Date: August 17, 2026

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001,
Maharashtra, India

BSE Scrip Code: 544642

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

NSE Scrip Symbol: WAKEFIT

**Subject: Notice of the 10th Annual General Meeting ('AGM') and Annual Report of the Company for the Financial Year 2025-26**

Dear Sir/ Madam,

We wish to inform you that 10th AGM of the Company is scheduled to be held on Wednesday, September 09, 2026, at 11:00 A.M. (IST) through Video Conference/Other Audio Visual Means.

Pursuant to Regulation 34 and Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), please find enclosed the Notice of the 10th AGM and Annual Report of the Company which are being sent in electronic mode to the shareholders of the Company whose e-mail addresses are registered with the Company/ Registrar & Share Transfer Agent/ Depositories.

For those shareholders who have not registered their email addresses, a letter providing the weblink from which the Notice of the 10th AGM and Annual Report for the financial year 2025-26 can be accessed is being sent.

The Notice of the 10th AGM and the Annual Report is also available on the website of the Company at: www.wakefit.co/investor-relations

Thank you.

Yours faithfully,

**For Wakefit Innovations Limited**
*(formerly known as Wakefit Innovations Private Limited)*

SURBHI SHARMA
Digitally signed by SURBHI SHARMA
Date: 2026.08.17 19:16:30 +05'30'

Surbhi Sharma
Company Secretary and Compliance Officer
Membership Number: A57349

wakefit

# Annual Report 2025-26

# Content



December 15,
2025

Wakefit Innovations Limited successfully completed its Initial Public Offering (IPO) and got listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE) on December 15, 2025.


February 27
2026

On February 27, 2026, Wakefit came together to celebrate a defining milestone in its journey – completing 10 years since inception. The Company was incorporated on March 01, 2016. What began as an idea grew into a milestone worth celebrating – a moment made possible by the dedication and passion of everyone who believed in the journey.

# Designed for **Living.**

# Engineered for **India.**

**We** are an engineering-led home company, building an integrated home solutions platform for India by combining design, engineering and manufacturing excellence.

**We** are one of India's largest direct-to-consumer home and furniture companies, engaged in creating products that are thoughtfully designed for the evolving realities of Indