in advance.

(i) Revenue from sale of products

Revenue from the sale of products is recognised at a point in time when control of the product being sold is transferred to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of the products. The performance obligation is completed upon delivery of products to the customer.

Revenue is measured on the contract price net of any taxes collected from customers and variable consideration on account of various discounts and schemes offered by the Company. The transaction price is an amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods.

For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore, the amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data. In these circumstances, a refund liability and a right to recover returned goods asset are recognised.

The refund liability, to the extent that the Company offers it in the form of a cash refund, is presented under "Other current financial liabilities". The refund liability offered in the form of a replacement or exchange of another good is presented under "Other current liabilities".

(ii) Other Operating revenue (Sale of scrap and others)

Revenue from sale of scrap in the course of ordinary activities is measured at the transaction price.

Revenue from contracts for sale of services is recognised when services are rendered at a point in time, and when the related costs are incurred.

Variable Consideration

If the consideration in a contract includes a variable amount (discounts and incentives), an estimate is made for the amount of consideration to which the Company will be entitled in exchange for transferring the goods/services to the customer and such discounts and incentives are estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The rights of return give rise to variable consideration.

Customer loyalty points

The Company has a loyalty points programme, which allows customers to accumulate points that can be redeemed for subsequent purchase. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer.

A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative stand-alone selling price and recognized as a contract liability until the points are redeemed. Revenue is recognized upon redemption of points by the customer.

When estimating the stand-alone selling price of the loyalty points, the likelihood that the customer will redeem the points is considered. Estimates of the points that will be redeemed on each reporting date are updated and any adjustments to the contract liability balance is charged against revenue.

Contract balances:

Trade receivables
A trade receivable is recognized if an amount of consideration is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets for initial recognition and subsequent measurement of financial assets.

Contract assets
A contract asset is the right to consideration in exchange for goods or services transferred to the customer, where that right is conditioned on something other than the passage of time. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. Contract assets are subject to impairment assessment.

Contract liabilities
A contract liability is recognized if a payment is received, or a payment is due (whichever is earlier) from the customer before the Company transfers the related goods or services. Contract liabilities are recognized as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

Other Income

Interest income:

Interest income is recognized using the effective interest method or time proportion method, based on rates implicit in the transaction.

Dividend income on investments is recognised in the restated statement of profit and loss when the Company's right to receive dividend is established.

Profit on sale of mutual funds and fair value impact on mark-to-market contracts are recognised on transaction completion and or on reporting date as applicable.

Property, plant, and equipment

(i) **Recognition and measurement**

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses.
Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located (site restoration costs).

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

A property, plant and equipment is eliminated from the restated financial information on disposal or when no further benefit is expected from its use and disposal. Any gain or loss on disposal of an item of property, plant and equipment is recognised in the restated statement of profit and loss.

(ii) **Transition to Ind AS**

The cost of property, plant and equipment at April 1, 2021, the Company's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost) as at the date of transition to Ind AS.

(iii) **Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other expenses on existing property, plant, and equipment, including day-to-day repair and maintenance expenditure are charged to the restated statement of profit and loss for the period during which such expenses are incurred.

(iv) **Capital advances and Capital work in progress**

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets. The costs of property, plant, and equipment, which are not ready for their intended use on such date, are disclosed as capital work in progress. The capital work-in-progress is carried at cost, comprising direct cost, related incidental expenses, and attributable interest. No depreciation is charged on the capital work in progress until the asset is ready for the intended use.

(v) **Depreciation**

Depreciable amount for assets is the cost of asset less its estimated residual value. Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. Based on an internal technical evaluation, management believes that useful life as given below, which are different from those prescribed in Part C of schedule II of the Act, best represents the period over which management expects to use these assets.

Asset category	**Useful lives estimated by the management**	**Useful lives as per Schedule II**
Plant and machinery	8 Years	15 Years
Office equipment	5 Years	5 Years
Computers	3 Years	3 Years
Furniture and Fixtures	10 Years	10 Years
Vehicles	10 Years	10 Years

Lease hold improvements are depreciated over a period of 3 years or lease term whichever is lower.

Depreciation is calculated on a pro-rata basis for assets purchased/sold during the period/ year. The residual value, appropriateness of depreciation period and depreciation method is reviewed by the management each financial year, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets and amortisation

Intangible assets acquired separately are measured initially at cost. An intangible asset is recognised only if it is probable that future economic benefits attributable to the asset will flow to the Company and the cost of the asset can be measured reliably. After initial recognition, intangible assets are recorded at cost less accumulated amortisation and impairment cost, if any.

Amortisation is recognised on a straight-line basis over the estimated useful lives of the intangible assets. Computer software is amortized on a straight-line method over a period of three years. The amortisation period and method used for amortisation are reviewed at each period end. All intangible assets are assessed for impairment whenever there is an indication for impairment that an intangible asset may be impaired.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Any gain or loss on disposal of an intangible asset is recognised in the restated statement of profit and loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in the restated statement of profit and loss.

The cost of intangible assets as at April 1, 2021, the Company's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

Measurement of Fair Values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The Company regularly reviews significant unobservable inputs and valuation adjustments. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. (Refer note 38).

Impairment

Non- financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ("CGU") to which the asset belongs. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflect current market assessments of time value of money and the risk specific to the CGU.

An impairment loss is recognised in the restated statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the restated statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognized for the asset in prior periods/ years.

Financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The Company considers a financial asset to be in default when:

• the debtor is unlikely to pay its credit obligations to the Company in full; or

• the ageing is more than 12 months past due.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets i.e., investments, bank balances/deposits, etc., and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e., all shortfalls), discounted at the original EIR.

The Company recognises loss allowances for expected credit losses on financial assets recorded at amortised cost. At each reporting date the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is "credit-impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired included the following observable data:

- significant financial difficulties of the borrower or issuer;

- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise; and

- the disappearance of an active market for a security because of financial difficulties.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment, that includes forward-looking information.

Presentation of allowance for ECL in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Employee benefits

(i) Short term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits and are measured on undiscounted basis. These benefits include salaries and wages, bonus etc., which are to be paid in exchange for the employee services and are recognised as an expense in the restated statement of profit and loss in the period in which the employee renders the related service.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan where the Company's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity. The employee's provident fund scheme and employees state insurance scheme are defined contribution plans. The Company's contribution paid/payable under these schemes is recognised as an expense in the restated statement of profit and loss during the period/year in which the employee renders the related service. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company has an obligation towards gratuity, which is a defined benefit retirement plan. The Company's net obligation in respect of gratuity is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. The Company recognizes the net obligation of a defined benefit plan as liability in the restated statement of assets and liabilities. Actuarial gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognised in OCI are not to be subsequently reclassified to the restated statement of profit and loss.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the restated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

- Net interest expense or income

(iv) Other long-term employee benefits- Compensated absences

Benefits under the Company's compensated absences constitute other long-term employee benefits, recognised as an expense in the restated statement of profit and loss for the period in which the employee has rendered services. Estimated benefits on account of these benefits is provided for based on the actuarial valuation using the projected unit credit method at the period/year end. Remeasurements are recognised in profit or loss in the period in which they arise.

The Company presents the entire compensated absences balance as a current liability in the restated statement of assets and liabilities since, the Company does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(v) Share based payments

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The Company measures compensation cost relating to employee stock options plans using the fair valuation method in accordance with Ind AS 102 "Share-Based Payment".

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using the Black Scholes model and the cost is recognized, together with a corresponding increase in share based payment reserve in equity, over the period in which the performance and/or service conditions are fulfilled in a graded vesting manner. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

In case of cancellation or settlement of grant of equity instruments during the vesting period (other than a grant cancelled by forfeiture when the vesting conditions are not satisfied), the Company shall account for the cancellation or settlement as an acceleration of vesting and shall therefore recognise immediately the amount that otherwise would have been recognised for services received over the remainder of the vesting period.

Any payment made to the employee on the cancellation or settlement of the grant shall be accounted for as the repurchase of an equity interest, i.e., as a deduction from equity, except to the extent that the payment exceeds the fair value of the equity instruments granted, measured at the repurchase date. Any such excess shall be recognised as an expense in the restated statement of profit and loss.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(b) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at:

— Amortised cost;
— Fair value through other comprehensive income – debt instruments (FVOCI);
— Fair value through other comprehensive income – equity instruments; or (FVOCI)
— Fair value through profit and loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

- the contractual terms of the financial assets give rise on a specified dates to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

A debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets; and

- the contractual terms of the financial assets give rise on a specified date to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI- equity investment). This election is made on an investment-to-investment basis.

All financial assets not classified as amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL, if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial Assets: Business model assessment

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessments whether contractual cash flows are solely payments of principal and interest.

For the purpose of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during the particular period of time and for the other basic lending risks and costs.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company claim to cash flows from specified assets.

(c) Subsequent measurement

Financial assets at FVTPL- Subsequently measured at fair value. Net gains and losses, including any interest or dividend income are recognized in the restated statement of profit and loss.

Financial assets at amortized cost- Subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in the restated statement of profit and loss. Any gain or loss on derecognition is recognized in the restated statement of profit and loss.

Debt instruments at FVOCI – Subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognized in the restated statement of profit and loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to the restated statement of profit and loss.

Equity instruments at FVOCI- Subsequently measured at fair value. Dividends are recognized as income in the restated statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to the restated statement of profit and loss.

(d) Derecognition

The Company derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
  - the Company neither transfers nor retains substantially all of the risks and rewards of ownership it does not retain control of the financial asset.

(e) Offsetting

Financial assets and financial liabilities are offset, and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

(f) Recognition of Interest income or expense

Interest income or expense is recognised using the effective interest rate.

The 'effective interest rate' is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument to:

- The gross carrying amount of the financial asset; or
- The amortized cost of the financial liability.

Financial instruments – Financial liabilities

a) Recognition and initial measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortized cost. All financial liabilities are initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its issue.

All financial liabilities are recognised initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, lease liabilities and borrowings.

b) Subsequent measurement

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

c) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the restated statement of profit and loss.

d) Offsetting

Financial assets and financial liabilities are offset, and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess where the Company has the right to control the use of identified assets, the Company assesses whether the:

(i) the contract involves the use of identified assets,

(ii) whether the Company has the right to obtain substantially all the economic benefits from the use of assets throughout the period of use and

(iii) whether the Company has the right to direct the use of assets.

Company as a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use ("ROU") asset is initially measured at cost , which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The right-of-use assets is periodically assessed for impairment.

The lease liability is initially measured at the present value of future lease payments, discounted using the implicit rate of interest or if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses the incremental borrowing rate.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is change in future lease payments arising from a change in index or rate, or if there is change in the Company's estimate of amount expected to be payable under residual guaranteed value, or if the Company changes it assessment whether it will exercise a purchase, extension or termination option.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

Borrowing costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized/inventoried as part of the cost of the respective asset. All other borrowing costs are charged to the restated statement of profit and loss in the period in which they are incurred.

Share issue expenses

Incremental costs directly attributable to the issue of shares are adjusted with the securities premium.

Inventories

Inventories are measured at the lower of cost and net realisable value.

The cost of inventories includes costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The cost of finished goods and work in progress includes an appropriate share of production overheads.

Raw material, packing material and traded goods	-	Moving average method.
Work-in-progress and finished goods	-	Moving average method.
Goods in transit	-	At purchase cost

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale. The comparison of cost and net realizable value is made on item-by-item basis.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale. Raw materials, packing materials and other supplies held for use in production of inventories are not written below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realisable value.

Due allowance is estimated and provided by the management for slow moving / non-moving items of inventories, wherever necessary, based on the past experience and such allowances are adjusted against the carrying value of inventory.

Sale of raw materials

Sale of raw materials are considered as a recovery of cost of materials and adjusted against cost of materials consumed.

Income Taxes

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

(i) Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the period/ year and any adjustment to the tax payable or receivable in respect of previous periods/ years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred Tax

Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction and does not give rise to equal taxable and deductible temporary differences.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Provisions, Contingent liabilities, and Contingent assets

Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Expected future operating losses are not provided for.

Where the Company expects some or all of the expenditure required to settle a provision will be reimbursed by another party, the reimbursement is recognised when, and only when, it is virtually certain that reimbursement will be received if the Company settles the obligation. The reimbursement is treated as a separate asset.

Provisions for onerous contracts, i.e., contracts where the expected unavoidable costs of meeting obligations under a contract exceed the economic benefits expected to be received, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

Contingent liability:

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the restated financial information.

Contingent asset:

Contingent asset is not recognised in restated financial information since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Provisions, contingent liabilities, and contingent assets are reviewed at each balance sheet date.

Warranty

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise, being typically up to fifteen years.

Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (Consolidation of shares) that will change the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest (net of any attributable taxes) other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share or increase the net loss per share. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

Foreign currency translations

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at period/ year end exchange rates are recognised in the restated statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

The Company's CODM is the Chief Executive Officer (CEO). The Company is engaged in manufacture and sale of mattress, furniture and accessories and its principal geographical segment is India. The Company's operating businesses are organized and managed as a single operating segment. Consequently, the CODM believes that there are no reportable segments as required under Ind AS 108 'Operating segments'

Cash and cash equivalents

Cash and cash equivalents include cash on hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Statement of cash flows

Cash flows are reported using the indirect method as set out in Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flows, whereby profit/(loss) for the period/year is adjusted for the effects of transactions of a non-cash nature, any deferrals, or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing, and financing activities of the Company are segregated.

Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the nine months ended December 31, 2024, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 01, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Total Income

Total Income comprises revenue from operations and other income.

Revenue from operations

Revenue from operations comprise (i) sale of products: (a) manufactured goods and (b) traded goods; and (ii) other operating income from (a) scrap sales and (b) others.

Other income

Other income includes (i) interest income under the effective interest method on financial assets carried at amortised cost: (a) bank deposits and (b) interest income on security deposit; (ii) profit on sale of investments, net; (iii) fair valuation gain from investments designated at FVTPL, net; (iv) gain on termination of leases, net; (v) foreign exchange gain, net; (vi) profit on sale of property, plant and equipment, net; and (viii) miscellaneous income (such as vendor bill discounting and insurance claims).

Expenses

Total expenses comprise (i) cost of materials consumed; (ii) purchases of stock-in-trade; (iii) changes in inventories of finished goods, work in progress and stock in trade; (iv) employee benefit expense; (v) other expenses; (vi) finance costs; and (vii) depreciation and amortisation expense.

Cost of materials consumed

Cost of materials consumed consists of costs for raw materials such as chemicals, wood, fabric, metal and packaging materials.

Purchases of Stock in trade

Purchases of Stock in trade consists of purchases of décor items such as lighting, rugs and mats.

Changes in inventories of finished goods, work in progress and stock in trade

Changes in inventories of finished goods, work in progress and stock in trade denotes inventories of finished goods, work in progress and stock-in-trade between beginning and end dates of a reporting period/year.

Employee benefits expense

Employee benefits expense comprises (i) salaries, wages and bonus; (ii) contribution to provident fund and other funds; (iii) share based payments expense; (iv) staff welfare expenses; and (v) gratuity.

Finance costs

Finance costs primarily comprise interest expense on financial liabilities measured at amortized cost of (i) interest expense on working capital loan; (ii) interest expense on lease liabilities; and (iii) unwinding of discount on site restoration provision.

Depreciation and amortisation expense

Depreciation and amortisation expense include (i) depreciation on property, plant and equipment; (ii) depreciation on right of use asset; and (iii) amortisation of intangible assets.

Other expenses

Other expenses primarily include (i) consumption of stores and spares; (ii) power and fuel; (iii) commission; (iv) courier and delivery charges; (v) advertisement and business promotion; (vi) contract labour charges; (vii) job work charges; (viii) rent; (ix) professional and consultancy charges; (x) rates and taxes; (xi) warranty; (xii) travelling and conveyance; (xiii) repairs and maintenance comprising machinery, building and others; (xiv) printing and stationery; (xv) foreign exchange loss, net; (xvi) communication; (xvii) software support and maintenance; (xviii) payment gateway charges; (xix) security charges; (xx) insurance; (xi) provision for doubtful advances; (xxii) loss on sale of property, plant and equipment, net; (xxiii) write off of property, plant and equipment; (xxiv) corporate social responsibility; (xxv) bank charges; and (xxvi) miscellaneous expenses such as samples procurement costs for research and development.

NON-GAAP MEASURES

EBIT, EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Capital Employed and Return on Capital Employed, PAT Margin, Net Worth and Return on Net Worth, Net Asset Value per Equity Share and Net working capital days ("**Non-GAAP Measures**") presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, EBITDA, EBITDA Margin and Return on Equity is not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, Non-GAAP Measures are not standardised terms, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measure differently from us, limiting its usefulness as a comparative measure. Although Non-GAAP Measures is not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance.

Reconciliation of Loss for the period/year to EBITDA, Adjusted EBITDA, EBITDA Margin and Adjusted EBITDA Margin

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(₹ millions, unless otherwise stated)			
Loss for the period/year (I)	(88.09)	(150.53)	(1,456.83)	(1,065.20)
Finance costs (II)	187.51	170.13	126.57	75.53
Depreciation and amortisation expense (III)	664.59	638.89	472.74	240.45
EBITDA (IV = I + II + III)	764.01	658.49	(857.52)	(749.22)
Share based payment expense (V)	117.00	130.20	71.90	52.00
Adjusted EBITDA (VI= IV+V)	881.01	788.69	(785.62)	(697.22)
Revenue from operations (VII)	9,710.86	9,863.53	8,126.20	6,325.87
EBITDA Margin (%) (VIII= IV/VII)	7.87%	6.68%	(10.55)%	(11.84)%
Adjusted EBITDA Margin (%) (IX =VI/VII)	9.07%	8.00%	(9.67)%	(11.02)%

Notes:
(1) EBITDA is calculated as Loss for the period/year plus Tax Expense plus Finance Costs plus Depreciation and Amortisation.
(2) Adjusted EBITDA is calculated as Loss for the period/year plus Tax Expense plus Finance Costs plus Depreciation and Amortisation plus Share based payment expense.
(3) EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations
(4) Adjusted EBITDA Margin is calculated as Adjusted EBITDA as a percentage of revenue from operations.

Reconciliation of Net Worth and Return on Net Worth

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(₹ millions, unless otherwise stated)			
Equity share capital (I)	10.52	10.34	10.11	10.11
Instruments entirely equity in nature (II)	192.45	192.45	170.75	7.97
Other equity (III)	5,262.26	5,233.27	4,869.93	3,395.33
Net Worth (IV) = (I + II+III)	**5,465.23**	**5,436.06**	**5,050.79**	**3,413.41**
Loss for the period / year (V)	(88.09)	(150.53)	(1,456.83)	(1,065.20)
Return on Net Worth (%) (VI) = (V / (IV)	**(1.61)%***	**(2.77)%**	**(28.84)%**	**(31.21)%**

**Figures for nine months period ended December 31,2024 have not been annualized*
Notes:
Return on Net Worth (%) is computed as loss for the period/year divided by Net Worth as at the end of the period/year. As per Regulation 2(1)(hh) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, Net worth has been computed as a sum of equity share capital, instruments entirely equity in nature and other equity as of the end of the period/year.

Reconciliation of Capital Employed, Earning Before Interest and Tax (EBIT) and Return on Capital Employed

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(₹ millions, unless otherwise stated)			
Total equity (I)	5,465.23	5,436.06	5,050.79	3,413.41
Current financial liabilities (II)	711.86	522.71	304.73	226.99
(i) Borrowings	40.24	73.61	-	-
(ii) Lease liabilities	671.62	449.10	304.73	226.99
Non Current financial liabilities (III)	1,978.84	1,376.29	1,134.56	1,028.92
(i) Borrowings	-	-	-	-
(ii) Lease liabilities	1,978.84	1,376.29	1,134.56	1,028.92
Capital Employed (IV = I+II+III))	8,155.93	7,335.06	6,490.08	4,669.32
Loss for the period/year (V)	(88.09)	(150.53)	(1,456.83)	(1,065.20)
Finance costs (VI)	187.51	170.13	126.57	75.53
Tax expenses (VII)	-	-	-	-
Earnings Before Interest, Tax (EBIT) (VIII = V + VI + VII))	99.42	19.60	(1,330.26)	(989.67)
Return on Capital Employed (%) (XI=VIII/IV)	1.22%*	0.27%	(20.50)%	(21.20)%

**Figures for nine months period ended December 31,2024 have not been annualized*

Notes:

*Return on Capital Employed is calculated as (Earnings before interest and taxes("EBIT") divided by capital employed) *100. EBIT is calculated as loss for the period/year plus tax expenses plus finance costs. Capital Employed is calculated as the sum of total equity, current borrowings, current lease liabilities, non-current borrowings, non-current lease liabilities.*

Reconciliation of PAT Margin

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(₹ millions, unless otherwise stated)			
Loss for the period/year (I)	(88.09)	(150.53)	(1,456.83)	(1,065.20)
Revenue from operations (II)	9,710.86	9,863.53	8,126.20	6,325.87
PAT Margin (%) (III = I/II)	**(0.91)%**	**(1.53)%**	**(17.93)%**	**(16.84)%**

Notes:

PAT Margin is calculated as Loss for the period/year as a percentage of revenue from operations.

Reconciliation of Net Asset Value per Equity Share

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Equity share capital (I) (in ₹ million)	10.52	10.34	10.11	10.11
Instruments entirely equity in nature (II) (in ₹ million)	192.45	192.45	170.75	7.97
Other equity (III) (in ₹ million)	5,262.26	5,233.27	4,869.93	3,395.33
Net Worth (IV) = (I + II+III) (in ₹ million)	5,465.23	5,436.06	5,050.79	3,413.41
Weighted number of equity shares outstanding during the period/ year (V)	304,984,020	303,429,204	259,234,377	238,901,265
Net Asset Value per Equity Share (in ₹) (VI) = (IV/V) (in ₹ million)	17.92	17.92	19.48	14.29

Notes:

Net Asset Value per equity share represents Net Worth at the end of the period/ year divided by weighted average number of Equity Shares outstanding during the period/year.

Net working capital days

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(₹ millions, unless otherwise stated)			
Inventories (I)	1,926.31	1,306.83	1,155.85	1,370.20

Trade receivables (II)	358.50	280.88	168.30	136.57
Trade payables (III)	1,586.71	1,444.20	1,095.19	825.55
Net working capital (I+II-III)	698.10	143.51	228.96	681.22
Average net working capital (IV)	420.81	186.24	455.09	474.24
Revenue from operations (V)	9,710.86	9,863.53	8,126.20	6,325.87
Net working capital days (IV/V) Number of days in the period/ year*	11.92	6.89	20.44	27.36

Notes:

* *Net working capital days is calculated as (Average Net working capital divided by Revenue from operations) * by 365. However, for the nine months period ended December 31, 2024, Net working capital days is calculated as (Average Net working capital divided by Revenue from operations) * by 275. Net working capital is calculated as Inventories plus Trade Receivables minus Trade Payables.*

RESULTS OF OPERATIONS

The following table sets forth certain information with respect to our results of operations for the nine months period ended December 31, 2024 and Fiscals 2024, 2023, 2022:

Particulars	**Nine months period ended December 31, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	(₹ millions)	**Percentage of Total Income**	**(₹ millions)**	**Percentage of Total Income**	**(₹ millions)**	**Percentage of Total Income**	**(₹ millions)**	**Percentage of Total Income**
Income								
Revenue from operations	9,710.86	97.66%	9,863.53	96.95%	8,126.20	99.10%	6,325.87	99.30%
Other income	232.79	2.34%	309.81	3.05%	73.89	0.90%	44.39	0.70%
Total Income	**9,943.65**	100.00%	**10,173.34**	**100.00%**	**8,200.09**	**100.00%**	**6,370.26**	**100.00%**
Expenses								
Cost of materials consumed	4,468.88	44.94%	4,639.71	45.61%	4,717.11	57.53%	3,800.26	59.66%
Purchases of stock-in-trade	43.02	0.43%	22.61	0.22%	49.32	0.60%	84.67	1.33%
Changes in inventories of finished goods, work in progress and stock in trade	(182.44)	(1.83)%	(12.10)	(0.12)%	(106.72)	(1.30)%	(149.33)	(2.34)%
Employee benefits expense	1,257.70	12.65%	1,346.32	13.23%	1,057.72	12.90%	915.23	14.37%
Other expenses	3,592.48	36.13%	3,518.31	34.58%	3,340.18	40.73%	2,468.65	38.75%
	9,179.64	**92.32%**	**9,514.85**	**93.53%**	**9,057.61**	**110.46%**	**7,119.48**	**111.76%**
Earnings /(loss) before finance cost, depreciation and amortisation and tax	764.01	7.68%	**658.49**	**6.47%**	**(857.52)**	**(10.46)%**	**(749.22)**	**(11.76)%**
Finance costs	187.51	1.89%	170.13	1.67%	126.57	1.54%	75.53	1.19%
Depreciation and amortisation expense	664.59	6.68%	638.89	6.28%	472.74	5.77%	240.45	3.77%
	852.10	**8.57%**	**809.02**	**7.95%**	**599.31**	**7.31%**	**315.98**	**4.96%**
Loss before tax	**(88.09)**	**(0.89)%**	**(150.53)**	**(1.48)%**	**(1,456.83)**	**(17.77)%**	**(1,065.20)**	**(16.72)%**
Tax expense								
Current tax	-	-	-	-	-	-	-	-
Deferred tax	-	-	-	-	-	-	-	-
Loss for the period/year	**(88.09)**	**(0.89)%**	**(150.53)**	**(1.48)%**	**(1,456.83)**	**(17.77)%**	**(1,065.20)**	**(16.72)%**

NINE MONTHS PERIOD ENDED DECEMBER 31, 2024

Total Income

Total Income was ₹ 9,943.65 million for nine months period ended December 31, 2024.

Revenue from operations

Revenue from operations was ₹ 9,710.86 million for nine months period ended December 31, 2024, primarily due to sale of manufactured goods of ₹ 9,512.20 million, sale of traded goods of ₹ 71.66 million, scrap sales of ₹ 78.70 million and other sales of ₹ 48.30 million. Our sale of manufactured goods is primarily driven by our sale of mattresses, furniture and furnishings. The table below sets forth the revenues from mattresses, furniture and furnishings, expressed as a percentage of revenue from operations for the years indicated:

Product Category	Nine months period ended December 31, 2024	
	(₹ millions)	As a percentage of revenue from operations
Mattresses	6,041.80	62.22%
Furniture	2,606.51	26.84%
Furnishings	1,062.55	10.94%
Total	**9,710.86**	**100.00%**

Other income

Other income was ₹ 232.79 million in the nine months period ended December 31, 2024, primarily due to interest income under the effective interest method on financial assets carried at amortised cost - bank deposits of ₹ 140.56 million, profit on sale of investments, net of ₹ 53.77 million and gain in termination of leases, net of ₹ 16.15 million.

Expenses

Total expenses were ₹ 10,031.74 million in the nine months period ended December 31, 2024, which was primarily attributable to cost of materials consumed of ₹ 4,468.88 million and other expenses of ₹ 3,592.48 million and employee benefits expense of ₹ 1,257.70 million.

Cost of materials consumed

Cost of materials consumed was ₹ 4,468.88 million for nine months period ended December 31, 2024.

Purchases of stock-in-trade

Purchases of stock-in-trade were ₹ 43.02 million for nine months period ended December 31, 2024.

Changes in inventories of finished goods, work in progress and stock in trade

Changes in inventories of finished goods, work in progress and stock in trade was ₹ (182.44) million for nine months period ended December 31, 2024.

Employee benefits expense

Employee benefits expense was ₹ 1,257.70 million for nine months period ended December 31, 2024, primarily due to salaries, wages and bonus of ₹ 1,055.71 million.

Other expenses

Our other expenses were ₹ 3,592.48 million for nine months period ended December 31, 2024, primarily due to advertisement and business promotion of ₹ 826.87 million, courier and delivery charges of ₹ 749.92 million, commission of ₹ 477.87 million, contract labour charges of ₹ 475.51 million, job work charges of ₹ 149.55 million and professional and consultancy charges of ₹ 127.09 million.

Finance costs

Finance costs was ₹ 187.51 million for nine months period ended December 31, 2024, primarily due to interest expense on lease liabilities of ₹ 182.83 million.

Depreciation and amortisation expense

Depreciation and amortisation expense was ₹ 664.59 million for nine months period ended December 31, 2024, primarily due to depreciation of property, plant and equipment of ₹ 292.09 million and depreciation of right-of-use assets of ₹ 368.79 million.

Loss before tax

For the reasons discussed above, loss before tax was ₹ (88.09) million for nine months period ended December 31, 2024.

Tax expense

Our tax expense was nil for nine months period ended December 31, 2024.

Loss for the period

As a result of the foregoing, the amount of loss for the period for nine months period ended December 31, 2024 is ₹ (88.09) million.

FISCAL 2024 COMPARED TO FISCAL 2023

Total Income

Total Income increased by 24.06% from ₹ 8,200.09 million in Fiscal 2023 to ₹ 10,173.34 million in Fiscal 2024.
This was primarily attributable to an increase in revenue from operations and other income.

Revenue from operations

Revenue from operations increased by 21.38% from ₹ 8,126.20 million in Fiscal 2023 to ₹ 9,863.53 million in Fiscal 2024, primarily due to an increase in sale of manufactured goods from ₹ 7,846.35 million in Fiscal 2023 to ₹ 9,625.23 million in Fiscal 2024. This increase was primarily on account of an increase in sale of furniture products. The table below sets forth the revenues from mattresses, furniture and furnishings and decor, expressed as a percentage of revenue from operations for the years indicated:

Product Category	Fiscal 2024		Fiscal 2023	
	(₹ millions)	As a percentage of revenue from operations	(₹ millions)	As a percentage of revenue from operations
Mattresses	5,675.18	57.54%	5,159.77	63.50%
Furniture	3,012.20	30.54%	1,951.10	24.01%
Furnishings	1,176.15	11.92%	1,015.33	12.49%
Total	**9,863.53**	**100.00%**	**8,126.20**	**100.00%**

Other income

Other income increased from ₹ 73.89 million in Fiscal 2023 to ₹ 309.81 million in Fiscal 2024, primarily due to an increase in interest income under the effective interest method on financial assets carried at amortised cost - bank deposits from ₹ 27.00 million in Fiscal 2023 to ₹ 185.36 million in Fiscal 2024 on account of an increase in investments in fixed deposits, increase in profit on sale of investments, net from ₹ 12.20 million in Fiscal 2023 to ₹ 43.82 million in Fiscal 2024 on account of profits from the sale of mutual funds, and increase in fair valuation gain from investments designated at FVTPL, net from ₹ 2.53 million in Fiscal 2023 to ₹ 36.25 million in Fiscal 2024 on account of revaluation of mutual funds, which was partially offset by a decrease in miscellaneous income from ₹ 26.00 million in Fiscal 2023 to ₹ 4.22 million in Fiscal 2024 as a significant portion of the miscellaneous income in Fiscal 2023 was due to an insurance payout.

Expenses

Total expenses increased by 6.91% from ₹ 9,656.92 million in Fiscal 2023 to ₹ 10,323.87 million in Fiscal 2024, primarily due to an increase in employee benefits expense, other expenses and finance costs.

Cost of materials consumed

Cost of materials consumed decreased by 1.64% from ₹ 4,717.11 million in Fiscal 2023 to ₹ 4,639.71 million in Fiscal 2024, primarily due to decrease in prices of certain raw materials and strategic sourcing of raw materials such as procuring base materials and adding value in-house.

Purchases of stock-in-trade

Purchases of stock-in-trade decreased by 54.15% from ₹ 49.32 million in Fiscal 2023 to ₹ 22.61 million in Fiscal 2024, primarily due to the shifting of traded SKUs to in-house manufacturing.

Changes in inventories of finished goods, work in progress and stock in trade

Change in inventories of finished goods, work in progress, stock in trade was ₹ (106.72) million in Fiscal 2023 compared to ₹ (12.10) million in Fiscal 2024, primarily due to increasing closing stock in line with increase in revenue.

Employee benefits expense

Employee benefits expense increased by 27.28% from ₹ 1,057.72 million in Fiscal 2023 to ₹ 1,346.32 million in Fiscal 2024, primarily due an increase in salaries, wages and bonus from ₹ 921.44 million in Fiscal 2023 to ₹ 1,121.37 million in Fiscal 2024 on account of an increase in the number of employees and an increase in share based payments expense from ₹ 71.90 million in Fiscal 2023 to ₹ 130.20 million in Fiscal 2024 on account of vesting of ESOPs.

Finance costs

Finance costs increased by 34.42% from ₹ 126.57 million in Fiscal 2023 to ₹ 170.13 million in Fiscal 2024, primarily due to an increase in interest expense on financial liabilities measured at amortised cost (i) interest expense on working capital loan from ₹ 1.53 million in Fiscal 2023 to ₹ 8.35 million in Fiscal 2024 on account of increase in borrowings; (ii) interest expense on lease liabilities from ₹ 124.77 million in Fiscal 2023 to ₹ 161.39 million in Fiscal 2024 on account of increase in COCO – Regular Stores and warehouses.

Other expenses

Our other expenses increased by 5.33% from ₹ 3,340.18 million in Fiscal 2023 to ₹ 3,518.31 million in Fiscal 2024, primarily due to increases in power and fuel from ₹ 89.62 million in Fiscal 2023 to ₹ 111.35 million in Fiscal 2024, increase in courier and delivery charges from ₹ 658.60 million in Fiscal 2023 to ₹ 821.87 million in Fiscal 2024, increase in contract labour charges from ₹ 363.95 million in Fiscal 2023 to ₹ 405.93 million in Fiscal 2024, increase in communication from ₹ 34.84 million in Fiscal 2023 to ₹ 48.90 million in Fiscal 2024, increase in job work charges from ₹ 148.00 million in Fiscal 2023 to ₹ 196.95 million in Fiscal 2024, increase in travelling and conveyance from ₹ 53.50 million in Fiscal 2023 to ₹ 72.76 million in Fiscal 2024 and increase in repairs and maintenance comprising building from ₹ 15.77 million in Fiscal 2023 to ₹ 53.15 million in Fiscal 2024. The aforesaid expenses increased primarily on account of increase in business volume. Further, these increases were partially offset by a decrease in consumption of stores and spares from ₹ 65.50 million in Fiscal 2023 to ₹ 54.72 million in Fiscal 2024, decrease in advertisement and business promotion expense from ₹ 959.09 million in Fiscal 2023 to ₹ 773.64 million in Fiscal 2024, and decrease in foreign exchange loss, net from ₹ 13.45 million in Fiscal 2023 to ₹ nil in Fiscal 2024.

Depreciation and amortisation expense

Depreciation and amortisation expense increased by 35.15% from ₹ 472.74 million in Fiscal 2023 to ₹ 638.89 million in Fiscal 2024, primarily due to increase in depreciation on property, plant and equipment from ₹ 238.41 million in Fiscal 2023 to ₹ 302.32 million in Fiscal 2024 on account of capital expenditure to increase the manufacturing capacity and an increase in depreciation on right of use assets from ₹ 228.50 million in Fiscal 2023 to ₹ 330.18 million in Fiscal 2024 on account of increase in COCO – Regular Stores and warehouses.

Loss before tax

For the reasons discussed above, loss before tax was ₹ (1,456.83) million in Fiscal 2023 and ₹ (150.53) million in Fiscal 2024.

Tax expense

Our tax expense was nil in Fiscal 2024 and 2023 as we incurred losses in both the Fiscals.

Loss for the year

Our loss for the year was ₹ (1,456.83) million in Fiscal 2023 compared to ₹ (150.53) million in Fiscal 2024.

FISCAL 2023 COMPARED TO FISCAL 2022

Total Income

Total Income increased by 28.72% from ₹ 6,370.26 million in Fiscal 2022 to ₹ 8,200.09 million in Fiscal 2023. This was primarily attributable to an increase in Revenue from operations and Other income.

Revenue from operations

Revenue from operations increased by 28.46% from ₹ 6,325.87 million in Fiscal 2022 to ₹ 8,126.20 million in Fiscal 2023, primarily due to an increase in the sale of manufactured goods from ₹ 6,073.39 million in Fiscal 2022 to ₹ 7,846.35 million in Fiscal 2023. The increase in sale of manufactured goods was primarily on account of increase in the sale of mattresses, furniture and furnishings. The table below sets forth the revenues from mattresses, furniture and furnishings, expressed as a percentage of revenue from operations for the years indicated:

Product Category	Fiscal 2023		Fiscal 2022	
	(₹ millions)	As a percentage of revenue from operations	(₹ millions)	As a percentage of revenue from operations
Mattresses	5,159.77	63.50%	4,119.43	65.12%
Furniture	1,951.10	24.01%	1,322.10	20.90%
Furnishings	1,015.33	12.49%	884.34	13.98%
Total	**8,126.20**	**100.00%**	**6,235.87**	**100.00%**

Other income

Other income increased from ₹ 44.39 million in Fiscal 2022 to ₹ 73.89 million in Fiscal 2023, primarily due to an increase in Interest income under the effective interest method on financial assets carried at amortised cost - Bank deposits from ₹ 12.53 million in Fiscal 2022 to ₹ 27.00 million in Fiscal 2023 on account of increase in investments in fixed deposits and an increase in miscellaneous income from ₹ 0.41 million in Fiscal 2022 to ₹ 26.00 million in Fiscal 2023 on account of receipt of insurance amount in Fiscal 2023. This was partially offset by a decrease in fair valuation gain from investments designated at FVTPL (net) from ₹ 7.73 million in Fiscal 2022 to ₹ 2.53 million in Fiscal 2023 and foreign exchange gain, net ₹ 9.48 million in Fiscal 2022 to nil in Fiscal 2023.

Expenses

Total expenses increased by 29.88% from ₹ 7,435.46 million in Fiscal 2022 to ₹ 9,656.92 million in Fiscal 2023, primarily due to an increase in cost of materials consumed, employee benefits expense, other expenses and changes in inventories of finished goods, work in progress and stock in trade.

Cost of materials consumed

Cost of materials consumed increased by 24.13% from ₹ 3,800.26 million in Fiscal 2022 to ₹ 4,717.11 million in Fiscal 2023, primarily due to increase in raw materials consumed on account of increase in business operations.

Purchases of stock-in-trade

Purchases of stock-in-trade decreased by 41.76% from ₹ 84.67 million in Fiscal 2022 to ₹ 49.32 million in Fiscal 2023, primarily due to the shifting of traded SKUs to in-house manufacturing

Changes in inventories of finished goods, work in progress and stock in trade

Change in inventories of finished goods, work in progress, stock in trade was ₹ (149.33) million in Fiscal 2022 compared to ₹ (106.72) million in Fiscal 2023, primarily due to increasing closing stock in line with increase in our revenue.

Employee benefits expense

Employee benefits expense increased by 15.57% from ₹ 915.23 million in Fiscal 2022 to ₹ 1,057.72 million in Fiscal 2023, primarily due an increase in Salaries, wages and bonus from ₹ 800.82 million in Fiscal 2022 to ₹ 921.44 million in Fiscal 2023 on account of increase in the number of employees and an increase in Share based payments expense from ₹ 52.00 million in Fiscal 2022 to ₹ 71.90 million in Fiscal 2023 on account of vesting of ESOPs.

Finance costs

Finance costs increased by 67.58% from ₹ 75.53 million in Fiscal 2022 to ₹ 126.57 million in Fiscal 2023, primarily due to an increase in interest expense on financial liabilities measured at amortised cost (i) interest expense on working capital loan from ₹ 0.63 million in Fiscal 2022 to ₹ 1.53 million in Fiscal 2023; (ii) interest expense on lease liabilities from ₹ 74.90 million in Fiscal 2022 to ₹ 124.77 million in Fiscal 2023 primarily on account of increase in COCO – Regular Stores.

Other expenses

Our other expenses increased by 35.30% from ₹ 2,468.65 million in Fiscal 2022 to ₹ 3,340.18 million in Fiscal 2023, primarily due to increases in power and fuel from ₹ 51.31 million in Fiscal 2022 to ₹ 89.62 million in Fiscal 2023, increase in commission from ₹ 404.20 million in Fiscal 2022 to ₹ 492.96 million in Fiscal 2023, increase in courier and delivery charges from ₹ 581.19 million in Fiscal 2023 to ₹ 658.60 million in Fiscal 2023, increase in advertisement and business promotion from ₹ 612.10 million in Fiscal 2022 to ₹ 959.09 million in Fiscal 2023, increase in contract labour charges from ₹ 274.00 million in Fiscal 2022 to ₹ 363.95 million in Fiscal 2023, increase in professional and consultancy charges from ₹ 80.91 million in Fiscal 2022 to ₹ 130.06 million in Fiscal 2023. The aforesaid expenses increased primarily on account of increase in business volume.

Depreciation and amortisation expense

Depreciation and amortisation expense increased by 96.60% from ₹ 240.45 million in Fiscal 2022 to ₹ 472.74 million in Fiscal 2023, primarily due to increase in depreciation on property, plant and equipment from ₹ 101.45 million in Fiscal 2022 to ₹ 238.41 million in Fiscal 2023 on account of capital expenditure to increase the manufacturing capacity and an increase in depreciation on right of use assets from ₹ 136.02 million in Fiscal 2022 to ₹ 228.50 million in Fiscal 2023 primarily on account of increase in COCO – Regular Stores.

Loss before tax

For the reasons discussed above, loss before tax was ₹ (1,065.20) million in Fiscal 2022 and ₹ (1,456.83) million in Fiscal 2023.

Tax expense

Our tax expense was nil in Fiscal 2023 and 2022 as we incurred losses in both the Fiscals.

Loss for the year

Our loss for the year was ₹ (1,065.20) million in Fiscal 2022 compared to ₹ (1,456.83) million in Fiscal 2023.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations primarily through funds generated from our operations and, at times, through working capital loans.

CASH FLOWS

The following table sets forth our cash flows and cash and cash equivalents for the period / years indicated:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(₹ millions)			
Net cash generated from/ (used in) operating activities (A)	64.90	805.93	(204.63)	(1,475.94)
Net cash generated from / (used in) investing activities (B)	467.64	(1,472.39)	(2,011.81)	(502.13)
Net cash (used in) / generated from financing activities (C)	(484.32)	87.48	2,746.03	1,902.09
Net increase/(decrease) in cash and cash equivalents (A+B+C)	48.22	(578.98)	529.59	(75.98)
Cash and cash equivalents at the beginning of the period/year	36.26	615.24	85.65	161.63

Cash and cash equivalents at the end of the period/year	84.48	36.26	615.24	85.65

Operating activities

Nine months period ended December 31, 2024

Net cash generated from operating activities was ₹ 64.90 million in the nine months period ended December 31, 2024. Loss before tax was ₹ (88.09) million, which was adjusted primarily for Depreciation and amortisation expense of ₹ 664.59 million, Finance costs of ₹ 187.51 million, interest income on financial assets carried at amortised cost of ₹ (149.66) million, profit on sale of investments, net of ₹ (53.77) million, share based payment expense of ₹ 117.00 million and Gain on termination of leases, net of ₹ (16.15) million.

Change in operating assets and liabilities in nine months period ended December 31, 2024 is primarily consisted of trade receivables of ₹ (77.60) million, inventories of ₹ (619.51) million, trade payables of ₹ 138.31 million, other financial assets of ₹ (241.67) million and other current liabilities of ₹ 110.32 million.

Fiscal 2024

Net cash generated from operating activities was ₹ 805.93 million in the Fiscal 2024. Loss before tax was ₹ (150.53) million, which was adjusted primarily for Depreciation and amortisation expense of ₹ 638.89 million, Finance costs of ₹ 170.13 million, share based payment expense of ₹ 130.20 million, Change in fair value of financial instruments at fair value through profit or loss (FVTPL) of ₹ (36.25) million, Interest income on financial assets carried at amortised cost of ₹ (193.79) million, Profit on sale of investments, net of ₹ (43.82) million and Gain on termination of leases, net of ₹ (21.73) million.

Change in operating assets and liabilities in Fiscal 2024 is primarily consisted of trade receivables of ₹ (112.59) million, inventories of ₹ (150.98) million, trade payables of ₹ 350.62 million, other financial assets of ₹ (62.57) million and other current assets of ₹ 211.29 million.

Fiscal 2023

Net cash used in operating activities was ₹ (204.63) million in the Fiscal 2023. Loss before tax was ₹ (1,456.83) million, which was adjusted primarily for Depreciation and amortisation expense of ₹ 472.74 million, Finance costs of ₹ 126.57 million, Share based payment expense of ₹ 71.90 million, interest income on financial assets carried at amortised cost of ₹ (33.10) million and Profit on sale of investments, net of ₹ (12.20) million.

Change in operating assets and liabilities in Fiscal 2023 is primarily consisted of trade receivables of ₹ (31.70) million, inventories of ₹ 214.35 million, trade payables of ₹ 270.50 million, provisions of ₹ 27.55 million and other current liabilities of ₹ 89.60 million.

Fiscal 2022

Net cash used in operating activities was ₹ (1,475.94) million in the Fiscal 2022. Loss before tax was ₹ (1,065.20) million, which was adjusted primarily for interest income on financial assets carried at amortised cost of ₹ (16.01) million and Profit on sale of investments, net of ₹ (10.76) million. This was primarily offset by Share based payment expense of ₹ 52.00 million, Finance costs of ₹ 75.53 million, Depreciation and Amortisation expense of ₹ 240.45 million.

Change in operating assets and liabilities in Fiscal 2022 is primarily consisted of trade receivables of ₹ (46.10) million, inventories of ₹ (608.23) million, trade payables of ₹ 242.77 million, other financial assets of ₹ (61.60) million and other current assets of ₹ (294.26) million.

Investing activities

Nine months period ended December 31, 2024

Net cash generated from investing activities was ₹ 467.64 million in nine months period ended December 31, 2024 primarily due to acquisition of property, plant and equipment and intangible assets of ₹ (332.95) million, purchase of mutual fund units of ₹ (3,045.00) million, proceeds from sale of mutual fund units of ₹ 3,835.30 million, investment in fixed deposits of ₹ (1,866.85) million and proceeds from fixed deposits of ₹ 1,732.70 million.

Fiscal 2024

Net cash used in investing activities was ₹ (1,472.39) million in Fiscal 2024 primarily due to acquisition of property, plant and equipment and intangible assets of ₹ (290.84) million, purchase of mutual fund units of ₹ (4,678.01) million, proceeds from sale of mutual fund units of ₹ 3,688.91 million, investment in fixed deposits of ₹ (2,262.89) million and proceeds from fixed deposits of ₹ 1,961.59 million.

Fiscal 2023

Net cash used in investing activities was ₹ (2,011.81) million in Fiscal 2023 primarily due to acquisition of property, plant and equipment and intangible assets of ₹ (399.90) million, purchase of mutual fund units of ₹ (953.10) million, proceeds from sale of mutual fund units of ₹ 1,303.22 million, investment in fixed deposits of ₹ (3,390.88) million and proceeds from fixed deposits of ₹ 1,399.85 million.

Fiscal 2022

Net cash used in investing activities was ₹ (502.13) million in Fiscal 2022 primarily due to acquisition of property, plant and equipment and intangible assets of ₹ (940.00) million, purchase of mutual fund units of ₹ (2,110.00) million, proceeds from sale of mutual fund units of ₹ 1,870.90 million, investment in fixed deposits of ₹ (896.89) million and proceeds from fixed deposits of ₹ 1,554.13 million.

Financing activities

Nine months period ended December 31, 2024

Net cash used in financing activities was ₹ (484.32) million in nine months period ended December 31, 2024 primarily due to payment of principal portion of lease liabilities of ₹ (264.08) million and payment of interest portion of lease liabilities of ₹ (182.83) million

Fiscal 2024

Net cash generated from financing activities was ₹ 87.48 million in Fiscal 2024 primarily due to proceeds from issue of CCCPS of ₹ 421.42 million, proceeds from current borrowings, net of ₹ 73.61 million, payment of principal portion of lease liabilities of ₹ (228.11) million, and payment of interest portion of lease liabilities of ₹ (161.39) million.

Fiscal 2023

Net cash generated from financing activities was ₹ 2,746.03 million in Fiscal 2023 primarily due to Proceeds from issue of CCCPS of ₹ 3,161.78 million, share issue expenses of ₹ (70.51) million, payment on cancellation of employee stock options of ₹ (68.40) million, payment of principal portion of lease liabilities of ₹ (150.58) million, and payment of interest portion of lease liabilities of ₹ (124.77) million.

Fiscal 2022

Net cash generated from financing activities was ₹ 1,902.09 million in Fiscal 2022 primarily due to Proceeds from issue of CCCPS of ₹ 2,029.98 million, payment of principal portion of lease liabilities of ₹ (50.06) million, and payment of interest portion of lease liabilities of ₹ (74.90) million.

INDEBTEDNESS

As at December 31, 2024, the borrowings of our Company were ₹ 40.24 million. The interest rate in respect of the borrowing facilities availed by our Company is typically the base rate of a specified lender and the spread per annum. The tenor of working capital demand loan facilities availed by the Company is typically for a period of 12 months. The duration of the bank guarantee facility availed by the Company extends from 12 months to 24 months. For further details, see "*Financial Indebtedness*" on page 364.

MATURITY PROFILE OF OUR FINANCIAL LIABILITIES

The table below summarises the maturity profile of our financial liabilities at as December 31, 2024. The amounts are based on contractual undiscounted payments.

Particulars	Carrying Amount	Total	0-1 year	1-2 years	2-5 years	More than 5 years
Borrowings	40.24	43.91	43.91	-	-	-
Lease liabilities	2,650.46	3,392.71	709.05	725.83	1,777.22	180.61

Trade payables	1,586.71	1,586.71	1,586.71	-	-	-
Other financial liabilities	154.44	154.44	154.44	-	-	-
	4,431.85	**5,177.77**	**2,494.11**	**725.83**	**1,777.22**	**180.61**

CONTINGENT LIABILITIES

The table below sets forth our contingent liabilities disclosed as per Ind AS 37 for the period indicated.

Particulars	Amount (₹ million)
Claims against the Company, not acknowledged as debt	9.24
Total	**9.24**

For further information relating to our contingent liabilities, see "*Restated Financial Information – Note 41 – Contingent liabilities and capital commitments*" on page 312.

COMMITMENTS

The table below sets forth our capital commitments disclosed as per Ind AS 37 for the period indicated.

Particulars	Amount (₹ million)
Estimated amount of contracts remaining to be executed on capital contracts	12.06

For further information relating to our contingent liabilities, see "*Restated Financial Information – Note 41 – Contingent liabilities and capital commitments*" on page 312.

CAPITAL EXPENDITURES

Below are the additions to the property, plant and equipment during the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Leasehold improvements	139.74	73.82	64.97	44.70
Plant & machinery	58.77	246.76	605.07	568.81
Office equipment	70.43	41.52	28.24	9.08
Computers	11.27	15.93	25.20	37.87
Furniture & fixtures	39.36	5.25	33.04	10.94
Vehicles	-	-	-	-
Total	**319.57**	**383.28**	**756.52**	**671.40**

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. For further details, see "*Restated Financial Information – Note 40 – Related Party Disclosure*" on page 312.

CHANGES IN ACCOUNTING POLICIES

Except as disclosed below, there have been no changes in our accounting policies in the nine months period ended December 31, 2024 and the last three Fiscals:

The financial statements for all periods up to including the year ended March 31, 2022 were prepared in accordance with the Companies (Accounting Standard) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act

('Indian GAAP'). The financial statements for the year ended March 31, 2023, were the first set of financial statements prepared in accordance with Ind AS 101 - First time adoption of Indian Accounting Standards ('Ind AS'). The date of transition was April 01, 2021.

For the purpose of preparation of the Ind AS balance sheet as at April 01, 2021 and its presenting the comparative information for the year ended March 31, 2022, the Company has adjusted amounts reported previously in financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our Company is exposed to various financial risks majorly credit risk, liquidity risk, interest rate risk and market risk.

Credit Risk

(i) Trade receivables

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Our credit risk with regards to receivables is reduced by our business model which allows it to have immediate cash collection. We predominantly deal with market places and online payment partners and these are short term and carry very low credit risk at the reporting date. Our Company does not have significant risk exposure to any single counter party.

We review trade receivables on periodic basis and takes necessary mitigations, wherever required. We recognise loss allowance for expected credit losses on trade receivables measured at amortised cost.

(ii) Financial instruments and cash deposits

Credit risk from balances with banks is managed by our treasury team. Investments of surplus funds are made primarily in mutual fund units and fixed deposits. Basis the assessment, we have not identified any expected credit loss on the financial instruments and cash deposits. With respect to other financial assets including security deposits and advance to employees, we have not identified any default in recovery of amounts basis the assessment of credit risk. Hence, we have no significant class of financial assets that is past due but not impaired.

Liquidity Risk

Liquidity risk is the risk of being unable to meet the payment obligations resulting from financial liabilities which may arise from unavailability of funds. Our financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We believe that cash and cash equivalents, other bank balances, bank deposits and current investments are sufficient to meet its current requirements, accordingly, no liquidity risk is perceived. We regularly monitor the rolling forecasts to ensure we have sufficient cash on an on-going basis to meet operational needs. Any short-term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits with appropriate maturities and in mutual funds to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

(i) Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The functional currency of our Company is Indian Rupees and our revenue is generated predominantly from operations in India. We do not enter into any derivative instruments for trading or speculative purposes.

(ii) Price risk

We invest surplus funds in liquid mutual funds. We are exposed to market price risk arising from uncertainties about future values of the investment. We manage the equity price risk through investing surplus funds on liquid mutual funds on short term basis.

(iii) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECT OR ARE LIKELY TO AFFECT INCOME FROM CONTINUING OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in "*– Significant Factors Affecting our Financial Condition and Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 333 and 33, respectively.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*– Significant Factors Affecting our Financial Condition and Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 333 and 33, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "*Risk Factors*", "*Our Business*" on pages 33 and 172, and this section respectively, to our knowledge, there are no known factors that might affect the future relationship between costs and revenues.

COMPETITIVE CONDITIONS

We operate in a competitive environment. See "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 172, 139 and 33, respectively, for further details on competitive conditions that we face.

SEASONALITY/ CYCLICALITY OF BUSINESS

See "*Risk Factors – Sales of our products are affected by seasonality, particularly during the festive season during which our sales are comparatively higher, which could result in fluctuations in our operating results.*" on page 42.

SIGNIFICANT DEVELOPMENTS AFTER DECEMBER 31, 2024 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed below, to our knowledge no circumstances have arisen since December 31, 2024, that could materially and adversely affect or are likely to affect, our operations, trading or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months:

(a) The Board of Directors of our Company in its meeting held on May 5, 2025 and Shareholders of the Company in the extraordinary general meeting held on May 5, 2025 approved the rights issue of Equity Shares. Subsequently, the Board of Directors of our Company in its meeting held on May 13, 2025, approved the allotment of 2,603,745 Equity Shares pursuant to the rights issue.

(b) The Board of Directors of our Company in its meeting held on May 13, 2025 and Shareholders of the Company in the extraordinary general meeting held on May 13, 2025 approved the issuance of bonus Equity Shares in the ratio of 11:1 (11 equity shares for every one equity share held). Subsequently, the Board of Directors of our Company in its meeting held on May 14, 2025 approved the allotment of 144,399,706 Equity Shares pursuant to the bonus issue.

(c) The Board of our Company, in its meeting held on May 13, 2025, and the Shareholders of our Company in the extraordinary general meeting held on May 13, 2025, approved the change in conversion ratios to account for bonus issue for the following CCCPS:

i) Series A CCCPS: 11.9964 equity shares for every 1 Series A CCCPS held.
ii) Series B CCCPS: 13.0044 equity shares for every 1 Series B CCCPS held.
iii) Series C CCCPS: 15.6648 equity shares for every 1 Series C CCCPS held.
iv) Series D CCCPS: 12 equity shares for every 1 Series D CCCPS held.
v) Series D1 CCCPS: 12 equity shares for every 1 Series D1 CCCPS held.

FINANCIAL INDEBTEDNESS

Our Company has availed loans in the ordinary course of business for purposes such as, *inter alia*, meeting our working capital requirements and general corporate requirements.

Our Board is empowered to borrow, in accordance with Section 179 and Section 180 of the Companies Act and our Articles of Association. For further details of the borrowing powers of our Board, see "*Our Management - Borrowing powers*" on page 236.

As of April 30, 2025, our outstanding borrowings aggregated to ₹726.97 million.

The following table set forth the details of the aggregate outstanding borrowings of our Company as on April 30, 2025:

(in ₹ million)

Nature of borrowing	Sanctioned amount*#	Outstanding amount*#
Secured		
- Bank guarantee(1)	150	-
- Letter of credit(2)	1,797	726.97
-Pre-settlement risk limit	50	-
- Cash credit(3)	230	-
- Loan against security	500	-
- Import/Buyer facility – import documentary credit facility(4)	400	-
-Import/Buyer facility – import documentary credit facility (domestic)		
-Overdraft		
-Guarantee/bonds facility(5)		
Total	**3,127.00**	**726.97**

** As certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of their certificate dated June 26, 2025.*
 # Amount sanctioned included amount sanctioned for fund and non-fund based facilities.
(1) The main limit of bank guarantee from HDFC Bank Limited includes a sublimit-letter of credit facility.
(2) The main limit of letter of credit from:
(a) Axis Bank Limited includes the following sublimit facilities: (i) bank guarantee; (ii) capex letter of credit; (iii) cash credit and (iv) working capital demand loan.
(b) ICICI Bank Limited includes the following sublimit facilities: (i) letter of credit; and (ii) bank guarantee (financial and performance).
(c) Yes Bank Limited (nature of borrowing: sight letter of credit) includes the following sublimit facilities: (i) overdraft against fixed deposit.
(3) The main limit of cash credit from:
(a) ICICI Bank Limited includes the following sublimit facilities (i) working capital demand loan.
(b) HDFC Bank Limited includes a sublimit of letter of credit facility.
(4) The main limit of import/buyer facility - import documentary credit facility from the Hongkong and Shanghai Banking Corporation Limited includes the following sublimit facilities: (i) Import/Buyer facility – Pre shipment buyer loan- Domestic purchase finance (Nostro) (ii) Import/Buyer facility - Post shipment buyer loan - Domestic purchase finance (Nostro); and (iii) Import/Buyer facility - Post shipment buyer loan- loan against import.
(5) The main limit of guarantee/bonds facility from the Hongkong and Shanghai Banking Corporation Limited includes the following sublimit facilities: (i) Guarantee / Bonds facility -12 months (non-financial/ performance close ended); and (ii) Guarantee / Bonds facility-12 months (non-financial/ performance- tenor of 3 years).

Principal terms of the subsisting borrowings availed by our Company:

1. ***Purpose:*** Our Company has availed borrowing facilities *inter alia* including cash credit, working capital demand loans, bank guarantees, and overdraft against fixed deposit.

2. ***Interest:*** The interest rate in respect of the borrowing facilities availed by our Company is typically the base rate of a specified lender and the spread per annum. The spread varies among different loans. In respect of the working capital demand loans, the interest rate ranges from 9% to 9.85%. In respect of the overdraft facilities availed by our Company, the interest rate is FD rate + 0.50% and GTB (benchmark)+250 bps. Further a commission fee that ranges from 0.50% to 1.00% is applicable on the bank guarantee facility availed by our Company.

3. ***Tenor:*** The tenor of working capital demand loan facilities availed by our Company is typically for a period of 12 months. The duration of the bank guarantee facility availed by our Company extends from 12 months to 24 months.

4. ***Security:*** In terms of the borrowings by our Company, where security needs to be created, security is created *inter-alia* by a first charge pari passu by way of hypothecation, on both present and future current assets of our Company, fixed deposits for bank guarantee margin pari pasu on current assets, pari passu second charge over 25% of the Company's stocks.

5. ***Pre-payment:*** Our Company has the option to prepay the lenders in case of certain facilities, subject to payment of prepayment charges at such rate as may be stipulated by the lenders which typically ranges from 2.00% to 4.00% of the prepaid amount.

6. ***Re-payment***: Our Company is required to repay our borrowings on the maturity date or on such dates and/ or in such instalments as stipulated in the relevant loan documents. Certain of our loans are repayable on demand.

7. ***Events of Default:*** Borrowing arrangements entered into by our Company contain standard events of default, including among others:

   a) Failure or inability to pay the amounts in respect of the facilities availed by our Company on due dates;

   b) Changes in the management, control, constitution or shareholding of our Company without the prior permission of the lender;

   c) Any notice in relation to actual or threatened liquidation, dissolution, bankruptcy or insolvency of our Company;

   d) Cessation or change in business;

   e) Cross defaults across other borrowings of our Company; and

   f) Any other event or circumstance that has a material adverse effect on the lender.

   This is an indicative list and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by our Company.

8. ***Consequences of occurrence of events of default:*** In terms of our Company's facility agreements and sanction letters, the following, among others, are the consequences of occurrence of events of default, whereby the lenders may:

   a) Termination of either whole or part of the facility;

   b) Declare any or all amounts under the facility, either whole or in part, as immediately due and payable to the lender;

   c) Recover entire dues payable;

   d) Enforce security;

   e) Cancel the undrawn commitment of the facility; or

   f) Exercise such remedies as may be permitted or available to the lenders under law, including RBI guidelines.

9. ***Restrictive Covenants:*** The loans availed by our Company contain certain restrictive covenants, which require prior written consent of the lender, or prior intimation to be made to the lender for certain specified events or corporate actions, including:

   a) Change in the ownership, management or control of our Company;

   b) Change in the nature of our business;

   c) Enter into any scheme of merger, de-merger, consolidation amalgamation etc.;

   d) Dilution in the shareholding of our Promoters; and

   e) Change in the constitutional documents.

This is an indicative list and there may be additional terms that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by us, and the same may lead to consequences other than those stated above.

For the purpose of the Offer, our Company has made the required intimations and obtained necessary consents from our lenders under the relevant loan documents for undertaking activities relating to the Offer and consequent actions, *inter alia* including, change in the capital structure, changes in composition of the Board and amendments to the Articles of Association and Memorandum of Association, of our Company.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, as on the date of this Draft Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including any notices received for such criminal proceedings and matters which are at FIR stage or police compliant has been made even if no cognizance has been taken by any court) involving our Company, the Promoters, and its Directors (together, the "**Relevant Parties**") and the Key Managerial Personnel and Senior Management; (ii) all outstanding actions (including all disciplinary actions, penalties and show cause notices and any findings/ observations or warning letters of any of the inspections by SEBI or any other regulatory authority and all penalties) by regulatory authorities and statutory authorities (including any judicial, quasi-judicial, administrative authorities or enforcement authorities) against the Relevant Parties, Key Managerial Personnel and Senior Management; (iii) all outstanding claims related to direct and indirect tax matters in a consolidated manner; giving the number of cases and total amount, involving the Relevant Parties; and (iv) litigations (including civil and arbitration proceedings) would be considered 'material' if: (i) aggregate monetary amount of claim/dispute amount/liability involved whether by or against the Relevant Parties in any such pending litigation is in excess of the lower of the following (a) 2% of the net worth of our Company as per the latest annual Restated Financial Information, except in case the arithmetic value of the net worth is negative or, (b) 2% of turnover of our Company as per the latest annual Restated Financial Information or (c) 5% of the average of absolute value of profit or loss after tax of our Company for the preceding three financial years as per the Restated Financial Information ("**Materiality Threshold**"). In the event any tax matter involves an amount exceeding the Materiality Threshold, individual disclosures of such tax claims will be included. There are no disciplinary actions including penalties imposed by the SEBI or Stock Exchanges against our Promoters in the last five Financial Years, including any outstanding action. Further, there are no findings/ observations of any of the inspections by SEBI or any other regulator involving our Company which are material, and which need to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the offer document. Since our Company does not have any Group Company, in terms of the Materiality Policy, the requirement to disclose pending litigation involving our Group Company, which would be considered to have a 'material impact', on our Company is not applicable.*

For the purpose of disclosure of pending material litigation in (iv) above, our Board in its meeting held on June 25, 2025 has considered and adopted the Materiality Policy, in terms of which, any outstanding litigation where the aggregate monetary amount of claim/ dispute amount/ liability involved which exceeds ₹44.54 million, being the amount equivalent to 5% of the average of absolute value of the profit/loss after tax of our Company for the preceding three financial years as per the Restated Financial Information, would be considered 'material'. Further, (a) all outstanding pending civil litigation/ arbitration proceedings involving the Relevant Parties wherein the monetary liability involved is not quantifiable or which does not exceed the Materiality Threshold or any other outstanding litigation/ arbitration proceedings, have been considered 'material' only in the event that the outcome of such litigation has a material bearing on the business, operations, performance, prospects, cash flows, financial position or reputation of our Company; and (b) all outstanding pending civil litigations/arbitration proceedings involving the Relevant Parties where the decision in such a proceeding is likely to affect the decision in similar proceedings, even though the amount involved in any individual proceeding may not exceed the Materiality Threshold have been considered 'material'.

For the purposes of this section, pre-litigation notices received or sent by any of the Relevant Parties, Key Managerial Personnel and Senior Management from/ to third parties (excluding those notices issued by statutory/ regulatory/ governmental/ taxation authorities and notices threatening any criminal action, as applicable), shall not be considered as litigation until such time that the Relevant Parties, Key Managerial Personnel and Senior Management are not impleaded as a party in the litigation proceedings before any judicial/ quasi-judicial or arbitral forum, unless otherwise decided by our Board.

For the purpose of disclosure of outstanding dues to creditors, our Board in its meeting held on June 25, 2025 has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, outstanding dues to any creditor (on the basis of trade payables) of our Company having a monetary value which exceeds 5% of the total trade payables of our Company as of December 31, 2024 shall be considered as 'material'. Accordingly, as on December 31, 2024, the total trade payables of our Company was ₹1,586.71 million and any outstanding dues exceeding ₹79.34 million have been considered as material outstanding dues for the purposes of identification of material creditors and related information in this section. Further, for outstanding dues to MSMEs, the disclosure is based on information available with our Company regarding status of the creditors under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, read with the rules and notifications thereunder.

All terms defined in a particular litigation disclosure below correspond to that particular litigation only.

Litigation involving our Company

Litigation against our Company

Criminal Litigation

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigations against our Company.

Material Civil Litigation

As of the date of this Draft Red Herring Prospectus, there are no material outstanding civil litigations against our Company.

Actions taken by Regulatory or Statutory Authorities

As of the date of this Draft Red Herring Prospectus, there are no actions taken by the regulatory or statutory authorities against our Company.

Litigation by our Company

Criminal Litigation

1. Our Company filed a first information report dated December 3, 2021 ("**FIR**") against certain former employees of our Company namely, Shoumik Roy, Koushik Das, Sudipta Paul, Ronak Pati and Shahrukh Khan (collectively, "**Former Employees**") before the Sankrail Police Station, West Bengal (the "**Police Station**"). Our Company alleged violations of Section 407 of the IPC in relation to certain activities undertaken by the Former Employees during their tenure with our Company, including committing theft of articles from the inventory of our Company and criminal breach of trust. Thereafter, while the investigation in the FIR filed by our Company was pending with the Police Station, certain of the Former Employees filed an application under Section 482 of the Code of Criminal Procedure, 1973 for quashing of the proceedings against them with the High Court of Calcutta ("**High Court**") on February 17, 2022. In their application to the High Court, the Former Employees alleged inter alia that they are innocent and have been falsely entangled in the case and that the investigating authorities had failed to establish a prima facie case. The High Court vide its orders dated February 23, 2022, and February 9, 2024, has ordered that the investigating agency not file the final report regarding this complaint without the leave of the High Court. The matter is currently pending.

2. Our Company filed a first information report dated January 28, 2025 ("**FIR**") before the Kankarbagh police station, Patna, Bihar, against one of the employees of our Company, Subodh Kumar ("**the Employee**") who was working in our COCO – Regular Store in Patna, Bihar. Our Company has alleged violations of Section 318(4) and 316(2) of the BNS due to fabrication of certain bills issued to our Company which is worth ₹ 0.41 million, thereby leading to misappropriation and cheating against our Company. The Employee undertook to our Company, to return the full amount, but returned only ₹ 0.03 million and is still in default of ₹ 0.38 million. The matter is currently pending.

Material Civil Litigation

As of the date of this Draft Red Herring Prospectus, there are no material outstanding civil litigations by our Company.

Litigation involving our Promoters

Litigations against our Promoters

Criminal Litigation

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigation against our Promoters.

Material Civil Litigation

As of the date of this Draft Red Herring Prospectus, there are no material outstanding civil litigations against our Promoters.

Actions taken by Regulatory or Statutory Authorities

As of the date of this Draft Red Herring Prospectus, there are no pending actions by regulatory and statutory authorities against our Promoters.

Disciplinary action

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five financial years including outstanding actions.

Litigations by our Promoters

Criminal Litigation

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigation instituted by our Promoters.

Material Civil Litigation

As of the date of this Draft Red Herring Prospectus, there are no material outstanding civil litigations instituted by our Promoters.

Litigation involving our Directors

Litigations against our Directors

Criminal Litigation

Sakshi Vijay Chopra

1. A criminal complaint was filed by Global Adsorbents Private Limited against B9 Beverages Limited ("**B9 Beverages**") and other persons, including Sakshi Vijay Chopra, one of our Company's Non-Executive Nominee Directors, before the Metropolitan Magistrate Court, Calcutta on May 17, 2024. Sakshi Vijay Chopra is an erstwhile director of B9 Beverages. The complaint has been filed under Sections 420, 406 and 422 of the IPC. The matter is currently pending.

2. A case under Section 138 of the Negotiable Instruments Act, 1881 has been filed by Casa2 Stays Private Limited against B9 Beverages Limited ("**B9 Beverages**") and other persons, including Sakshi Vijay Chopra, one of our Company's Non-Executive Nominee Directors, before the Chief judicial Magistrate, Gurugram on May 3, 2024. Sakshi Vijay Chopra is an erstwhile director of B9 Beverages. The matter is currently pending.

3. A case under section 138 of the Negotiable Instruments Act, 1881 has been filed by M/s Venkatalakshmi Agro Foods (represented by its partner K. Ramachandra Rao R/o Hulkihal Camp) against B9 Beverages Limited ("**B9 Beverages**") and other persons, including Sakshi Vijay Chopra, one of our Company's Non-Executive Nominee Directors, before the Principal Civil Judge and Judicial Magistrate First Class, Gangawati on October 16, 2024. Sakshi Vijay Chopra is an erstwhile director of B9 Beverages. The matter is currently pending.

4. A case under section 138 of the Negotiable Instruments Act, 1881 has been filed by Ashwini Logistics Solutions Private Limited against B9 Beverages Limited ("**B9 Beverages**") and other persons, including Sakshi Vijay Chopra, one of our Company's Non-Executive Nominee Directors, before the Civil and Criminal Court, Belapur on May 27, 2024. Sakshi Vijay Chopra is an erstwhile director of B9 Beverages. The matter is currently pending.

5. A case under section 138 of the Negotiable Instruments Act, 1881 has been filed by Royal Challengers Sports Private Limited against B9 Beverages Limited ("**B9 Beverages**") and other persons, including Sakshi Vijay Chopra, one of our Company's Non-Executive Nominee Directors, before Additional Chief Metropolitan Magistrate, Mayo Hall, Bengaluru on January 23, 2024. Sakshi Vijay Chopra is an erstwhile director of B9 Beverages. The matter is currently pending.

Mukul Arora

6. Saisha Hospitality Private Limited, through its directors (collectively the "**Complainants**") filed an application seeking registration of a FIR under sections 379, 406, 419, 420, 448, 467, 468, and 120-B of the Indian Penal Code, 1860 against Bundle Technologies Private Limited (now Swiggy Limited) and its directors including Mr. Mukul Arora (collectively the "**Respondent**"), before the Judicial Magistrate First Class, Gurugram. The Complainants and Nitin Sharma, senior area sales manager of Bundle Technologies Private Limited (now Swiggy Limited) entered into a kitchen lease agreement dated April 24, 2019 for the purpose of leasing the premises to the Complainants for commercial use. The Complainants have alleged that the Respondents have fraudulently sub-let the Complainant's equipment and fixtures to PYT Kitchens and entered into a separate lease agreement with PYT Kitchens without terminating the Kitchen Lease Agreement dated April 24, 2019. The application was dismissed, and the Complainants have filed a revision petition dated March 10, 2023 before the Hon'ble Court of the Additional Sessions Judge, Gurugram. As on date, Mr. Mukul Arora is not a director on the board of Swiggy Limited. The matter is still pending.

Material Civil Litigation

As of the date of this Draft Red Herring Prospectus, there are no material outstanding civil litigations against our Directors.

Actions taken by Regulatory or Statutory Authorities

As of the date of this Draft Red Herring Prospectus, there are no pending actions by regulatory and statutory authorities against our Directors.

Litigations by our Directors

Criminal Litigation

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigation instituted by our Directors.

Material Civil Litigation

Alok Chandra Misra

1. Alok Chandra Misra, a Non-Executive Independent Director on our Board, and his wife, Anjana Sood ("**Complainants**"), filed a complaint dated February 3, 2021, bearing number CMP/UR/210203/000756 against Marvel Omega Builders Private Limited ("**Marvel**") before the Karnataka Real Estate Regulatory Authority, Bangalore ("**Authority**") seeking payment of the principal and delay penalty charges (as per the Real Estate (Regulatory and Development) Act, 2016) amounting to approximately ₹ 99.00 million from Marvel, in relation to the purchase of a flat by the Complainants from Marvel, whose original possession date was in March 2017, and which was not duly handed over to the Complainants. The matter is pending before the Authority. On December 27, 2022, a company petition to initiate a corporate insolvency resolution process ("**CIRP**") was filed against Marvel by Catalyst Trusteeship Limited and Ors. under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("**Code**") before the National Company Law Tribunal, Mumbai ("**NCLT**"). The NCLT admitted this petition on September 6, 2024, and appointed an interim resolution professional ("**IRP**") for initiating the CIRP against Marvel. Thereafter, the Complainants have filed their complaint, before the IRP, through their email dated September 27, 2024. Pursuant to this, one of the suspended directors of Marvel filed an appeal ("**Appeal**") dated September 11, 2024 before the National Company Law Appellate Tribunal ("**NCLAT**"), seeking relief. The Complainants, in return, filed an application dated December 24, 2024 for seeking an intervention in the Appeal which was disposed by the NCLAT on December 23, 2024 ("**Order**"). Pursuant to the Order, NCLAT directed all stakeholders dispute to file their objections before the NCLT. Accordingly, on January 6, 2025, Marvel with the IRP filed an application under Section 12A of the Code ("**Application**") for withdrawal of the CIRP initiation application and thereafter, the Complainants have filed a petition on January 14, 2025 before the NCLT seeking an intervention in the Application. The matter is currently pending.

<u>Litigation involving our Key Managerial Personnel and Senior Management</u>

Litigations against our Key Managerial Personnel and Senior Management

Criminal Litigation

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigation against our Key Managerial Personnel and Senior Management.

Actions taken by Regulatory or Statutory Authorities

As of the date of this Draft Red Herring Prospectus, there are no pending actions by regulatory and statutory authorities against our Key Managerial Personnel and Senior Management.

Litigations by our Key Managerial Personnel and Senior Management

Criminal Litigation

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigation instituted by our Key Managerial Personnel and Senior Management.

<u>Claims related to direct and indirect taxes</u>

Except as disclosed below, there are no claims related to direct and indirect taxes, involving the Relevant Parties:

Nature of case	Number of cases	Amount involved (in ₹ million)(1)
Company		
Direct tax	4	1.38
Indirect tax	15	95.83
Directors		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Promoters		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil

(1) To the extent ascertainable and quantifiable

Description of tax matters exceeding the Materiality Threshold

Material tax litigation involving our Company

As of the date of this Draft Red Herring Prospectus, there are no material outstanding tax litigations involving our Company.

Outstanding dues to creditors

In terms of the Materiality Policy, creditors of our Company to whom an amount exceeding 5% of our total trade payables as of December 31, 2024 based on the Restated Financial Information of our Company was outstanding, were considered 'material' creditors. Our total trade payables as of December 31, 2024, was ₹1,586.71 million and accordingly, creditors to whom outstanding dues as of December 31, 2024, exceed ₹79.34 million have been considered as material creditors for the purposes of disclosure in this Draft Red Herring Prospectus. Details of outstanding dues towards our material creditors are available on the website of our Company at www.wakefit.co/investor-relations.

Based on the Materiality Policy, details of outstanding dues owed as of December 31, 2024 by our Company are set out below:

Type of creditors	Number of Creditors	Amount (in ₹ million)
Dues to Micro, Small and Medium Enterprises*	258	205.37
Dues to material creditor(s)	1	105.49
Dues to other creditors#^	492	1,275.85
Total	**751**	**1,586.71**

**As defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*
 # Includes provision to the extent of ₹ 421.26 million.
^ Excluded balance of ₹ 105.49 million payable to other creditors included in "Dues to material creditor(s)".

Material Developments

Except as disclosed in, "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 333, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months

GOVERNMENT AND OTHER APPROVALS

Our Company requires various approvals, licenses, registrations, and permits issued by relevant governmental and regulatory authorities of the respective jurisdictions under various rules and regulations to carry out our present business activities and to undertake the Offer. Set out below is an indicative list of all material approvals, licenses, registrations, and permits obtained by our Company, which are material and necessary for undertaking our business, and except as mentioned below, no further material approvals are required to be obtained by the Company to carry on our present business activities. Certain of our key approvals, licenses, registrations, and permits may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted in accordance with applicable requirements and procedures, as necessary. The Material Approvals disclosed in this section have been and may be applied for renewal or amendment to relevant authorities, on account of change in the name of our Company or changes to location of our Registered and Corporate Office, manufacturing facilities, warehouses and COCO – Regular Stores from time to time. For details, in connection with the applicable regulatory and legal framework within which we operate, see "Risk Factors" and "Key Regulations and Policies" on pages 33 and 217, respectively.

Further, for details of risk associated with not obtaining or delay in obtaining the requisite approvals, please see section titled "Risk Factors – Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, may adversely affect our business, financial condition, results of operations and cash flows." on page 44. For incorporation details of our Company, see "History and Certain Corporate Matters - Brief history of our Company" on page 224.

Incorporation details

(a) Certificate of incorporation dated March 1, 2016, issued to our Company, under the name '*Wakefit Innovations Private Limited*' by the RoC.

(b) Fresh certificate of incorporation dated June 16, 2025, issued by the RoC to our Company, consequent upon change of name of our Company from '*Wakefit Innovations Private Limited*' to '*Wakefit Innovations Limited*'.

(c) The CIN of our Company is U52590KA2016PLC086582.

I. Approvals in relation to the Offer

For details regarding the approvals and authorizations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures - Authority for the Offer*" and "*The Offer*" on pages 376 and 67, respectively.

Material approvals in relation to the business operations

(i) Approvals in relation to business

(a) Certificate of importer-exporter code dated January 11, 2023, bearing IEC number AABCW7791A issued to our Company by the Office of Additional Director General of Foreign Trade, Bengaluru, Department of Commerce, Ministry of Commerce and Industry, Government of India.

(b) The LEI code number 335800X2IHWDTFOHFV33 granted by the Legal Entity Identifier India Limited.

(c) Registration as manufacturer/ packer issued by the Department of Consumer Affairs, Ministry of Consumer Affairs, Food and Public Distribution under the Legal Metrology Act, 2009 and the Legal Metrology (Packaged Commodities), Rules, 2011 for five manufacturing facilities.

(ii) Tax related approvals

(a) The permanent account number of our Company is AABCW7791A.

(b) The tax deduction account number of our Company is BLRW01836C.

Our Company has obtained professional tax registrations for certain jurisdictions where their business operations are located, and relevant goods and services tax identification numbers under the applicable provisions of the goods and services tax legislations in the states and union territories where our business operations are located, and such registrations are required.

(iii) *Labour and employment related approvals*

(a) Under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, our company has been allotted employees provident fund establishment code PYBOM1641867000 by the Employees Provident Fund Organisation.

(b) Under the provisions of the Employees' State Insurance Act, 1948, our Company has been allotted code no. 50000489350001099, by the Employees' State Insurance Corporation

(c) Registration certificates issued for our warehouses by labour departments of respective state governments under Contract Labour (Regulation and Abolition) Act, 1970 and under relevant state laws, as applicable.

(d) Registration of establishment under respective state shops and establishment acts for our Registered and Corporate Office, COCO – Regular Stores and warehouses.

(e) Trade licenses by various state municipal laws under applicable state specific laws for our COCO – Regular Stores and warehouses.

(f) No objection certificates obtained from the Fire and Emergency Service Departments for our warehouses, as applicable.

(g) Registrations under the labour welfare fund legislations under applicable state specific laws obtained by our Company.

(iv) Material approvals obtained in relation to our manufacturing facilities

Our manufacturing operations are carried out through our five manufacturing facilities comprising Manufacturing Facility I located at Sonipat in Haryana, Manufacturing Facility II and Manufacturing Facility III located Bengaluru in Karnataka, and Manufacturing Facility IV and Manufacturing Facility V located at Hosur in Tamil Nadu.

The material approvals obtained in respect of our manufacturing facilities, include:

Manufacturing Facility I – Sonipat, Haryana

(a) Certificate of stability and registration and license to work a factory issued by the Directorate of Industrial Safety and Health, Labour Department of Haryana, Chandigarh under the Factories Act, and rules made thereunder;

(b) Registration for diesel generator issued by Office of the Executive Engineer, Electrical Inspectorate, Haryana;

(c) Fire safety certificate obtained from the Municipal Corporation, Sonipat, Haryana;

(d) Authorization issued by the Haryana State Pollution Control Board under the Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016;

(e) Consent to operate issued by the Haryana State Pollution Control Board under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974; and

(f) Registration issued by the Labour Department, Haryana under Contract Labour (Regulation and Abolition) Act, 1970.

Manufacturing Facility II – Bengaluru, Karnataka

(a) Certificate of stability and license to work a factory issued by the Department of Factories, Boilers, Industrial Safety and Health, Government of Karnataka, under the Factories Act, and the Karnataka Factories Rules, 1969;

(b) Registration for diesel generator issued by Electrical Inspectorate, Government of Karnataka;

(c) Consent to operate issued by the Karnataka State Pollution Control Board under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974; and

(d) Registration certificates issued for our manufacturing facilities by the labour departments of Government of Karnataka under Contract Labour (Regulation and Abolition) Act, 1970.

Manufacturing Facility III – Bengaluru, Karnataka

(a) Certificate of stability and license to work a factory issued by the Department of Factories, Boilers, Industrial Safety and Health, Government of Karnataka, under the Factories Act, and the Karnataka Factories Rules, 1969;

(b) Registration for diesel generator issued by Electrical Inspectorate, Government of Karnataka;

(c) Registrations/authorizations obtained under the Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016;

(d) Consent to operate issued by the Karnataka State Pollution Control Board under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974; and

(e) Registration certificates issued for our manufacturing facilities by the labour departments of Government of Karnataka under Contract Labour (Regulation and Abolition) Act, 1970.

Manufacturing Facility IV – Hosur, Tamil Nadu

(a) Certificate of stability and registration and license to work a factory issued by the Directorate of Industrial Safety and Health, Government of Tamil Nadu, under the Factories Act, and the Tamil Nadu Factories Rules, 1950;

(b) Fire license renewal obtained from the Tamil Nadu Fire & Rescue Service Department;

(c) Consent to operate issued by the Tamil Nadu State Pollution Control Board under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974; and

(d) Registration under the Contract Labour (Regulation and Abolition) Act, 1970, issued by the Registering Officer of the Joint Director of Industrial Safety and Health at Hosur, Directorate of Industrial Safety and Health, Government of Tamil Nadu.

Manufacturing Facility V – Hosur, Tamil Nadu

(a) Certificate of stability and registration and license to work a factory issued by the Directorate of Industrial Safety and Health, Government of Tamil Nadu, under the Factories Act, and the Tamil Nadu Factories Rules, 1950;

(b) Fire license renewal obtained from the Tamil Nadu Fire & Rescue Service Department;

(c) Consent to operate issued by the Tamil Nadu State Pollution Control Board under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974; and

(d) Registration under the Contract Labour (Regulation and Abolition) Act, 1970, issued by the Registering Officer of the Joint Director of Industrial Safety and Health at Hosur, Directorate of Industrial Safety and Health, Government of Tamil Nadu.

(v) Material approvals applied for but not received

As on the date of this Draft Red Herring Prospectus, there are certain materials approvals for which our Company has made an application to the appropriate authorities but not obtained the approvals or renewed approvals, as applicable, including the material approvals as included below:

(a) No objection certificates to be obtained from the Fire and Emergency Service Departments for our Registered and Corporate Office;

(b) Registration of establishment under the respective state shops and establishment acts for six of our COCO – Regular Stores;*

(c) Trade licenses, including provisional trade licenses, under the respective municipal laws for 34 of our COCO – Regular Stores and two of our warehouses; *

(d) Registrations/authorizations to be obtained under the Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016, in relation to Manufacturing Facility IV; and

(e) Registrations/authorizations to be obtained under the Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016, in relation to Manufacturing Facility V.

(vi) Material approvals expired and renewal yet to be applied for

As on the date of this Draft Red Herring Prospectus, there certain approvals which may have lapsed in their normal course and for which our Company has not made applications to the appropriate authorities for renewal or for which our Company is in the process of making such applications, including the materials approvals set out below:

(a) Trade licenses, including provisional trade licenses, under the respective municipal laws for three of our COCO – Regular Stores. *

(vii) Material approvals required but not obtained or applied for

(a) Registration of establishment under the respective state shops and establishment acts for three of our COCO – Regular Stores; *

(b) Trade licenses, including provisional trade licenses, under the respective municipal laws for two of our COCO – Regular Stores; *

(c) Registration for diesel generator to be issued by Tamil Nadu Generation and Distribution Corporation Limited in relation to Manufacturing Facility IV;

(d) Registration for diesel generator to be issued by Tamil Nadu Generation and Distribution Corporation Limited in relation to Manufacturing Facility V; and

(e) No objection certificates obtained from the Fire and Emergency Service Departments for one of our warehouses.

* *Note: The registration of shops and establishment and trade licenses, including provisional trade licenses, under the respective municipal laws typically expires in 1-3 years. Upon expiration of such licenses our Company applies for renewal of such licenses in ordinary course of business.*

(viii) Intellectual Property

For details on our intellectual property, see "*Our Business – Intellectual Property*" beginning on page 214.

SECTION VII: OUR GROUP COMPANY

In terms of the SEBI ICDR Regulations, the applicable accounting standards and the resolution passed by the Board at its meeting held on June 25, 2025, 'group companies' of our Company shall include:

(a) the companies with which there were related party transactions, in accordance with Ind AS 24, as disclosed in the Restated Financial Information; and

(b) such other companies as considered material by the Board.

Accordingly, for (a) above, all such companies with which our Company had related party transactions during the periods covered in the Restated Financial Information, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI ICDR Regulations.

With respect to (b) above, our Board in its meeting held on June 25, 2025, has considered that such companies that are a part of the Promoter Group of the Company and with which there were transactions in the last completed financial year and the stub period, if any, included in the restated financials to be included in the offer documents which individually or cumulatively in value, exceed 10% of the total revenue from operations of our Company basis the restated financials included in the offer documents, shall also be classified as Group Companies

Accordingly, in terms of the Materiality Policy, our Company does not have any group companies.

SECTION VIII: OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

- Our Board has approved the Offer pursuant to the resolution passed at its meeting held on June 16, 2025 and June 26, 2025.
- Our Shareholders have authorised the Fresh Issue, pursuant to a special resolution passed at their extraordinary general meeting held on June 17, 2025.
- Our Board has taken on record the consents of the Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated June 26, 2025.
- This Draft Red Herring Prospectus has been approved pursuant to a resolution passed by our Board on June 26, 2025.

Authorisation by the Selling Shareholders

Each Selling Shareholder has, severally and not jointly, confirmed and approved its participation in the Offer for Sale in relation to its portion of the Offered Shares.

Each Selling Shareholder has, severally and not jointly, confirmed that its respective portion of the Offered Shares is eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations. The Offer for Sale has been authorised by each of the Selling Shareholder as follows:

Sr. No	Selling Shareholders	Number of Equity Shares of face value of ₹1 each	Aggregate amount of Offer for Sale	Date of consent letter	Date of board resolution / authorisation letter
Promoter Selling Shareholders					
1.	Ankit Garg	Up to 7,729,488	Up to ₹[●] million	June 24, 2025	N.A.
2.	Chaitanya Ramalingegowda	Up to 4,452,185	Up to ₹[●] million	June 24, 2025	N.A.
Other Selling Shareholders					
3.	Nitika Goel	Up to 719,364	Up to ₹[●] million	June 24, 2025	N.A.
4.	Peak XV Partners Investments VI	Up to 25,061,428	Up to ₹[●] million	June 26, 2025	May 7, 2025
5.	Redwood Trust	Up to 169,800	Up to ₹[●] million	June 26, 2025	June 24, 2025
6.	Verlinvest S.A.	Up to 10,193,506	Up to ₹[●] million	June 26, 2025	May 7, 2025
7.	SAI Global India Fund I, LLP	Up to 826,300	Up to ₹[●] million	June 24, 2025	June 20, 2025
8.	Investcorp Growth Equity Fund	Up to 5,455,909	Up to ₹[●] million	June 24, 2025	June 24, 2025
9.	Investcorp Growth Opportunity Fund	Up to 726,245	Up to ₹[●] million	June 24, 2025	June 24, 2025
10.	Paramark KB Fund I	Up to 3,064,860	Up to ₹[●] million	June 24, 2025	June 17, 2025

The Offered Shares are eligible to be offered for sale in the Offer in accordance with Regulations 8 and 8A of the SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus.

In-principle Listing Approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, Promoters, members of our Promoter Group and Directors are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoter, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

Except as disclosed below, none of our Directors are associated with securities market related business, in any manner and there have been no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus:

a) Our Non-Executive Nominee Director, Mukul Arora is associated with Aeterna Management LLP and Aeterna Sponsor LLP, which is an investment manager and investment sponsor, respectively of an AIF, Acrobat Capital Fund I. While Acrobat Capital Fund 1 is registered with SEBI as Category II AIF bearing registration number IN/AIF2/25-26/1828, Aeterna Management LLP and Aeterna Sponsor LLP are not registered with SEBI ;

b) Our Non-Executive Independent Director, Alok Chandra Mishra, is a director in Kfin Technologies Limited, an RTA, registered with SEBI.

Our Company, Promoters and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Each of the Selling Shareholders, severally and not jointly, confirm that they are not debarred or prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

All the Equity Shares are fully paid up and there are no partly paid up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, members of the Promoter Group, and the Selling Shareholders, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018 in relation to their shareholding in the Company, only to the extent applicable to each of them in respect of its holding in our Company, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(2) of the SEBI ICDR Regulations, which states as follows:

"*An issuer not satisfying the condition stipulated in sub-regulation (1) of the SEBI ICDR Regulations shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy-five per cent of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so.*"

We are an unlisted company that does not satisfy the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations of not more than 50% of the net tangible assets being held in monetary assets and having an average operating profit of at least fifteen crore rupees, calculated on a restated and consolidated basis, during the preceding three years and are therefore required to meet the conditions detailed in Regulation 6(2) of the SEBI ICDR Regulations.

We are therefore required to allot not less than 75% of the Net Offer to QIBs to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. Provided that in accordance with Regulation 40(3) of the SEBI ICDR Regulations, the QIB Portion will not be underwritten by the Underwriters, pursuant to the Underwriting Agreement. Further, not more than 15% of the Net Offer shall be available for allocation to NIBs of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹1.00 million provided that under-subscription in either of these two sub-categories of the Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not more than 10% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations.

Our Company shall not make an Allotment if the number of prospective Allottees is less than 1,000 in accordance with Regulation 49(1) of the SEBI ICDR Regulations and other applicable law. Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the conditions specified in Regulations 5 and 7(1), to the extent applicable, of the SEBI ICDR Regulations and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, Promoters, members of the Promoter Group, each of the Selling Shareholders and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Promoters or Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

(iii) None of our Company, our Promoters or Directors are a Wilful Defaulter or Fraudulent Borrower;

(iv) None of our Promoters or Directors have been declared as a Fugitive Economic Offender;

(v) Except employee stock options granted pursuant to the ESOP 2019 and CCCPS, there are no outstanding convertible securities of our Company or any other rights to convert debentures, loans or other instruments into, or which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;

(vi) Our Company along with Registrar to the Offer has entered into tripartite agreements dated December 27, 2022 and October 7, 2020, with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;

(vii) The Equity Shares of our Company held by our Promoters are in dematerialized form;

(viii) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus; and

(ix) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS AND EACH OF THE SELLING SHAREHOLDERS, SEVERALLY AND NOT JOINTLY, WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF AND ITS RESPECTIVE PORTION OF THE OFFERED SHARES. THE BOOK RUNNING LEAD MANAGERS, BEING AXIS CAPITAL LIMITED, IIFL CAPITAL SERVICES LIMITED (*FORMERLY KNOWN AS IIFL SECURITIES LIMITED*) AND NOMURA FINANCIAL ADVISORY AND SECURITIES (INDIA) PRIVATE LIMITED ("BRLMS"), HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE BIDDERS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND EACH OF THE SELLING SHAREHOLDERS, SEVERALLY AND NOT JOINTLY, WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF AND ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 26, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies in terms of sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, the Selling Shareholders, the Directors and BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company's website www.wakefit.co, or the respective websites (as applicable) of our Promoters, Promoter Group, any affiliate of our Company or the BRLMs would be doing so at their own risk. Further, neither the Selling Shareholders, nor their respective directors, affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those made or undertaken specifically by such Selling Shareholder to the extent of information specifically pertaining to itself and/or the Equity Shares offered by it through the Offer for Sale, and in this case only on a several and not joint basis. None of the Selling Shareholders, its respective directors, partners, affiliates, associates and officers accept or undertake responsibility for any statements other than those undertaken or confirmed by such Selling Shareholder to the extent of information specifically pertaining to itself and its respective portions of the Offered Shares, and in this case only on a several and not joint basis.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement, and as will be provided for in the Underwriting Agreement.

All information, to the extent required in relation to the Offer, shall be made available by our Company, each of the Selling Shareholders, severally and not jointly (to the extent the information pertains to such Selling Shareholder and its respective portion of Offered Shares) and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the Bidders in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, each of the Selling Shareholders, the Underwriters and their respective directors, investment managers, partners, designated partners, trustees, officers, agents, affiliates, and representatives, as applicable that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, each of the Selling Shareholders, the Underwriters and their respective directors, investment managers, partners, designated partners, trustees, officers, agents, affiliates, and representatives, as applicable accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, each of the Selling Shareholders, and their respective directors, investment managers, partners, designated partners, trustees, officers, agents, affiliates and representatives, as applicable in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer in respect of jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, public financial institutions under Section 2(72) of the Companies Act, insurance companies registered with IRDAI, provident funds with minimum corpus of ₹250 million (subject to applicable law) and pension funds with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, Systemically Important NBFCs registered with the RBI and registered multilateral and bilateral development financial institutions) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Bengaluru, India only. This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be issued, directly or indirectly, and the Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or any of the Selling Shareholders since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as at any time subsequent to this date. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

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, 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.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any offshore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares offered through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

Consents

Consents in writing of each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, legal counsel to our Company as to Indian law, Bankers to our Company, the BRLMs, Registrar to the Offer, Statutory Auditors and Independent Chartered Accountant, in their respective capacities, have been obtained, and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus. Further, consents in writing of the Syndicate Members, Escrow Collection Bank(s)/ Refund Bank(s)/ Public Offer Account/ Sponsor Bank(s) and the Monitoring Agency to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

Experts to the Offer

Except as disclosed below, our Company has not obtained any expert opinions:

Our Company has received a written consent dated June 26, 2025 from our Statutory Auditor, namely, B S R & Co. LLP, holding a valid peer review certificate from the ICAI, to include their names as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their examination report dated June 25, 2025 on the Restated Financial Information included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated June 26, 2025 from Manian & Rao, Chartered Accountants, having firm registration number 001983S, holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of Companies Act in respect of the statement of special tax benefits and the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated June 26, 2025, from Praveen Subramanya, on behalf of AJVA SP Appraisal Services Private Limited, an independent chartered engineer to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations in this Draft Red Herring Prospectus, and as an "expert", as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an independent chartered engineer in relation to the certificate dated June 26, 2025, certifying, *inter alia*, the installed capacity, available and utilized capacity; and certain processes and statements in relation to manufacturing capabilities and technological processes of the activities carried out at the Company's manufacturing units and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated June 26, 2025, from Nativity Private Limited, independent architect, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 to the extent and in their capacity as an independent architect in relation to the certificate dated June 26, 2025, certifying, *inter alia*, the expenses which are proposed to be incurred by the Company towards setting up of COCO Stores and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues during the last five years

Except as disclosed in "*Capital Structure*" on page 82, our Company has not undertaken any rights issue during the five years preceding the date of this Draft Red Herring Prospectus.

Further, our Company has not made any public issue of Equity Shares during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company and its listed subsidiaries, group company, associate entities during the last three years

Other than as disclosed in "*Capital Structure - Notes to the capital structure - Share capital history of our Company - Equity share capital*" on page 84, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary, group company or associate companies.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the last five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of our Company

Other than as disclosed in "*Capital Structure*" on page 82, our Company has not undertaken any public issue or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Last one public/rights issue of subsidiaries/listed promoters

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed subsidiary or corporate promoter.

Observations by regulatory authorities

There are no findings or observations pursuant to any inspections by SEBI or any other regulatory authority in India which are material and are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

Other confirmations

There has been no instance of issuance of equity shares in the past by the Company or entities forming part of the Promoter Group to more than 49 or 200 investors in violation of:

a) Section 67(3) of Companies Act, 1956; or

b) Relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or

c) The SEBI Regulations; or

d) The SEBI (Disclosure and Investor Protection) Guidelines, 2000, as applicable.

Price information of past issues handled by the BRLMs

I. Axis Capital Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Axis Capital Limited:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Oswal Pumps Limited(2)	13,873.40	614.00	20-Jun-25	634.00	-	-	-
2.	Schloss Bangalore Limited(2)	35,000.00	435.00	02-Jun-25	406.00	-	-	-
3.	Belrise Industries Limited(2)	21,500.00	90.00	28-May-25	100.00	+14.08%, [+3.02%]	-	-
4.	Ather Energy Limited$(2)	29,808.00	321.00	6-May-25	328.00	-4.30%, [+0.99%]	-	-
5.	Carraro India Limited(2)	12,500.00	704.00	30-Dec-24	651.00	-27.73%, [-2.91%]	-56.10%, [-0.53%]	-
6.	Ventive Hospitality Limited#(2)	16,000.00	643.00	30-Dec-24	716.00	+5.51%, [-2.91%]	+10.80%, [-0.53%]	-
7.	Transrail Lighting Limited(1)	8,389.12	432.00	27-Dec-24	585.15	+24.45%, [-3.19%]	+14.25%, [-1.79%]	+48.37%, [+4.26%]
8.	International Gemmological Institute (India) Limited^(2)	42,250.00	417.00	20-Dec-24	510.00	+24.24%, [-1.63%]	-21.39%, [-2.88%]	-11.45%, [+5.37%]
9.	Zinka Logistics Solutions Limited% (1)	11,147.22	273.00	22-Nov-24	280.90	+84.47%, [-1.36%]	+54.41%, [-4.02%]	+78.50%, [+2.62%]
10.	Niva Bupa Health Insurance Company Limited(2)	22,000.00	74.00	14-Nov-24	78.14	+12.97%, [+5.25%]	+8.09%, [-1.96%]	+14.96%, [+5.92%]

Source: www.nseindia.com and www.bseindia.com

(1) BSE as designated stock exchange

(2) NSE as designated stock exchange

$ Offer price was ₹ 291.00 per equity share to eligible employees

 # Offer price was ₹ 613.00 per equity share to eligible employees

^ Offer price was ₹ 378.00 per equity share to eligible employees

% Offer price was ₹ 248.00 per equity share to eligible employees

Notes:

a. Issue size derived from prospectus/final post issue reports, as available.

b. The CNX NIFTY or S&P BSE SENSEX is considered as the benchmark index as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.

c. Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.

d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.

e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Axis Capital Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-2026*	4	100,181.40	-	-	1	-	-	-	-	-	-	-	-	-
2024-2025	20	445,928.65	-	1	2	7	6	4	-	2	3	9	1	3
2023-2024	18	218,638.22	-	-	4	2	6	6	-	-	3	7	4	4

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.
Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

II. IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*):

Sr. No.	Issuer Name	Issue Size (in Rs. Mn)	Issue Price (Rs.)	Designated Stock Exchange as disclosed in the red herring prospectus filed	Listing Date	Opening Price on Listing Date	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Zinka Logistics Solutions Limited	11,147.22	273.00(1)	BSE	November 22, 2024	279.05	+84.47%, [-1.36%]	+54.41%, [-4.02%]	+78.50%, [+2.62%]
2.	NTPC Green Energy Limited	1,00,000.00	108.00(2)	NSE	November 27, 2024	111.50	+16.69%, [-2.16%]	-8.89%, [-7.09%]	+3.00%, [+2.38%]
3.	Sai Life Sciences Limited	30,426.20	549.00	NSE	December 18, 2024	650.00	+30.57%, [-3.67%]	+28.39%, [-6.98%]	+40.26%, [+2.15%]
4.	Ventive Hospitality Limited	16,000.00	643.00(3)	NSE	December 30, 2024	716.00	+5.51%, [-2.91%]	+10.80%, [-0.53%]	N.A.
5.	Standard Glass Lining Technology Limited	4,100.51	140.00	NSE	January 13, 2025	172.00	+14.49%, [-0.06%]	-2.76%, [-1.11%]	N.A.
6.	Hexaware Technologies Limited	87,500	708.00(4)	NSE	February 19, 2025	745.50	+3.45%, [+1.12%]	+5.16%, [+8.78%]	N.A.
7.	Aegis Vopak Terminals Limited	28,000.00	235.00	BSE	June 2, 2025	220.00	N.A.	N.A.	N.A.
8.	Schloss Bangalore Limited	35,000.00	435.00	NSE	June 2, 2025	406.00	N.A.	N.A.	N.A.
9.	Oswal Pumps Limited	13,873.40	614.00	NSE	June 20, 2025	634.00	N.A.	N.A.	N.A.
10.	Arisinfra Solutions Limited	4,995.96	222.00	NSE	June 25, 2025	205.00	N.A.	N.A.	N.A.

Source: www.nseindia.com; www.bseindia.com, as applicable

(1) A discount of Rs. 25 per equity share was offered to eligible employees bidding in the employee reservation portion.
(2) A discount of Rs. 5 per equity share was offered to eligible employees bidding in the employee reservation portion.
(3) A discount of Rs. 30 per equity share was offered to eligible employees bidding in the employee reservation portion.
(4) A discount of Rs. 67 per equity share was offered to eligible employees bidding in the employee reservation portion..

**Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*):

Financial Year	**Total no. of IPOs**	**Total amount of funds raised (₹ million)**	**No. of IPOs trading at discount - 30th calendar days from listing**			**No. of IPOs trading at premium - 30th calendar days from listing**			**No. of IPOs trading at discount - 180th calendar days from listing**			**No. of IPOs trading at premium - 180th calendar days from listing**		
			Over 50%	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2023-24	15	1,54,777.80	-	-	4	3	4	4	-	-	1	5	4	5
2024-25	16	4,81,737.17	-	-	1	6	4	5	-	2	-	6	3	2
2025-26	4	81,869.36	-	-	-	-	-	-	-	-	-	-	-	-

Source: www.nseindia.com; www.bseindia.com, as applicable

Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.

N.A. means Not Applicable.

III. Nomura Financial Advisory and Securities (India) Private Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Nomura Financial Advisory and Securities (India) Private Limited:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Ather Energy Limited	29,807.61	321[1]	May 06, 2025	328.00	-4.30% [+0.99%]	Not applicable	Not applicable
2.	Inventurus Knowledge Solutions Limited	24,979.23	1,329	December 19, 2024	1,900.00	+40.85% [-3.13%]	+13.77% [-4.67%]	+30.17% [+4.15%]
3.	Afcons Infrastructure Limited	54,300.00	4632	November 04, 2024	426.00	+6.56% [+1.92%]	+2.03% [-2.03%]	-9.29% [+1.46%]
4.	Waaree Energies Limited	43,214.40	1,503	October 28, 2024	2,500.00	+68.05% [-0.59%]	+49.15% [-5.12%]	+78.08% [-1.23%]
5.	Aadhar Housing Finance Limited	30,000.00	3153	May 15, 2024	315.00	+25.56% [+5.40%]	+33.89% [+9.67%]	+45.98% [+8.77%]
6.	Indegene Limited	18,417.59	4524	May 13, 2024	655.00	+24.28% [+5.25%]	+26.86% [+10.24%]	+52.57% [+9.25%]
7.	Protean eGov Technologies Limited	4,899.51	7925	November 13, 2023	792.00	+45.21% [+7.11%]	+73.18% [+10.26%]	+45.85% [+11.91%]
8.	Avalon Technologies Limited	8,649.99	436	April 18, 2023	436.00	-10.09% [+2.95%]	+59.45% [+10.78%]	+21.32% [+11.84%]
9.	Five-Star Business Finance Limited	15,885.12	474	November 21, 2022	468.80	+29.72% [+1.24%]	+19.20% [-1.19%]	+11.72% [+0.24%]
10.	Life Insurance Corporation of India	205,572.31	9496	May 17, 2022	867.20	-27.24% [-3.27%]	-28.12% [+9.47%]	-33.82% [+13.76%]

Source: *www.nseindia.com, www.bseindia.com*

1. *Discount of INR 30.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion*
2. *Discount of INR 44.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion*
3. *Discount of INR 23.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion*
4. *Discount of INR 30.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion*
5. *Discount of INR 75.00 per Equity Share was offered to eligible employees bidding in the Employee Reservation Portion*
6. *Discount of INR 60.00 per Equity Share was offered to eligible policyholders bidding in the Policyholder Reservation Portion, discount of INR 45.00 per Equity Share was offered to eligible employees and retail individual bidders bidding in the Employee Reservation Portion and the Retail Portion respectively*

Notes:

a. *For each issue, depending on its Designated Stock Exchange, BSE or NSE; Sensex or Nifty50 is considered as the benchmark for each issue*
b. *For each issue, depending on its Designated Stock Exchange, price on BSE or NSE is considered for above calculations*
c. *In case 30th/90th/180th day is not a trading day, closing price on BSE or NSE of the previous trading day has been considered*
d. *Not applicable – Period not completed*
e. *Above list is limited to last 10 equity initial public issues*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Nomura Financial Advisory and Securities (India) Private Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-2026	1	29,807.61	-	-	1	-	-	-	-	-	-	-	-	-
2024-2025	5	170,911.22	-	-	-	1	2	2	-	-	1	2	2	-
2023-2024	2	13,549.50	-	-	1	-	1	-	-	-	-	-	1	1

***Source**: www.nseindia.com, www.bseindia.com*

***Notes**:*

a) The information is as on the date of this document

b) The information for each of the financial years is based on issues listed during such financial year

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in the SEBI circular dated January 10, 2012, bearing reference number CIR/MIRSD/1/2012, see the websites of the BRLMs, as provided in the table below.

Sr. No.	Name of the BRLM	Website
1.	Axis Capital Limited	www.axiscapital.co.in
2.	IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)	www.iiflcap.com
3.	Nomura Financial Advisory and Securities (India) Private Limited	https://www.nomuraholdings.com/company/group/asia/nfaspl.html

Stock Market Data of Equity Shares

This being the initial public offer of Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

In terms of SEBI ICDR Master Circular and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the Bidders shall be compensated by the SCSBs in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period and such compensation to Bidders shall be computed from T+3 day. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the SCSBs and the Book Running Lead Managers shall compensate the Bidders at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay. Further, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

All Offer-related grievances, other than for Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism) and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

In terms of the SEBI ICDR Master Circular, in case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except	From the date on which multiple amounts were blocked - Till the date of actual unblock

Scenario	Compensation amount	Compensation period
	the original Bid Amount, whichever is higher	
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock.
Delayed unblock for non – Allotted / partially Allotted applications.	₹100 per day or 15% per annum of the Bid Amount, whichever is higher.	Three Working Days after Bid/Offer Closing Date - Till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Offer BRLM shall be liable to compensate the investor at the rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of SEBI ICDR Regulations.

For helpline details of the Book Running Lead Managers pursuant to the SEBI ICDR Master Circular, see "*General Information – Book Running Lead Managers*" on page 75.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Bidders can contact our Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Disposal of investor grievances by our Company

Our Company shall, after filing of this Draft Red Herring Prospectus, obtain authentication on the SCORES in terms of the SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has not received any investor grievances in the last three Financial Years prior to the filing of this Draft Red Herring Prospectus. As at the date of this Draft Red Herring Prospectus there are no outstanding investor grievances.

Our Company has also appointed Surbhi Sharma, Company Secretary of our Company, as the Compliance Officer for the Offer. For further details, see "*General Information*" on page 74.

Our Company has constituted a Stakeholders Relationship Committee comprising Sudeep Nagar, Chairperson, Chaitanya Ramalingegowda and Ankit Garg, as members. For details, see "*Our Management – Committees of our Board - Stakeholders Relationship Committee*" on page 239.

Exemption from complying with any provisions of SEBI ICDR Regulations

Our Company has not applied for or received any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

SECTION IX: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ Allotment Advice and other terms and conditions as may be incorporated in other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital, offer for sale and listing and trading of securities, issued from time to time, by SEBI, the GoI, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the GoI, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer comprises the Fresh Issue by our Company and the Offer for Sale by the Selling Shareholders. For details in relation to the sharing of Offer expenses, see "*Objects of the Offer*" on page 111.

Ranking of the Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer will be subject to the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, our MoA and AoA. The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares transferred in the Offer shall be *pari passu* with the existing Equity Shares in all respects including dividends. For further details, see "*Description of Equity Shares and Terms of Articles of Association*" on page 423.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the MoA and AoA, dividend distribution policy of our Company, and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted or transferred Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" on pages 251 and 423, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹1 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and published and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Kannada daily newspaper, Kannada being the regional language of Karnataka, where our Registered and Corporate Office is located, each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Managers, after the Bid/Offer Closing Date.

At any given point of time, there shall be only one denomination for the Equity Shares, unless otherwise permitted by law.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;

- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of Articles of Association*" on page 423.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated December 27, 2022 amongst our Company, NSDL and Registrar to the Offer; and
- Tripartite agreement effective as of October 7, 2020 amongst our Company, CDSL and Registrar to the Offer.

For details in relation to the Basis of Allotment, see "*Offer Procedure*" on page 401.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details, see "*Offer Procedure*" on page 401.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The competent courts/authorities of Bengaluru, Karnataka, India will have sole and exclusive jurisdiction in relation to this Offer.

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, 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.

Period of operation of subscription list

See "– *Bid/ Offer Programme*" on page 393.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity

Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or modified by nominating any other person in place of the present nominee, by the holder of the Equity Shares who made the nomination, by giving a notice of such cancellation or variation to our Company. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the Registrar and Share Transfer Agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Bid/ Offer programme

BID/OFFER OPENS ON	[●][(1)]
BID/OFFER CLOSES ON	[●][(2)]

(1) *Our Company may, in consultation with the BRLMs consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.*

(2) *UPI mandate end time and date shall be at 5.00 pm on Bid/ Offer Closing Date, i.e. [●].*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to dematerialized accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* *In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable, issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. RIBs Bidding for up to ₹0.50 million and individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, any of the Selling Shareholders or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/ Offer Period by our Company, in consultation with the BRLMs, revision of the Price Band

by our Company in consultation with the BRLMs, or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each Selling Shareholder, confirms that it shall, severally and not jointly, extend such reasonable support and co-operation as may be required under Applicable Law or reasonably requested by our Company and/or the BRLMs, solely in relation to it and its respective portion of the Offered Shares, to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the Registrar to the Offer on a daily basis in accordance with the SEBI RTA Master Circular.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such period as may be prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/ Offer Closing Date*	
Submission of electronic applications (Online ASBA through 3-in-1 accounts) - For Retail Individual Bidders and Eligible Employees	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic applications (Bank ASBA through Online channels like internet banking, mobile banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (Syndicate non-retail, non-individual applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (Syndicate non-retail, non-individual applications where Bid Amount is more than ₹0.50 million	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ revision/cancellation of Bids	
Upward revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date

* *UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date, i.e. [●].*

\# *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.*

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and NIBs, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIB and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid/ Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RIBs and Eligible Employees bidding in the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days during the Bid/ Offer Period. Bidders may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by

BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/ Offer Period till 5:00 pm on the Bid/ Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price. The Floor Price shall not be less than the face value of the Equity Shares.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

If (i) our Company does not make the minimum Allotment in the Offer as specified under Rule 19(2)(b) of the SCRR or does not achieve the minimum subscription of 90% of the Fresh Issue on the Bid/Offer Closing Date; (ii) subscription level falls below the aforesaid minimum subscription after the Bid/ Offer Closing Date due to withdrawal of Bids, or after technical rejections, or any other reason; (iii) in case of devolvement of Underwriting, aforesaid minimum subscription is not received within such period as prescribed under applicable law; (iv) if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer, our Company shall forthwith refund the entire subscription amount in accordance with applicable law. If there is a delay in refunding the amount beyond such period, our Company, and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum in accordance with the circulars issued by SEBI including the SEBI ICDR Master Circular.

Under-subscription, if any in the Offer, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories in consultation with the BRLMs and the Designated Stock Exchange, in accordance with the SEBI ICDR Regulations. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the following order of priority:

(i) in the first instance towards subscription for 90% of the Fresh Issue.

(ii) if there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made in the following order: (a) first towards the sale of the Offered Shares by the Investor Selling Shareholders (in proportion to the Offered Shares being offered by each Investor Selling Shareholder); and (b) then towards the remaining Offered Shares offered by the Promoter Selling Shareholders and the Individual Selling Shareholder.

(iii) Only after the sale of all of the Offered Shares as above, towards the balance 10% of the Fresh Issue.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for disposal of odd lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, reserve the right not to proceed with the Offer and for the Selling Shareholders, the Offer for Sale, in whole or in part thereof, to the extent of its respective portion of the Offered Shares, after the Bid/ Offer Opening Date but before Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The Book Running Lead Managers, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly. If our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers withdraw the Offer after the Bid/ Offer Closing Date and thereafter determine that our Company will proceed with a public issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to (i) the filing of the Prospectus with the RoC; and (ii) obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

Restrictions, if any on transfer and transmission of Equity Shares

Except for the lock-in of the pre-Offer Equity Share capital of our Company and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 82, and except as provided in our Articles of Association as detailed in "*Description of Equity Shares and Terms of Articles of Association*" on page 423 there are no restrictions on transfer and transmission of the Equity Shares. Further, there are no restrictions on the consolidation or splitting of Equity Shares, except as provided in the Articles of Association. For details, see "*Description of Equity Shares and Terms of Articles of Association*" on page 423.

OFFER STRUCTURE

Offer of up to [●] Equity Shares of face value of ₹1 each for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹[●] million comprising of a Fresh Issue of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹4,682.21 million by our Company and an Offer for Sale of an aggregate of up to 58,399,085 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by the Selling Shareholders. For details, see "*The Offer*" on page 67.

The Offer includes a reservation of up to [●] Equity Shares of face value ₹1 each aggregating to ₹[●] million for subscription by Eligible Employees and Net Offer of up to [●] Equity Shares of face value ₹1 each. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. The Offer less the Employee Reservation Portion is the Net Offer.

The Offer and Net Offer shall constitute [●]% and [●]% of the post-Offer paid-up Equity Share capital of our Company, respectively.

Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement aggregating to ₹936.44 million at its discretion, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

The Offer is being made through the Book Building Process.

Particulars	**Eligible Employees#**	**QIBs(1)**	**NIBs**	**RIBs**
Number of Equity Shares available for Allotment or allocation*(2)	Up to [●] Equity Shares	Not less than [●] Equity Shares	Not more than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and RIBs	Not more than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and NIBs
Percentage of Offer size available for Allotment or allocation	The Employee Reservation Portion constitutes up to [●]% of the post-Offer paid-up equity share capital of our Company	Not less than 75% of the Net Offer shall be available for allocation to QIBs. However, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. However, up to 5% of the QIB Portion will be available for allocation proportionately to Mutual Funds only Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not more than 15% of the Net Offer, or the Net Offer less allocation to QIB Bidders and RIBs shall be available for allocation, subject to the following: (i) one-third of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million; and (ii) two-third of the portion available to NIBs shall be reserved for applicants with application size of more than ₹1.00 million provided that the unsubscribed portion in either of the subcategories specified above may be allocated to applicants in the other	Not more than 10% of the Net Offer or the Net Offer less allocation to QIB Bidders and NIBs shall be available for allocation.

Particulars	Eligible Employees#	QIBs(1)	NIBs	RIBs
			sub-category of Non-Institutional Bidders.	
Basis of Allotment if respective category is oversubscribed*	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.20 million (net of employee discount, if any). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹0.20 million up to ₹0.50 million (net of employee discount, if any)	Proportionate as follows (excluding the Anchor Investor Portion): a) [●] Equity Shares of face value of ₹1 each shall be available for allocation on a proportionate basis to Mutual Funds only; and b) [●] Equity Shares of face value of ₹1 each shall be available for allocation on a proportionate basis to all other QIBs, including Mutual Funds receiving allocation as per (a) above Up to 60% of the QIB Portion (of up to [●] Equity Shares of face value of ₹1 each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from Mutual Funds at or above the Anchor Investor Allocation Price	The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following: a) one third of the portion available to NIBs being [●] Equity Shares are reserved for Bidders Biddings more than ₹0.20 million and up to ₹1.00 million; and b) two third of the portion available to NIBs being [●] Equity Shares are reserved for Bidders Bidding more than ₹1.00 million. Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other category. The allotment to each Non- Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. For details, see "*Offer Procedure*" on page 401.	Allotment to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see "*Offer Procedure*" on page 401.
Mode of Bidding*(3)	Through ASBA process only (including the UPI Mechanism)	Through ASBA process only (excluding the UPI Mechanism) (except in case of Anchor Investors)	Through ASBA process only (including the UPI Mechanism for Bids upto ₹0.50 million	Through ASBA process only (including the UPI Mechanism)
Minimum Bid	[●] Equity Shares	Such number of Equity Shares that the Bid Amount exceeds ₹0.20 million and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹0.20 million and in multiples of [●] Equity Shares thereafter	[●] Equity Shares
Maximum Bid	Such number of Equity Shares and in multiple of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Employee in the Employee Reservation Portion does not exceed₹0.50 million net of employee discount, if any	Such number of Equity Shares and in multiple of [●] Equity Shares not exceeding the size of the Net Offer (excluding the Anchor Investor Portion), subject to applicable limits	Such number of Equity Shares and in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding QIB portion), subject to applicable limits	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹0.20 million

Particulars	Eligible Employees#	QIBs(1)	NIBs	RIBs
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	A minimum of [●] Equity Shares and in multiples of one Equity Share thereafter for QIBs, Eligible Employees and Retail Individual Investors, For Non-Institutional Investors allotment shall not be less than the minimum Non-Institutional application size.			
Trading Lot	One Equity Share			
Who can apply(4)	Eligible Employees	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DD-II dated November 23, 2005, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the *karta*), companies, corporate bodies, scientific institutions, societies and trusts, and FPIs who are individuals, corporate bodies and family offices and registered with SEBI	Resident Indian individuals, Eligible NRIs, and HUFs (in the name of *karta*)
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(5) **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder, or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors), that is specified in the ASBA Form at the time of submission of the ASBA Form			

* *Assuming full subscription in the Offer*

\# *Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹0.50 million. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹0.20 million. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹ 0.20 million (net of Employee Discount) in the Employee Reservation Portion. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

(1) *Our Company in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by our Company in consultation with the Book Running Lead Managers.*

(2) *Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR and Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.*

(3) *Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide its SEBI ICDR Master Circular has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NIB and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

(4) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories. Further, a Bidder bidding in the Employee Reservation Portion may also Bid under the Net Offer and such Bids shall not be treated as multiple Bids.*

(5) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer. Allotment to an Eligible Employee in the Employee Reservation Portion may not exceed ₹ 0.20 million in value. Only in the event of an under-subscription in the Employee Reservation Portion, post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million in value. Subsequent under-subscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer.

Bidders will be required to confirm and will be deemed to have represented to our Company, each of the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by FPIs*" on page 409 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over proportionately from any other category or combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 391.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The Bidders should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of Bidders eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications; and (xiii) interest in case of delay in allotment or refund.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 (to the extent this circular is not rescinded by the SEBI RTA Master Circular and the SEBI ICDR Master Circular) read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 (now rescinded and replaced by the SEBI ICDR Master Circular), had introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective until June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 (to the extent this circular is not rescinded by the SEBI RTA Master Circular) with respect to Bids by UPI Bidders through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (now rescinded and replaced by the SEBI ICDR Master Circular) had extended the timeline for implementation of UPI Phase II until further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (now rescinded and replaced by the SEBI ICDR Master Circular) and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 ("**T+3 Notification**").*

The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (now rescinded and replaced by the SEBI ICDR Master Circular), had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, SEBI vide the SEBI RTA Master Circular, consolidated and rescinded the aforementioned circulars to the extent relevant for RTAs. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 (now rescinded and replaced by the ICDR Master Circular), all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent this circular is not rescinded), and the SEBI ICDR Master Circular applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of Bidders (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and BRLMs shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity *responsible for such delay in unblocking. Further, investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, as amended, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.*

Our Company, each of the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company in consultation with the BRLMs, shall allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, in accordance with Regulation 40(3) of the SEBI ICDR Regulations, the QIB Portion will not be underwritten by the Underwriters pursuant to the Underwriting Agreement. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to NIBs of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹0.20 million up to ₹1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹1.00 million and undersubscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not more than 10% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Furthermore, up to [●] Equity Shares of face value ₹1 each, aggregating up to [●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over proportionately from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be allotted on a proportionate basis to Eligible Employees bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated

Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 had extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 *(now rescinded and replaced by the SEBI ICDR Master Circular)*. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days.

The Offer will be made under UPI Phase III of the UPI Circular (on mandatory basis). The Offer will be advertised in all editions of [●], a widely circulated English national daily newspaper and in all editions of [●], a widely circulated Hindi national daily newspaper and in all editions of [●], a widely circulated Kannada daily newspaper (Kannada being the regional language of Karnataka, where our Registered and Corporate Office is located) each with wide circulation on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint SCSBs as the Sponsor Bank(s) to act as conduits between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹0.50 million using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.

Pursuant to the SEBI ICDR Master Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the SEBI ICDR Master Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. Electronic copies of the Bid cum Application Forms will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in case of UPI Bidders. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, or (ii) the UPI ID, as applicable in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders using the UPI Mechanism may also apply through the mobile applications using the UPI handles as provided on the website of the SEBI.

Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) UPI Bidders using the UPI Mechanism may submit their ASBA Forms with the Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIBs (other than NIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 *(to the extent this circular is not rescinded by the SEBI ICDR Master Circular).*

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders using the UPI Mechanism). ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid pursuant to SEBI circular bearing number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 *(to the extent this circular is not rescinded by the SEBI ICDR Master Circular).*

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available with the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, NIBs, RIBs and Eligible NRIs applying on a non-repatriation basis(1)	[●]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis(1)	[●]
Anchor Investors(2)	[●]
Eligible Employees Bidding in the Employee Reservation Portion(3)	[●]

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com)
(2) Bid cum Application Forms for Anchor Investors shall be available at the office of the BRLMs
(3) Bid cum Application forms for Eligible Employees shall be available at the Registered and Corporate Office of the Company.

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID / Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID / Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate the UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability.

For ensuring timely information to Bidders, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI ICDR Master Circular. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/ Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

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, 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.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a. Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.

b. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.

c. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.

d. The Stock Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 – Block Request Accepted by Investor/ Client.

Electronic registration of Bids

a. The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.

b. On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c. Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm for Retail Individual Bidders and Eligible Employees and 4:00 pm for Non-Institutional Bidders and QIBs, on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

d. QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by the Promoters, Promote Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Member and the persons related to the Promoters, Promoter Group, BRLMs and the Syndicate Member

The BRLMs and the Syndicate Member shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Member may purchase Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of Bidders, including respective associates or affiliates of the BRLMs and Syndicate Member, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs) or pension fund sponsored by entities which are associate of the BRLMs nor; (ii) any person related to the Promoters or Promoter Group shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters or Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs. Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

Except to the extent of participation in the Offer for Sale by the Promoters, and members of the Promoter Group will not participate in the Offer.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or exchange traded fund or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non- Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form. In accordance with FEMA Non-debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity share capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant or such other limit as may be stipulated by RBI in each case, from time to time. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian Company in a general meeting. Pursuant to a resolution passed by the Shareholders in a general meeting dated June 17, 2025, the investment limit for NRIs and OCIs has been increased to 24% of the total paid-up Equity Share capital of our Company, on a fully diluted basis.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 421. Participation of Eligible NRIs shall be subject to the FEMA Non-debt Instruments Rules.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs will be considered at par with Bids from individuals.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.

2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds subject to valid Bids being received from domestic Mutual Funds at or above Anchor Investor Allocation Price.

4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and will be completed on the same day.

5) Our Company in consultation with the Book Running Lead Managers will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/ Offer Opening Date, through intimation to the Stock Exchanges.

7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors will be locked in for a period of 30 days from the date of Allotment.

10) Neither the Book Running Lead Managers or any associate of the Book Running Lead Managers (other than Mutual Funds sponsored by entities which are associates of the BRLMs or AIFs sponsored by entities which are associates of the BRLMs or FPIs (other than individuals, corporate bodies and family offices) which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs) shall apply in the Offer under the Anchor Investors Portion. For details, see "*Offer Procedure – Participation by the Promoters, Promote Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Member and the persons related to the Promoters, Promoter Group, BRLMs and the Syndicate Member*" on page 406. Further, no person related to the Promoters or Promoter Group shall apply under the Anchor Investors category.

11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 0.50 million (net of employee discount, if any). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of employee discount, if any). Allotment in the Employee Reservation Portion will be as detailed in the section "*Offer Structure*" on page 397.

However, Allotments to Eligible Employees in excess of ₹0.20 million shall be considered on a proportionate basis, in the event of under-subscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of employee discount, if any). Subsequent under-subscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer.

Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form (*i.e.* [●] colour form).

(b) Only Eligible Employees (as defined in this Draft Red Herring Prospectus) would be eligible to apply in this Offer under the Employee Reservation Portion.

(c) Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

(d) Only those Bids, which are received at or above the Offer Price, would be considered for allotment under this category.

(e) Bids by Eligible Employees may be made at Cut-off Price.

(f) In case of joint bids, the Sole Bidder or the First Bidder shall be an Eligible Employee.

(g) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

(h) Eligible Employees Eligible Employees bidding in the Employee Reservation Portion may Bid either through the UPI mechanism or ASBA (including syndicate ASBA) as per the SEBI ICDR Master Circular.

(i) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form or Revision Form

(j) The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹0.50 million.

(k) Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of employee discount, if any). If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Offer Procedure*" on page 401.

Bids by FPIs

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason, subject to applicable laws.

To ensure compliance with the applicable limits, SEBI, pursuant to its master circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022 and the SEBI RTA Master Circular, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs/ FPI investor group who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi-investment manager structure, indicating the name of their respective investment managers in such confirmation;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, *inter alia*, the following conditions:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (in [●] colour).

Further, as specified in the General Information Document,Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure ("**MIM Structure**") in accordance with the SEBI master circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022 on FPIs, designated Depository Participants and eligible foreign investors, provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the names of their respective investment managers in such confirmations. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus*."

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up equity share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer equity share capital shall be liable to be rejected.

In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our total paid-up Equity Share capital of our Company, on a fully diluted basis. Further, in terms of the FEMA Non-debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%).

For details of investment by FPIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 421. Participation of FPIs shall be subject to the FEMA Non-debt Instruments Rules.

All non-resident Bidders should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, each of the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs. The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. While the SEBI VCF Regulations have since been repealed, the funds registered as VCFs under the SEBI VCF Regulations continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF of FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs. Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorised under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs.

All non-resident Bidders should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA NDI Rules.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves.

The investment limit for banking companies in non-financial services companies as per the as per the Banking Regulation Act, 1949 ("**Banking Regulation Act**") and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. Further no bank shall hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap does not apply to the cases mentioned in (i) and (ii) above.

The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves. Bids by banking companies should not exceed the investment limits prescribed for them under the applicable laws.

The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make investment in a (i) subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financial services company in excess of 10%

of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i) of the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with applicable law, including the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013 *(to the extent these circulars have not been rescinded by the SEBI ICDR Master Circular)*, respectively. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, read with the Investments – Master Circular dated October 27, 2022, each as amended ("**IRDAI Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/ pension funds

In case of Bids made by provident funds with minimum corpus of ₹250 million and pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable laws, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, systemically important NBFCs, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLMs may deem fit.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Offer.

The above information is given for the benefit of the Bidders. Our Company, each of the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may

occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and NIBs are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

4. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account number (i.e. bank account number or UPI ID, as applicable) and PAN in the Bid cum Application Form if you are not an UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

5. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in the list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;

7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;

8. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

9. Bidders not using the UPI Mechanism should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;

10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the First Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders Bidding using the UPI Mechanism);

11. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgement specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary, if applicable;

12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

13. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

15. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

16. RIBs not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;

17. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by Bidders who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for Bidders residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

19. Ensure that the Demographic Details are updated, true and correct in all respects;

20. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

21. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

23. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

24. Since the Allotment will be in dematerialised form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the depository database;

25. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI;

26. UPI Bidders who wish to Bid using the UPI Mechanism, should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;

27. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

28. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid/ Offer Closing Date;

29. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

30. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid Cum Application Form;

31. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in); and

32. The ASBA bidders shall ensure that bids above ₹0.50 million, are uploaded only by the SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

3. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

4. Do not Bid at Cut-off Price (for Bids by QIBs and NIBs);

5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

6. Do not submit the Bid for an amount more than funds available in your ASBA account;

7. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

8. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;

9. If you are a UPI Bidder and are using UPI Mechanism, do not submit more than one ASBA Form for each UPI ID;

10. Anchor Investors should not Bid through the ASBA process;

11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

13. Do not submit the General Index Register (GIR) number instead of the PAN;

14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

18. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

19. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

20. Do not Bid for Equity Shares in excess of what is specified for each category;

21. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications);

22. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a NIB. RIBs and Eligible Employees bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs;

25. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;

26. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

27. Do not submit a Bid cum Application Form with a third-party UPI ID or using a third-party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism);

28. Do not submit the Bid cum Application Forms to any non-SCSB bank;

29. Do not Bid for a Bid Amount exceeding ₹0.20 million (for Bids by Retail Individual Bidders) and ₹0.50 million for Bids by Eligible Employees Bidding in the Employee Reservation Portion;

30. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned in the list provided on the SEBI website is liable to be rejected;

31. Do not Bid if you are an OCB; and

32. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹0.50 million.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/ dematerialised credit/refund orders/unblocking etc., Bidders can reach out to our Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see "*General Information*" on page 74.

For helpline details of the BRLMs pursuant to the SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see "*General Information - Book Running Lead Managers*" on page 75.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; and (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs, NIBs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The allotment of Equity Shares to each RIB shall not be less than the minimum Bid Lot, subject to the availability of shares in RIB Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Not more than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment of Equity Shares to each NIB shall not be less than minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in the SEBI ICDR Regulations.

Payment into Escrow Account(s) for Anchor Investors

Our Company in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement amongst our Company, the Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, and at least two Working Days prior to the Bid/Offer Opening Date, publish a pre- Offer and Price Band advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Kannada daily newspaper, Kannada being the regional language of Karnataka, where our Registered and Corporate Office is located, each with wide circulation.

In the pre-Offer and Price Band advertisement, we shall state the Floor Price or the Price Band, the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the BRLMs and the Registrar to the Offer shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Kannada daily newspaper (Kannada being the regional language of Karnataka, where our Registered and Corporate Office is located), each with wide circulation.

The above information is given for the benefit of the Bidders/applicants. Our Company, each of the Selling Shareholders, and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, each of the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement (a) prior to filing the Red Herring Prospectus with the RoC, or (b) on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus with the RoC, as applicable, in accordance with the nature of underwriting which is determined in accordance with Regulation 40 (3) of SEBI ICDR Regulations.

(b) After signing the Underwriting Agreement and finalisation of the Offer Price, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹1.00 million or 1% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders (including ASBA Form and Anchor Investor Application Form from Anchor Investors, as the context requires);

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by SEBI under applicable law;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds/unblocking (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- except for (a) the Fresh Issue, (b) the Pre-IPO Placement, if any, (c) any allotment of Equity Shares pursuant to exercise of vested options under the ESOP 2019, and (d) allotment of Equity Shares pursuant to conversion of outstanding CCCPS into Equity Shares prior to the filing of the Red Herring Prospectus with the RoC, no further issue of securities shall be made by our Company until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.;

- our Company, in consultation with the BRLMs, reserve the right not to proceed with the Offer, in whole or in part thereof, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed;

- if our Company, in consultation with the BRLMs withdraw the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI;

- that there are no other agreements, arrangements and clauses or covenants which are material, and which needs to be disclosed or the non-disclosure of which may have bearing on the investment decision, other than the ones which have already been disclosed in this DRHP; and

- that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

Undertakings by the Selling Shareholders

Each Selling Shareholder severally and not jointly, in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares undertakes that:

- its respective portion of the Offered Shares has been held by it in accordance with Regulation 8 of the SEBI ICDR Regulations and are also in compliance with Regulation 8A of the SEBI ICDR Regulations;

- it is the legal and beneficial owner of its respective Offered Shares;

- its respective Offered Shares shall be transferred to the Allottees, free and clear of any encumbrances; and
- Only the statements and undertakings provided above, in relation to each of the Selling Shareholders and its respective portion of the Offered Shares, are statements which are specifically made or confirmed, severally and not jointly, by each Selling Shareholder in relation to itself and its respective portion of the Offered Shares. No other statement in this Draft Red Herring Prospectus will be deemed to be "made or confirmed" by a Selling Shareholder, even if such statement relates to such Selling Shareholder.

Utilisation of Offer Proceeds

Our Board of Directors certifies and declares that:

- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section 3 of Section 40 of the Companies Act;
- details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains un-utilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- details of all un-utilised monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such un-utilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the GoI and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 1991 unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy, which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases, circulars and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Consolidated FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the Consolidated FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. For further details, see *"Key Regulations and Policies*" on page 217.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Non-debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the GoI is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer. For further details, see *"Offer Procedure"* on page 401.

Foreign Exchange Laws

The foreign investment in our Company is governed by *inter alia* the FEMA, as amended, the FEMA Non-debt Instruments Rules and the FDI Policy issued and amended by way of press notes.

In terms of the FEMA Non-debt Instruments Rules, a person resident outside India may make investments into India, subject to certain terms and conditions. In terms of the FEMA Non-debt Instruments Rules and the FDI Policy, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land borders with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Instruments Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/ Offer Period.

In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit for FPI investments shall be the sectoral cap applicable to our Company. In accordance with the FEMA Non-debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. Our

Company has, pursuant to a Board resolution dated June 16, 2025 and Shareholders' resolution dated June 17, 2025, increased the limit of investment of NRIs and OCIs from 10% to up to 24% of the paid-up equity share capital of our Company, provided however that the shareholding of each NRI in our Company shall not exceed 5% of the Equity Share capital or such other limit as may be stipulated by RBI in each case, from time to time.

SECTION X: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

The Articles of Association have been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of the Company held on June 25, 2025.

The Articles of Association have been adopted as the Articles of Association in substitution for and to the exclusion of all the existing Articles thereof.

*The Articles of Association of the Company include two parts, Part A and Part B. Part B of the Articles of Association shall exist and continue to be in effect until the date of commencement of listing and trading of the equity shares of the Company ("**Equity Shares**") on the recognized stock exchange(s) in India pursuant to the initial public offering by the Company (such date being the "**Listing Event**").*

Part B shall automatically terminate and cease to have any force and effect on Listing Event, without any further action by the Company or by the Shareholders and Part A shall come to be in effect and the provisions of the Part A shall automatically come in effect and be in force, without any further corporate or other actions by the Company and the Shareholders.

PART A OF THE ARTICLES OF ASSOCIATION

PRELIMINARY

TABLE 'F' PROVISIONS

1. The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 as amended from time to time, shall apply to this Company in so far as they are applicable to a public company and save in so far as they are expressly or impliedly modified by the following Articles.

2. The regulations for the management of the Company and for the observance by the Members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to addition, alteration, substitution, modification, repeal and variation thereto by approval of Shareholders as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in these Articles.

DEFINITIONS AND INTERPRETATION

3. In the interpretation of these Articles, the following words and expressions, unless repugnant to the subject or context, shall mean the following:

"*Act*" shall mean the Companies Act, 2013, and shall include all amendments, modifications and re-enactments of the foregoing;

"Annual General Meeting" means the annual general meeting of the Company convened and held in accordance with the Act;

"Articles of Association" or *"Articles"* mean these articles of association of the Company, as may be altered from time to time in accordance with the Act;

"Board" or *"Board of Directors"* shall mean the collective body of the Directors of the Company;

"Board Meeting" shall mean a meeting of the Board duly convened in accordance with the Act and the Charter Documents; *"Capital"* means the share capital, for the time being, raised or authorized to be raised, for purposes of the Company.

"Chairperson" or "Chairperson" means the chairperson of Board of Directors and/or of the Company

"Charter Documents" shall mean collectively the Memorandum and the Articles;

"Company" or "this Company" means Wakefit Innovations Limited, a company incorporated under the laws of India;

"Committee" means committee of Board constituted in accordance with the Act;

"Depository" means a depository, as defined in clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a certificate of registration under sub-section (1A) of section 12 of the Securities and Exchange Board of India Act, 1992;

"Director" shall mean any director of the Company on the Board, including additional directors, alternate directors, independent directors and nominee directors appointed in accordance with law and the provisions of these Articles;

"*Dividend*" includes interim Dividend.

"Equity Share Capital" shall mean the total issued and paid-up equity share capital of the Company;

"Equity Shares" or *"Shares"* shall mean the equity shares of the Company whether issued or to be issued, currently having par value of INR 01 (Indian Rupee One only) per equity share;

"Extraordinary General Meeting" means an extraordinary general meeting of the Company convened and held in accordance with the Act;

"General Meeting" means any duly convened meeting of the Shareholders of the Company and any adjournments thereof;

"Independent Director" shall mean an independent director as defined under the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

"*Issued capital*" means such capital as the Company issues from time to time for subscription;

"*Key Managerial Personnel*", in relation to a company, means—

(i) the Chief Executive Officer/s or the managing director or the manager;

(ii) the company secretary;

(iii) the whole-time director;

(iv) the Chief Financial Officer;

(v) such other officers, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and

(vi) such other officers as may be prescribed under the Act

"Member" or *"Shareholder"* means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository;

"Memorandum" or *"Memorandum of Association"* means the memorandum of association of the Company, as may be altered from time to time;

"Office" means the registered office, for the time being, of the Company;

"Officer" shall have the meaning assigned thereto by the Act;

"*Officer who is in default"* shall have the same meaning as specified under Section 2 (60) of the Act.

"Ordinary Resolution" shall have the meaning assigned thereto by the Act;

"Register of Members" means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to section 11 of the Depositories Act, 1996, in case of shares held in a Depository;

"*SEBI*" means the Securities and Exchange Board of India.

"*Secretary*" or "*Company Secretary"* shall mean a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by a company to perform the functions of a company secretary under the Act.

"*Shareholders' Meeting*" shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings of the Shareholders of the Company, convened from time to time in accordance with Law and the provisions of these Articles.

"Special Resolution" shall have the meaning assigned thereto by the Act;

"Stock Exchanges" means the National Stock Exchange of India Limited, the BSE Limited or such other recognized stock exchange in India or outside of India; and

"Tribunal" means the National Company Law Tribunal.

4. Except where the context requires otherwise, these Articles will be interpreted as follows:

(a) headings are for convenience only and shall not affect the construction or interpretation of any provision of these Articles;

(b) where a word or phrase is defined, other parts of speech and grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings;

(c) words importing the singular shall include the plural and vice versa;

(d) all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neutral genders;

(e) the expressions "hereof, "herein" and similar expressions shall be construed as references to these Articles as a whole and not limited to the particular Article in which the relevant expression appears;

(f) any reference to *a person* includes any individual, firm, corporation, partnership, company, trust, association, joint venture, government (or agency or political subdivision thereof) or other entity of any kind, whether or not having separate legal personality. A reference to any person in these Articles shall, where the context permits, include such person's executors, administrators, heirs, legal representatives and permitted successors and assigns;

(g) a reference to any document (including these Articles) is to that document as amended, consolidated, supplemented, novated or replaced from time to time;

(h) references made to any provision of the Act or the Rules shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the Ministry of Corporate Affairs, Government of India;

(i) the applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act, 2013 have been notified;

(j) a reference to a statute or statutory provision includes, to the extent applicable at any relevant time;

(k) that statute or statutory provision as from time to time consolidated, modified, reenacted or replaced by any other statute or statutory provision; and

(l) any subordinate legislation or regulation made under the relevant statute or statutory provision;

(m) references to writing include any mode of reproducing words in a legible and non-transitory form;

(n) references to *Rupees, Rs., Re, INR, ₹ are* references to the lawful currency of India; and save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context bear the same meaning in these Articles;

(o) save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context bear the same meaning in these Articles.

SHARE CAPITAL AND VARIATION OF RIGHTS

5. AUTHORISED SHARE CAPITAL

The authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as may from time to time be provided in Clause V of the Memorandum of Association, with power to the Company to increase or reduce such capital and/or the nominal value of the shares forming part thereof from time to time and power to divide share capital into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with these Articles, subject to the provisions of applicable law for the time being in force.

The Company shall be entitled to dematerialise its shares, debentures and other securities, rematerialise its shares, debentures and other securities held in the depositories or offer fresh shares, debentures and other securities, in a dematerialised form pursuant to the Depositories Act 1996 and the rules framed thereunder, if any.

Every person whose name is entered as a member in the register of members shall be entitled to receive shares in dematerialized form in accordance with Act, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Depositories and Participants) Regulations, 2018 and other applicable law for the time being in force.

Any member who subscribes to any shares of the company (whether by way of private placement or preferential issue or bonus shares or rights offer) shall ensure that all his existing shares are held in dematerialized form before such subscription.

Further, the company shall issue the shares only in dematerialized form.

Issue of shares in dematerialized form in case the share certificate is defaced, lost or destroyed.

If any share certificate be worn out, defaced, mutilated or torn, then upon production and surrender thereof to the Company, it shall issue shares in lieu of the same in dematerialized form, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the Company deem adequate, shares in lieu thereof shall be given in dematerialized form.

The provisions of the Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

Provided that, notwithstanding what is stated above, the Directors shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or the rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act or rules applicable in this behalf.

6. NEW CAPITAL PART OF THE EXISTING CAPITAL

Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

7. KINDS OF SHARE CAPITAL

The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws:

(a) Equity share capital:

(i) with voting rights; and/or

(ii) with differential rights as to dividend, voting or otherwise in accordance with the Act.

(b) Preference share capital.

The Board shall also be entitled to issue, from time to time, subject to any other legislation for the time being in force, any other securities, including securities convertible into shares, exchangeable into shares, or carrying a warrant, with or without any attached securities, carrying such terms as to coupon, returns, repayment, servicing, as may be decided by the terms of such issue.

8. SHARES AT THE DISPOSAL OF THE BOARD OF DIRECTORS

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of all or any of such shares to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and, with the sanction of the Company in General Meeting, give to any person the option or right to call for any shares either at par or premium during such time and for such consideration as the Board of Directors think fit, subject to provisions of the Act.

9. CONSIDERATION FOR ALLOTMENT

The Board of Directors may issue and allot shares of the Company as payment in full or in part, for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed as fully paid up shares.

10. SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CAPITAL

Subject to the provisions of section 61 of the Act and these Articles, the Company may:

(a) increase the authorised share capital by such sum to be divided into shares of such amount as it thinks expedient;

(b) divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;

(c) cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;

(d) consolidate and divide all or any of its share capital into shares of larger or smaller amount than its existing shares, provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act;

(e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; and

(f) The cancellation of shares under point (c) above shall not be deemed to be a reduction of the authorised share capital.

11. FURTHER ISSUE OF SHARES

(1) Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

(A) to the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (i) to (iii) below;

(i) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen (15) days (or such lesser number of days as may be prescribed under the Act or the rules made thereunder, or other applicable law) and not exceeding thirty (30) days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three (3) days before the opening of the issue;

(ii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (i) shall contain a statement of this right;

(iii) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company;

(B) to employees under any scheme of employees' stock option subject to Special Resolution passed by the shareholders of the Company and subject to the rules and such other conditions, as may be prescribed under applicable law; or

(C) to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, subject to compliance of applicable law.;

(2) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company. Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by the shareholders of the Company in a General Meeting.

(3) Notwithstanding anything contained in Article 11(2) hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

Where the Government has, by an order, directed that any debenture or loan or any part thereof shall be converted into shares in a company and where no appeal has been preferred to the National Company Law Tribunal or where such appeal has been dismissed, the memorandum of the Company shall, stand altered and the authorized share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the terms of these Articles, the Act and the rules made thereunder.

(4) Subject to the provisions of the Act and these Articles, the Company may from time to time issue sweat equity shares.

12. RIGHT TO CONVERT LOANS INTO CAPITAL

Notwithstanding anything contained in sub-clauses(s) of Article 11 above, but subject, however, to the provisions of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures or loans raised by the Company to convert such debentures or loans into shares or to subscribe for shares in the Company.

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

13. ISSUE OF FURTHER SHARES NOT TO AFFECT RIGHTS OF EXISTING MEMBERS

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

14. ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES

Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register of Members or the index of beneficial owners maintained by a depository under section 11 of the Depository Act, 1996, shall, for the purpose of these Articles, be a Member.

15. RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT

The Board shall observe legal requirements applicable to the allotment of shares to the public contained in the Act and other applicable law, and as regards return on allotments, the Directors shall comply with applicable provisions of the Act.

16. MONEY DUE ON SHARES TO BE A DEBT TO THE COMPANY

The money (if any) which the Board shall, on the allotment of any shares being made by the Company, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by the Company, shall immediately on the inscription of the name of allottee in the Register of Members or the index of beneficial owners maintained by a depository under section 11 of the Depository Act, 1996 in accordance with section 88 of the Act as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly as per the terms prescribed by the Board.

17. MEMBERS OR HEIRS TO PAY UNPAID AMOUNTS

Every Member or their heirs, executors or administrators shall pay to the Company the portion of the capital represented by their share or shares which may, for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time, in accordance with these Articles require or fix for the payment thereof.

18. VARIATION OF SHAREHOLDERS' RIGHTS

(a) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class, -

i. if provision in respect of such variation is contained in the Memorandum or these Articles; or

ii. in case of an absence of such a provision in respect of variation in the Memorandum or these Articles, if such variation is not prohibited by the terms of issue of the shares of that class.

If such a variation by one class of Shareholders affects the right of another class of Shareholders, the consent of three-fourths of such other class of Shareholders shall also be obtained and provisions of section 48 of the Act shall be applicable to such variation.

Subject to the provisions of the Act, to every such separate meeting, the provisions of these Articles relating to general meeting shall *mutatis mutandis* apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

(b) Where the Shareholders holding not less than ten per cent of the issued shares of a class did not consent to such variation or vote in favour of the special resolution for the variation, these holders may apply to the Tribunal to have the variation cancelled, and where such an application is made, the variation shall not have effect unless and until is confirmed by the Tribunal. The decision of the tribunal on any such application shall be binding on the shareholders.

An application under section 48 of the Act shall be required to be made within twenty-one days after the date on which the consent was given or the resolution was passed, and may be made on behalf of the shareholders entitled to make the application by such one or more of their number as they may appoint in writing for the purpose.

(c) The Company shall within thirty days of the date of the order of the Tribunal, file a copy with the Registrar.

19. PREFERENCE SHARES

(a) Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

(b) Convertible Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such securities on such terms as they may deem fit.

(c) On the issuance of preference shares pursuant to Article 19 herein above, the following provisions shall apply

1. No Company limited by shares can issue preference shares which are irredeemable as per section 55 of the Companies Act, 2013.

2. A company that is limited by shares may, if authorised by its articles, issue preference shares which are liable to be redeemed within a period not exceeding twenty years from the date of the issue of these shares subject to conditions as prescribed under the Act, and -

   i. No such shares shall be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made by for the purposes of such redemption.

   ii. No such shares shall be redeemed unless they are fully paid.

   iii. Where the shares are proposed to be redeemed out of the profits of the company, a sum equal to the nominal amount of the shares to be redeemed shall be transferred out of such profits, to a reserve, to be called the Capital Redemption Reserve Account and reduction of share capital of company provisions of the Companies Act, 2013, except as provided in Section 55 of the Companies Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.

   iv. In such a case, if the financial statement of the company complies with the accounting standards under section 133 of the Companies Act, 2013, the premium, if any, will be payable on redemption, and shall be provided for out of the profits of the company, before redemption of shares. In case not falling under the above-mentioned category, the premium, if any, will be payable on redemption out of the profits of the company or out of the company's securities premium account, before redemption of such shares.

3. In case the Company is not able to redeem the preference shares or pay dividend, if any, on shares in accordance with the terms of the issue, the Company may with the terms of consent of the holders of three-fourths in value of these preference shares and approval of the Tribunal on a petition made by it in this behalf, issue further redeemable preference shares equal the amount due, including the dividend thereon, in respect of the unredeemed preference shares, and on the issue of the these further redeemable preference shares, the unredeemed preference shares shall be deemed to have been redeemed. This issue of further redeemable preference shares or the redemption of preference shares under this section shall not be deemed to be an increase or, a reduction, in the share capital of the company.

4. The capital redemption reserve account may be applied by the Company, in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares.

20. AMALGAMATION

Subject to provisions of these Articles, the Company may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate subject to the provisions of the Act and other applicable law.

SHARE CERTIFICATES

21. ISSUE OF CERTIFICATE

Every Member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in their name, or if the Directors so approve (upon paying such fee as the Directors so determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within such other period as any other legislation for time being in force may provide or within a period of six (6) months from the date of allotment in the case of any allotment of debenture or within such other period as any other legislation for time being in force may provide. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one (1) certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.

Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two (2) directors or by a director and the company secretary, wherever the company has appointed a company secretary.

The Company may sub-divide or consolidate the share certificates.

22. RULES TO ISSUE SHARE CERTIFICATES

The Act shall be complied with in respect of the issue, reissue, renewal of share certificates and the formal, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the Act.

23. DEMATERIALIZATION OF SHARES

1. The Company or an investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof.

2. The Company shall cause to be kept a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in dematerialised forms in any medium as may be permitted by law including in any form of electronic medium.

3. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

24. ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of any fees or upon payment of such fee as prescribed under applicable law for each certificate, and as the Board of Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is slated above, the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf.

The provisions of the foregoing Articles relating to issue of certificates are shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

UNDERWRITING AND BROKERAGE

25. COMMISSION FOR PLACING SHARES, DEBENTURES, ETC.

(a) Subject to the provisions of the Act and other applicable laws, the Company may at any time pay a commission in connection with the subscription to its securities.

(b) The rate or amount of the commission shall not exceed the rate or amount prescribed in section 40 of the Act read with relevant rules and regulations made thereunder.

(c) The Company may also, in any issue, pay such brokerage as may be lawful.

(d) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid-up shares or partly in the one way and partly in the other.

LIEN

26. COMPANY'S LIEN ON SHARES / DEBENTURES

The Company shall subject to applicable law have a first and paramount lien on every share / debenture (not being a fully paid-up share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect.

Provided that the Board may at any time declare any share/ debenture to be wholly or in part exempt from the provisions of this Article.

The fully paid-up shares/ debentures shall be free from all lien and in the case of partly paid-up shares the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such shares/ debentures.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by them have not been paid, or in regard to which the Company has exercised any right of lien.

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

The provisions of the Articles relating to lien shall mutatis mutandis apply to any other securities, including debentures, of the Company

27. LIEN TO EXTEND TO DIVIDENDS, ETC.

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

28. ENFORCING LIEN BY SALE

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made -

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of their death or insolvency or otherwise.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by them have not been paid, or in regard to which the Company has exercised any right of lien.

29. VALIDITY OF SALE

To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall their title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

30. VALIDITY OF COMPANY'S RECEIPT

The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be considered as the holder of the share.

31. APPLICATION OF SALE PROCEEDS

The proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

32. OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

33. PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

CALLS ON SHARES

34. BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES

The Board may subject to the provisions of the Act and any other applicable law, from time to time, make such calls as it thinks fit upon the Members in respect of all monies unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one (1) month from the date fixed for the payment of the last preceding call. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the Shareholders' in a General Meeting and as maybe permitted by law.

35. NOTICE FOR CALL

Each Member shall, subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on their shares.

The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call, in respect of one (1) or more Members, as the Board may deem appropriate in any circumstances.

36. CALL WHEN MADE

The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board and may be required to be paid in instalments.

37. LIABILITY OF JOINT HOLDERS FOR A CALL

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

38. CALLS TO CARRY INTEREST

If a Member fails to pay any call due from them on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at ten per cent or at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

39. DUES DEEMED TO BE CALLS

Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

40. EFFECT OF NON-PAYMENT OF SUMS

In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

41. PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

The Board -

(a) may, subject to provisions of the Act, if it thinks fit, receive from any Member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by them;

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be agreed upon between the Board and the Member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the monies so paid by them, until the same would, but for such payment, become presently payable by them. The Board of Directors may at any time repay the amount so advanced.

42. PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities, including debentures, of the Company, to the extent applicable.

FORFEITURE OF SHARES

43. BOARD TO HAVE A RIGHT TO FORFEIT SHARES

If a Member fails to pay any call, or instalment of a call or any money due in respect of any share on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on them or their legal representatives requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

44. NOTICE FOR FORFEITURE OF SHARES

The notice aforesaid shall:

(a) name a further day (not being earlier than the expiry of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

45. RECEIPT OF PART AMOUNT OR GRANT OF INDULGENCE NOT TO AFFECT FORFEITURE

Neither a judgment nor a decree in favour of the Company for calls or other monies due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided, provided such forfeiture is undertaken in accordance with the Act. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by applicable law.

46. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY

Any share forfeited in accordance with these Articles, shall be deemed to be the properly of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board thinks fit and subject to the provisions of the Act.

47. ENTRY OF FORFEITURE IN REGISTER OF MEMBERS

When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid, unless otherwise required under the Act.

48. MEMBER TO BE LIABLE EVEN AFTER FORFEITURE

A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by them to the Company in respect of the shares. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

49. EFFECT OF FORFEITURE

The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles expressly saved.

50. CERTIFICATE OF FORFEITURE

A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

51. TITLE OF PURCHASER AND TRANSFEREE OF FORFEITED SHARES

The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall their title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

52. VALIDITY OF SALES OF FORFEITED SHARES

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and after their name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any person.

53. CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

54. BOARD ENTITLED TO CANCEL FORFEITURE

(i) A forfeited share may be sold or reallotted or otherwise disposed off on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

(iii) At any time after forfeiture of shares, the board may decide to deal with the application money including premium, if any, on such terms as it thinks fit.

55. SURRENDER OF SHARE CERTIFICATES

The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering them on such terms as they think fit.

56. SUMS DEEMED TO BE CALLS

The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

57. PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

TRANSFER AND TRANSMISSION OF SHARES

58. REGISTER OF TRANSFERS

The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares, Debentures or other Securities held in a material form. The Company shall also use a common form of transfer. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

59. ENDORSEMENT OF TRANSFER

In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at its discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

60. INSTRUMENT OF TRANSFER

(a) The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

(b) The Board may decline to recognize any instrument of transfer unless-

  (i) the instrument of transfer is in the form prescribed under the Act;

  (ii) the instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

  (iii) the instrument of transfer is in respect of only one class of shares.

(c) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

61. EXECUTION OF TRANSFER INSTRUMENT

Every such instrument of transfer shall be executed, by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.

62. CLOSING REGISTER OF TRANSFERS AND OF MEMBERS

Subject to compliance with the Act and other applicable law, the Board shall be empowered, on giving not less than seven (7) days' notice or such period as may be prescribed, to close the Register of Transfer, Register of Members, the register of debenture holders at such time or times, and for such period or periods, not exceeding thirty (30) days at a time and not exceeding an aggregate forty five (45) days in each year as it may seem expedient.

63. DIRECTORS MAY REFUSE TO REGISTER TRANSFER

Subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, after providing sufficient cause, within a period of thirty (30) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares/debentures in whatever lot shall not be refused.

64. TRANSFER OF PARTLY PAID SHARES

Where in the case of partly paid-up shares, an application for registration is made by the transferor alone, the transfer shall not be registered, unless the Company gives the notice of the application to the transferee in accordance with the provisions of the Act and the transferee gives no objection to the transfer within the time period prescribed under the Act.

65. TITLE TO SHARES OF DECEASED MEMBERS

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by them jointly with any other person. The Company shall not be bound to recognize the Executors or Administrators or holders of succession certificate or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnity or otherwise) as the Directors may consider necessary or desirable.

66. TRANSFERS NOT PERMITTED

No share shall in any circumstances be transferred to any infant, insolvent or a person of unsound mind, except fully paid-up shares through a legal guardian.

67. TRANSMISSION OF SHARES

Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of their title, elect to either be registered themself as holder of the shares or elect to have some person nominated by them and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share themselves, he shall deliver or send to the Company a notice in writing signed by them stating that he so elects. Provided, nevertheless, if such person shall elect to have their nominee registered, he shall testify that election by executing in favour of their nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

68. RIGHTS ON TRANSMISSION

A person becoming entitled to a share by reason of the death or insolvency of the holder shall, subject to the Directors' right to retain such dividends or money, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may at any time give a notice requiring any such person to elect either to be registered themselves or to transfer the share and if the notice is not complied with within ninety (90) days, the Board may thereafter withhold payment of all dividends, bonus or other monies payable in respect of such share, until the requirements of notice have been complied with.

69. SHARE CERTIFICATES TO BE SURRENDERED

Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer (in case of a transfer of physical shares).

70. COMPANY NOT LIABLE TO NOTICE OF EQUITABLE RIGHTS

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

71. TRANSFER AND TRANSMISSION OF SECURITIES

The provisions of these Articles, shall, *mutatis mutandis,* apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

ALTERATION OF CAPITAL

72. RIGHTS TO ISSUE SHARE WARRANTS

The Company may issue share warrants subject to, and in accordance with provisions of the Act and other applicable law. The Board may, in its discretion, with respect to any share which is fully paid-up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to lime require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

73. BOARD TO MAKE RULES

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

74. SHARES MAY BE CONVERTED INTO STOCK AND RECONVERSION

The Company in general meeting may, by ordinary resolution, convert any paid-up shares into stock and when any such shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred. If no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by a special resolution, at any time reconvert any stock into paid-up shares of any denomination.

Where shares are converted into stock.

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit;

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;

(c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/ "Member'' shall include "stock" and "stockholder" respectively.

75. REDUCTION OF CAPITAL

The Company may, by approval of Shareholders as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act—

(a) its share capital; and/or

(b) any capital redemption reserve account; and/or

(c) any share premium account

and in particular without prejudice to the generality of the foregoing power may by: (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid-up; (ii) either with or without extinguishing or reducing liability on any of its shares, (a) cancel paid- up share capital which is lost or is unrepresented by available assets; or (b) pay off any paid-up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

76. DEMATERIALISATION AND REMATERIALISATION OF SECURITIES

(a) The Company shall recognise interest in dematerialised securities under the Depositories Act, 1996.

Subject to the provisions of the Act, either the Company or the Member may exercise an option to issue (in case of the Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other applicable law.

(b) <u>Dematerialisation/Re-materialisation of securities</u>

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialise its existing securities, re-materialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

(c) <u>Option to receive security certificate or hold securities with the Depository</u>

Every person subscribing to or holding securities of the Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, subject to applicable law, the Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its Record, the name of the allottees as the beneficial owner of that Security.

(d) <u>Securities in electronic form</u>

All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.

(e) <u>Beneficial owner deemed as absolute owner</u>

Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

(f) Register and index of beneficial owners

The Company shall cause to be kept a register and index of members with details of securities held in dematerialised forms in any media as may be permitted by law including any form of electronic media in accordance with all applicable provisions of the Act and the Depositories Act, 1996. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members, resident in that state or country.

(g) Notwithstanding anything contained herein, in the case of transfer of shares or other securities where the Company has not issued any certificates and where such shares or other securities are being held in an electronic and fungible form, provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.

77. POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES

Notwithstanding anything contained in these Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

GENERAL MEETINGS

78. ANNUAL GENERAL MEETINGS

(a) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year.

(b) An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act and other applicable law.

79. EXTRAORDINARY GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called ‘‘Extraordinary General Meeting”. Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

80. EXTRAORDINARY GENERAL MEETINGS ON REQUISITION

The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.

81. NOTICE FOR GENERAL MEETINGS

All General Meetings shall be convened by giving not less than clear twenty one (21) days’ notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by applicable laws.

82. SHORTER NOTICE ADMISSIBLE

Upon compliance with the relevant provisions of the Act, an Annual General Meeting may be convened by giving a notice shorter than twenty one (21) days if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting. Any other General Meeting may be convened by giving a notice shorter than twenty one (21) days if consent is given in writing or by electronic mode by not less (i) the majority in number of Shareholders entitled to vote at that meeting and (ii) who represent not less than 95 (ninety five) percent of such part of the paid-up Share Capital of the Company as gives a right to vote at such meeting.

83. CIRCULATION OF MEMBERS' RESOLUTION

The Company shall comply with provisions of section 111 of the Act, as to giving notice of resolutions and circulating statements on the requisition of Members.

84. SPECIAL AND ORDINARY BUSINESS

(a) Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors,

(b) In case of any other meeting, all business shall be deemed to be special.

(c) In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

85. QUORUM FOR GENERAL MEETING

The quorum for the General Meeting shall be in accordance with section 103 of the Act or the applicable law for the time being in force prescribes, and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

86. TIME FOR QUORUM AND ADJOURNMENT

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon at the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week (not being a national holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

87. CHAIRPERSON OF GENERAL MEETING

The Chairperson, if any, of the Board of Directors shall preside as chairperson at every General Meeting of the Company. No business shall be discussed at any General Meeting except the election of a Chairperson while the Chair is vacant.

88. ELECTION OF CHAIRPERSON

Subject to the provisions of the Act, if there is no such chairperson or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, the Directors present shall elect another Director as chairperson and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairperson.

89. ADJOURNMENT OF MEETING

Subject to the provisions of the Act, the chairperson of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting

Any member who has not appointed a proxy to attend and vote on their behalf at a general meeting may appoint a proxy for any adjourned general meeting, not later than forty-eight hours before the time of such adjourned Meeting.

90. VOTING AT MEETING

At any General Meeting, a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Further, no objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the General Meeting, whose decision shall be final and conclusive.

91. DECISION BY POLL

If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairperson directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

92. CASTING VOTE OF CHAIRPERSON

The Chairperson shall have a casting vote in the case of equality of votes.

93. PASSING RESOLUTIONS BY POSTAL BALLOT

(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.

(b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.

(c) If a resolution is assented to by the requisite majority of the Shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

VOTE OF MEMBERS

94. VOTING RIGHTS OF MEMBERS

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

(a) On a show of hands every Member holding Equity Shares and present in person shall have one vote.

(b) On a poll, every Member holding Equity Shares shall have voting rights in proportion to their share in the paid-up equity share capital.

(c) A Member may exercise their vote at a meeting by electronic means in accordance with the Act and shall vote only once.

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

95. VOTING BY JOINT-HOLDERS

In case of joint holders the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

96. VOTING BY MEMBER OF UNSOUND MIND AND MINOR

A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by their committee or other legal guardian, and any such committee or legal guardian may, on a poll, vote by proxy.

97. NO RIGHT TO VOTE UNLESS CALLS ARE PAID

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by such Member have been paid, or in regard to which the Company has lien and has exercised any right of lien.

98. PROXY

Subject to the provisions of the Act and these Articles, any Member entitled to attend and vote at a General Meeting may do so either personally or through their constituted attorney or through another person as a proxy on their behalf, for that meeting or with regards to which the Company has lien and has exercised any right of lien.

99. INSTRUMENT OF PROXY

An instrument appointing a proxy shall be in the form as prescribed under section 105 of the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of their attorney duly authorized in writing or if appointed by a body corporate under the hand of its officer or attorney duly authorized in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a notarized copy of that power or authority must be deposited at the registered Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

100. VALIDITY OF PROXY

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

101. CORPORATE MEMBERS

Any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company.

DIRECTOR

102. NUMBER OF DIRECTORS

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014

Provided that the Company may appoint more than fifteen (15) directors after taking approval of the Shareholders as per applicable provisions / laws.

The first Director(s) of the Company shall be;

a) ANKIT GARG

b) CHAITANYA RAMALINGEGOWDA

The office of a Director shall be liable to be determined by rotation.

103. THE BOARD OF DIRECTORS

Notwithstanding anything to the contrary set out in these Articles:

(a) ***Authority of the Board**:* Subject to the provisions of the Act, the Board shall be responsible for the management, supervision, direction and control of the Company.

(b) ***Chairperson and Managing Director/Chief Executive Officer**:* The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

104. SHARE QUALIFICATION NOT NECESSARY

Any person whether a Member of the Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any Director.

105. ADDITIONAL DIRECTORS

Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional Director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Any such additional Director shall hold office only up to the date of the upcoming Annual General Meeting.

106. ALTERNATE DIRECTORS

(a) The Board may, appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate Director for a Director during their absence for a period of not less than three (3) months from India (hereinafter in this Article called the **"Original Director"**). No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.

(b) An alternate Director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India, if the term of office of the Original Director is determined before he returns to India the automatic re-appointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate Director.

107. APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY

If the office of any Director appointed by the Company in General Meeting is vacated before their term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by Members in the immediate next General Meeting. The Director so appointed shall hold office only up to the date which the director in whose place he is appointed would have held office if it had not been vacated.

108. REMUNERATION OF DIRECTORS

(a) A Director (other than a managing Director or whole-time Director) may receive a sitting fee as fixed by the Board not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any Committee thereof attended by them. The remuneration of Directors including managing Director and/or whole-time Director/Manager/Executive Director may be paid in accordance with the applicable provisions of the Act.

(b) The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where a meeting of the Board or of any Committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of their residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.

(c) The managing Directors/ whole-time Directors/Manager/Executive Director shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

109. REMUNERATION FOR EXTRA SERVICES

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions (which expression shall include work done by Director as a Member of any Committee formed by the Directors) in going or residing away from the town in which the Office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act, the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled.

110. CONTINUING DIRECTOR MAY ACT

The continuing Directors may act notwithstanding any vacancy in the Board, but if the number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company, but for no other purpose.

111. VACATION OF OFFICE OF DIRECTOR

The office of a Director shall be deemed to have been vacated under the circumstances enumerated under Act.

Subject to the applicable provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Board and such resignation shall become effective upon its acceptance by the Board.

ROTATION AND RETIREMENT OF DIRECTOR

112. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of the Company to be held every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Subject to the provisions of the Act, the Board shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of directors by rotation. Provided that an independent Director duly appointed by the Company shall not be liable to retire by rotation.

113. RETIRING DIRECTORS ELIGIBLE FOR RE-ELECTION

A retiring Director shall be eligible for re-election and the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by electing a person thereto.

114. WHICH DIRECTOR TO RETIRE

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.

115. POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION

Subject to the provisions of the Act, the Company may by an Ordinary Resolution in General Meeting, remove any Director before the expiration of their period of office and may, by an Ordinary Resolution, appoint another person instead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

Provided that an independent Director re-appointed for second term under the provisions of the Act shall be removed by the Company only by passing a Special Resolution and after giving them a reasonable opportunity of being heard.

116. DIRECTORS NOT LIABLE FOR RETIREMENT

The Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.

117. DIRECTOR FOR COMPANIES PROMOTED BY THE COMPANY

Directors of the Company may be or become a director of any company promoted by the Company or in which it may be interested as vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company subject to compliance with applicable provisions of the Act.

PROCEEDINGS OF BOARD OF DIRECTORS

118. MEETINGS OF THE BOARD

(a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of 120 (one hundred and twenty) days between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the Chairperson of the Board.

(b) The Chairperson may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at their usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent Director, if any, shall be present at the meeting and in case of absence of independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent Director, if any.

(c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

(d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any Committee thereof, through electronic mode, that is, by way of video conferencing or by any other audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

119. QUESTIONS AT THE BOARD MEETINGS HOW DETERMINED

(a) Board may meet and adjourn as it thinks proper.

(b) Questions arising at any time at a meeting of the Board shall be decided by majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

120. QUORUM

Subject to the provisions of the Act and other applicable law, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. The quorum shall be determined in accordance with the provisions of the Act, as amended from time to time.

At any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term 'interested director' means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.

121. ADJOURNED MEETING

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

122. ELECTION OF CHAIRPERSON

(a) The Board may from time to time appoint one of the Directors as Chairperson of the Board and determine the period for which he is to hold such office. The positions, duties and responsibilities of the Chairperson (whether whole-time or not and notwithstanding the fact that his appointment may be in the designation of a whole-time Director under the Act) and the Chief Executive Officer (by whatever designation described) shall be accordingly defined by the Board. The Board may authorize maintenance of a Chairperson's office at Company's expense to support him in the performance of his duties.

(b) Subject to the provisions of the Act, these Articles and of any contract between him and the Company the remuneration of the Chairperson (notwithstanding the fact that his appointment may be in the designation of a whole-time Director under the Act) may from time to time be fixed by the Directors, subject to the approval of the Company in General Meeting, and may be by way of fixed monthly payments, commission on profits of the Company; any or all of these modes or any other mode not expressly prohibited in the Act.

(c) The Chairperson shall preside over as chairperson at every meetings of the Board. If the Chairperson has notified the Company of his inability to be present at a Board meeting or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson or if no such Chairperson has been appointed, the Directors present may choose one of the Directors to act as the Chairperson of the meeting.

123. POWERS OF DIRECTORS

(a) The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act or any other applicable law, or by the Memorandum or by the Articles required to be exercised by the Company in a General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other applicable law and to such regulations not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a General Meeting; but no regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

(b) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case maybe, by such person and in such manner as the Board shall from time to time by resolution determine.

124. DELEGATION OF POWERS

(a) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such members of its body as it thinks fit.

(b) Any Committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

125. ELECTION OF CHAIRPERSON OF COMMITTEE

(a) A Committee may elect a chairperson of its meeting, unless the Board, while constituting a Committee, has appointed a chairperson of such Committee. If no such chairperson is elected or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be the chairperson of the Committee meeting.

(b) The quorum for a Committee shall be determined in accordance with the applicable provisions of law. In the absence of any specific provisions, the quorum of a Committee may be fixed by the Board of Directors.

126. VALIDITY OF ACTS DONE BY BOARD OR A COMMITTEE

All acts done by any meeting of the Board, or a Committee thereof, or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if even such Director or such person has been duly appointed and was qualified to be a Director.

127. RESOLUTION BY CIRCULATION

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the Committee then in India, not being less in number than the quorum fixed of the meeting of the Board or the Committee, as the case may be and to all other Directors or Members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held. This shall also apply, mutatis mutandis, to the electronic circulation of resolutions, with necessary modifications as may be required.

128. MAINTENANCE OF FOREIGN REGISTER

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit respecting the keeping of any register.

129. BORROWING POWERS

(a) Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the monies to be borrowed, together with the money already borrowed by the Company apart from temporary loans (as defined under section 180(1) of the Act) obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by approval of Shareholders at a General Meeting as per applicable provisions / laws, exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium. Provided that every such approval of Shareholders by the Company in General Meeting as per applicable provisions / laws in relation to the exercise of the power to borrow shall specify the total amount up to which monies may be borrowed by the Board of Directors.

(b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a Committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.

(c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.

(d) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, drawing, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by way of a special resolution as per applicable provisions / laws.

130. NOMINEE DIRECTORS

(a) Subject to the provisions of the Act and Article 101 hereinabove, so long as any moneys remain owing by the Company to Financial Institutions regulated by the Reserve Bank of India, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company regulated by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the "**Corporation**") so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director (which Director or Director/s is/are hereinafter referred to as "**Nominee Director/s**") on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).

(b) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

(c) The Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.

(d) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

131. REGISTER OF CHARGES

The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified.

132. MANAGING DIRECTOR(S) AND/OR WHOLE-TIME DIRECTORS AND/OR EXECUTIVE DIRECTORS AND/OR MANAGER

(a) The Board may from time to time and with such sanction of the Central Government as may be required by the Act, appoint one or more of the Directors to the office of the managing Director and/ or whole-time Directors or director or manager of the Company for such term and subject to such remuneration, terms and conditions as they may think fit and subject to the provisions of the Act.

(b) The Directors may from time to time resolve that there shall be either one or more managing Directors and/ or whole-time Directors.

(c) In the event of any vacancy arising in the office of a managing Director and/or whole-time Director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members, as required under applicable law.

(d) If a managing Director and/or whole-time Director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing Director/whole time Director.

(e) Managing Director or Chief Executive Officer of the Company can be appointed as Chairperson of the Company, subject to approval of applicable provisions of Law.

133. POWERS AND DUTIES OF MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR

The managing Director/whole time Director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these Articles by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The managing Directors/whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board’s direction.

134. REIMBURSEMENT OF EXPENSES

The managing Director/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

135. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Subject to the provisions of the Act —

(a) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.

(b) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(c) A provision of the Act or the Articles requiring or authorising an act to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting in both capacity as a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

DIVIDEND

136. COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

137. INTERIM DIVIDENDS

Subject to the provisions of section 123 of the Act, the Board may from time to time pay to the Members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the Company.

138. RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND

(a) Where any amount is paid-up in advance of calls on any share, it may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared.

(b) Where capital is paid in advance of calls on shares, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.

(c) The Company is in compliance with Sections 123, 124 and 125 of the Act, as amended and the rules.

(d) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration to any shareholder entitled to payment of the dividend, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account of Wakefit Innovations Limited".

(e) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act subject to the provisions of section 125 of the Act and the rules.

(f) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

(g) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

139. DIVISION OF PROFITS

Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

140. DIVIDENDS TO BE APPORTIONED

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

141. RESERVE FUNDS

(a) The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time think fit,

(b) The Board may also carry forward any profits when it may consider necessary not to divide, without setting them aside as a reserve.

142. DEDUCTION OF ARREARS

Subject to the Act, no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares of or otherwise howsoever whether alone or jointly with any other person or persons and the Board may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the Company.

143. RETENTION OF DIVIDENDS

The Board may retain dividends payable upon shares in respect of which any person is, under Articles 57 to 70 hereinbefore contained, entitled to become a Member, until such person shall become a Member in respect of such shares.

144. RECEIPT OF JOINT HOLDER

Any one of two or more joint holders of a share may give effective receipt for any dividends, bonuses or other monies payable in respect of such shares.

145. DIVIDEND HOW REMITTED

Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

146. DIVIDENDS NOT TO BEAR INTEREST

No dividends shall bear interest against the Company.

147. TRANSFER OF SHARES AND DIVIDENDS

Subject to the provisions of the Act, any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

CAPITALISATION OF PROFITS

148. CAPITALISATION OF PROFITS

(a) The Company in General Meeting, may, on recommendation of the Board resolve:

(i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and

(ii) that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

(b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in the Articles, either in or towards:

(i) paying up any amounts for the time being unpaid on shares held by such Members respectively;

(ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid; or

(iii) partly in the way specified in sub-clause (i) and partly that specified in sub-clause (ii).

(iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid-up bonus shares.

(v) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

149. POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE

(a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid-up shares or other securities, if any; and

(ii) generally, do all acts and things required to give effect thereto.

(b) The Board shall have full power:

(i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and

(ii) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalization or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing shares.

(c) Any agreement made under such authority shall be effective and binding on such Members.

150. BOOKS OF ACCOUNTS, INFORMATION AND INSPECTION RIGHTSWHERE BOOKS OF ACCOUNTS TO BE KEPT

The Books of Account shall be kept at the Office or at such other place in India as the Directors think fit in accordance with the applicable provisions of the Act.

151. INSPECTION BY DIRECTORS

Subject to applicable law, each Director shall be entitled to examine the books, accounts and records of the Company or any Subsidiary and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company. The Company shall provide such information relating to the business affairs and financial position of the Company as any Director may require, subject to applicable law.

152. REGISTER

The Company shall keep and maintain at its registered office or at such other place as permitted under the Act or the rules made thereunder, all statutory registers and annual returns for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the rules made thereunder. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Act and the rules made thereunder.

Any Member, beneficial owner, debenture or other security holder or any other person entitled to inspection of any documents/registers/records required to be maintained by the Company under the provisions of the Act or the rules made thereunder or to any copy thereof or extract therefrom shall be entitled to the same upon payment of such fee as may be determined by the Board from time to time and in absence of such determination, a fee of Rs. 10 per page or the maximum fees fixed by the Act or the rules made thereunder, whichever is lower.

A copy of the Memorandum of Association and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent to a member requesting for the same within seven days thereof upon payment of such fees as may be prescribed under the Act or the rules made thereunder or Rs. 10 for each copy thereof.

153. INSPECTION BY MEMBERS

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board.

SERVICE OF DOCUMENTS AND NOTICE

154. MEMBERS TO NOTIFY ADDRESS IN INDIA

Each registered holder of shares from time to time shall notify in writing to the Company such place in India to be registered as their address and such registered place of address shall for all purposes be deemed to be their place of residence.

155. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS

If a Member has no registered address in India, and has not provided to the Company any address within India, for the giving of the notices to them, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to them on the day on which the advertisement appears.

156. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF MEMBERS

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

157. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS

Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given:

(a) To the Members of the Company as provided by these Articles.

(b) To the persons entitled to a share in consequence of the death or insolvency of a Member.

(c) To the Directors of the Company.

(d) To the auditors for the time being of the Company; in the manner authorized by as in the case of any Member or Members of the Company.

158. NOTICE BY ADVERTISEMENT

Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.

159. MEMBERS BOUND BY DOCUMENT GIVEN TO PREVIOUS HOLDERS

Every person, who by the operation of law, transfer or other means whatsoever, shall become entitled to any shares, shall be bound by every document in respect of such share which, previously to their name and address being entered in the Register of Members, shall have been duly served on or sent to the person from whom he derived their title to such share.

160. NOTICES BY COMPANY AND SIGNATURE THERETO

Any notice to be given by the Company shall be signed by the managing Director or by such Director or company secretary (if any) or Officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

WINDING UP

161. Subject to the applicable provisions of the Act-

(a) If the Company shall be wound up, the liquidator may, with the sanction of Shareholders of the Company as per applicable provisions / laws and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

(d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to their liability, if any, to contribute as an ordinary member, be liable to make a further contribution as if he were at the commencement of winding up, a member of an unlimited company, in accordance with the provisions of the Act.

162. APPLICATION OF ASSETS

Subject to the provisions of the Act as to preferential payment the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the Members according to their rights and interests in the Company.

INDEMNITY

163. DIRECTOR'S AND OTHERS' RIGHT TO INDEMNITY

Subject to the provisions of the Act and other applicable law, every Director and Officer of the Company shall be indemnified by the Company against any liability incurred by them in their capacity as Director or Officer of the Company including in relation to defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which he is acquitted or in which relief is granted to them by the court or the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, wilful misconduct or bad faith acts or omissions of such Director or officer of the Company.

164. DIRECTORS' & OFFICERS' LIABILITY INSURANCE

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

Subject to the provisions of the Act and Law, the Company shall procure, at its own cost, comprehensive directors and officers liability insurance for each Director which shall not form a part of the remuneration payable to the Directors in the circumstances described under Section 197 of the Act: -

(a) on terms approved by the Board;

(b) which includes each Director as a policyholder;

(c) is from an internationally recognised insurer approved by the Board; and

(d) for a coverage for claims of an amount as may be decided by the Board, from time to time.

SECRECY CLAUSE

165. SECRECY

No Member or other person (not being a Director) shall be entitled to inspect the Company's works without the permission of the Chairperson/Directors or to require discovery of any information respectively and detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process, or of any matter whatsoever, which may be related to the conduct of the business of the Company and which in the opinion of the Chairperson/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public.

GENERAL POWER

166. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

167. At any point of time from the date of adoption of these Articles, if these Articles are or become contrary to the provisions of the Act, the Rules, the Listing Regulations, byelaws issued by the Stock Exchanges and any other applicable laws, the provisions of the Act, the Rules, the Listing Regulations, byelaws issued by the Stock Exchanges and other applicable laws shall prevail over these Articles to such extent and the Company shall, at all times, discharge all of its obligations as prescribed under applicable Laws, from time to time.

PART B OF THE ARTICLES OF ASSOCIATION

Part B of the Articles of Association provides for, amongst other things, such articles as required by a public limited company and the rights of certain shareholders pursuant to the Shareholders' Agreement. For more details in relation to the Shareholders Agreement, see *"History and Certain Corporate Matters – Shareholders' agreements and other agreements"* on page 227.

As on the date of this Draft Red Herring Prospectus, there are no material clauses/ covenants of Articles of Association that have not been disclosed.

SECTION XI: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus/ Prospectus which will be filed with the RoC. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. IST on all Working Days and shall be also available on the web link www.wakefit.co/investor-relations from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/ Offer Closing Date).

A. Material Contracts for the Offer

a) Offer Agreement dated June 26, 2025 entered into amongst our Company, the Selling Shareholders and the BRLMs.

b) Registrar Agreement dated June 25, 2025 entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer.

c) Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

d) Cash Escrow and Sponsor Banks Agreement dated [●] amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Banks, Public Offer Account Bank and the Refund Bank(s).

e) Share Escrow Agreement dated [●] amongst the Selling Shareholders, our Company and the Share Escrow Agent.

f) Syndicate Agreement dated [●] amongst our Company, the Selling Shareholders, Registrar to the Offer, the BRLMs and Syndicate Members.

g) Underwriting Agreement dated [●] amongst our Company, the Selling Shareholders and the Underwriters.

B. Material Documents

a) Certified copies of our MoA and AoA, as updated from time to time.

b) Certificate of incorporation dated March 1, 2016, in the name of 'Wakefit Innovations Private Limited'.

c) Fresh certificate of incorporation dated June 16, 2025, issued by the RoC, consequent upon change in the name of our Company from '*Wakefit Innovations Private Limited*' to '*Wakefit Innovations Limited*', pursuant to conversion to a public limited company.

d) Resolution of the Board of Directors dated June 16, 2025 and June 26, 2025, authorising the Offer and other related matters.

e) Shareholders' resolution dated June 17, 2025 approving the Fresh Issue and other related matters.

f) Resolution of the Board of Directors dated June 26, 2025 approving this Draft Red Herring Prospectus.

g) Resolution of the Board of Directors dated June 26, 2025, taking on record the approval for the Offer for Sale by each of the Selling Shareholders.

h) Consent letters and authorisations from each of the Selling Shareholders, as applicable, authorising their respective participation in the Offer for Sale. For further details, see "*The Offer*" on page 67.

i) Consent from the Statutory Auditors, holding a valid peer review certificate from the ICAI, to include their names as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their examination report on the Restated Financial Information included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

j) The examination report dated June 25, 2025 of the Statutory Auditors on our Restated Financial Information.

k) Shareholders' Agreement dated May 13, 2025 entered into by and among our (a) Company; (b) Ankit Garg and Chaitanya Ramalingegowda, (c) Nitika Goel, (d) (i) Peak XV Partners Investments VI, (ii) Redwood Trust, (iii) Verlinvest S.A., (iv) SAI Global India Fund I, LLP, (v) Investcorp Growth Equity Fund and (vi) Investcorp Growth Opportunity Fund, (e) (i) Indigo Circle Advisors, (ii) Paramark KB Fund I and (iii) Elevation Capital VIII Limited, as amended pursuant to the Amendment Agreement dated June 25, 2025.

l) Employment agreement dated June 4, 2025, entered into between our Company and Ankit Garg.

m) Employment agreement dated June 4, 2025, entered into between our Company and Chaitanya Ramalingegowda.

n) Digital marketing services agreement dated January 8, 2025, effective from September 22, 2024 and a first amendment to the digital marketing services agreement dated June 10, 2025, and a second amendment to the digital marketing services agreement dated June 18, 2025 effective from June 1, 2025 between the Company and HiveMinds Innovative Market Solutions Private Limited.

o) The statement of possible special tax benefits dated June 26, 2025 from Manian & Rao, Chartered Accountants.

p) Copies of annual reports of our Company for the last three Financial Years.

q) Consents of our Directors, Company Secretary and Compliance Officer, legal counsel to our Company as to Indian law, Bankers to our Company, the BRLMs, Syndicate Members, Registrar to the Offer, Monitoring Agency, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s), Sponsor Bank(s), in their respective capacities.

r) Consent Letter dated June 26, 2025 from Manian & Rao, Chartered Accountants having firm registration number 001983S, holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the statement of special tax benefits and the certificates issued by them in their capacity as an independent chartered accountant to our Company.

s) Certificate dated June 26, 2025 issued by Manian & Rao, Chartered Accountants certifying the KPIs of our Company.

t) Consent dated June 26, 2025, from the independent chartered engineer, namely Praveen Subramanya, to include their name as required under Section 26(1) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in relation to their certificate dated June 26, 2025.

u) Consent dated June 26, 2025, from independent architects, namely Nativity Private Limited, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in relation to their certificate dated June 26, 2025.

v) Report titled '*Building India's Home Story: Opportunity Landscape in Mattresses, Furniture, and Furnishings & Decor*' dated June 26, 2025 issued by Redseer Strategy Consultants Private Limited which has been commissioned and paid for by our Company exclusively for the purposes of the Offer and uploaded on www.wakefit.co/investor-relations.

w) Consent dated June 26, 2025 of Redseer Strategy Consultants Private Limited in respect of the Redseer Report.

x) Engagement letter dated February 13, 2025 entered into with Redseer Strategy Consultants Private Limited in respect of the Redseer Report.

y) Due diligence certificate dated June 26, 2025 addressed to SEBI from the BRLMs.

z) In-principle listing approvals dated [●] and [●], issued by BSE and NSE, respectively.

aa) Final observation letter bearing number [●] dated [●] issued by SEBI.

bb) Tripartite agreement dated December 27, 2022 amongst our Company, NSDL and Registrar to the Offer.

cc) Tripartite agreement dated October 7, 2020 amongst our Company, CDSL and Registrar to the Offer.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time, if so required in the interest of our Company or if required by the other parties, without notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Ankit Garg
Chairperson, Chief Executive Officer and Executive Director

Date: June 26, 2025

Place: Bengaluru

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Chaitanya Ramalingegowda
Executive Director

Date: June 26, 2025

Place: Bengaluru

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sakshi Vijay Chopra
Non-Executive Nominee Director

Date: June 26, 2025

Place: Mumbai

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Mukul Arora
Non-Executive Nominee Director

Date: 26.06.2025

Place: Bengaluru

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Alok Chandra Misra
Non-Executive Independent Director

Date: June 26, 2025

Place: Mumbai

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Gunender Kapur
Non-Executive Independent Director

Date: June 26, 2025

Place: Gurugram

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Sandhya Pottigari
Non-Executive Independent Director

Date: June 26, 2025

Place: Bengaluru

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sudeep Nagar
Non-Executive Independent Director

Date: June 26, 2025

Place: Mumbai

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Arindam Paul
Non-Executive Independent Director

Date: June 26, 2025

Place: Mumbai

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/ regulations issued by the Government of India or the rules, guidelines/ regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Navesh Gupta
Chief Financial Officer

Date: June 26, 2025

Place: Bengaluru

DECLARATION BY THE SELLING SHAREHOLDER

I, Ankit Garg, acting as a Promoter Selling Shareholder, hereby confirm that all statements and undertakings specifically made or, confirmed by me in this Draft Red Herring Prospectus about and in relation to me, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Ankit Garg

Date: June 26, 2025

Place: Bengaluru, Karnataka

DECLARATION BY THE SELLING SHAREHOLDER

I, Chaitanya Ramalingegowda, acting as a Promoter Selling Shareholder, hereby confirm that all statements and undertakings specifically made or, confirmed by me in this Draft Red Herring Prospectus about and in relation to me, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder or any other persons(s) in this Draft Red Herring Prospectus.

Chaitanya Ramalingegowda

Date: June 26, 2025

Place: Bengaluru, Karnataka

DECLARATION BY THE SELLING SHAREHOLDER

I, Nitika Goel, acting as a Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or, confirmed by me in this Draft Red Herring Prospectus about and in relation to me, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Nitika Goel

Date: June 26, 2025

Place: Bengaluru, Karnataka

DECLARATION BY THE SELLING SHAREHOLDER

We, Investcorp Growth Equity Fund, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made or, confirmed by us in this Draft Red Herring Prospectus about and in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

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Signed for and on behalf of Investcorp Growth Equity Fund

Name: Varun Laul

Designation: Authorized signatory

Date: June 26, 2025

Place: Mumbai

DECLARATION BY THE SELLING SHAREHOLDER

We, Investcorp Growth Opportunity Fund, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made or, confirmed by us in this Draft Red Herring Prospectus about and in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Investcorp Growth Opportunity Fund

Name: Varun Laul

Designation: Authorized signatory

Date: June 26, 2025

Place: Mumbai

DECLARATION BY THE SELLING SHAREHOLDER

We, Paramark KB Fund I, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made or, confirmed by us in this Draft Red Herring Prospectus about and in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

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Signed for and on behalf of Paramark KB Fund I

By its General Partner:
Paramark Ventures Co., Ltd. & KB Investment Co., Ltd.

Name: Chunsoo Kim

Designation: Managing Partner

Date: June 26, 2025

Place: Seoul, Republic of Korea

DECLARATION BY THE SELLING SHAREHOLDER

We, Peak XV Partners Investments VI, hereby confirm that all statements and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about and in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

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Signed for and on behalf of Peak XV Partners Investments VI

Name: Satyadeo Bissessur

Designation: Director

Date: June 26, 2025

Place: 5th Floor, Ebene Esplanade, 24 Bank Street, Cybercity, Ebene, Mauritius

DECLARATION BY THE SELLING SHAREHOLDER

We, Redwood Trust, acting through our trustee, Peak XV Partners India Advisors LLP, hereby confirm that all statements and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about and in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. Neither we nor our trustee assumes any responsibility, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

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Signed for and on behalf of Redwood Trust (acting through its trustee, Peak XV Partners India Advisors LLP)

Name: Sanat Doshi

Designation: Authorized Signatory

Date: June 26, 2025

Place: Mumbai

DECLARATION BY THE SELLING SHAREHOLDER

We, SAI Global India Fund I, LLP, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made or, confirmed by us in this Draft Red Herring Prospectus about and in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of SAI Global India Fund I, LLP

BY SIG ASIA INVESTMENT, LLLP ITS AUTHORIZED AGENT

BY HCM ASIA, INC., ITS AUTHORIZED AGENT

Name: Sarah Travis

Designation: Authorised Signatory

Date: June 26, 2025

Place: Bala Cynwyd, Pennsylvania, USA

DECLARATION BY THE SELLING SHAREHOLDER

We, Verlinvest S.A., hereby confirm that all statements and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about and in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder or any other person(s)in this Draft Red Herring Prospectus.

Signed for and on behalf of Verlinvest S.A

Name:	Rafaël Hulplau	Axelle Henry
Designation:	Joint Proxy–holder	CFO

Date: June 26, 2025

Place: Brussels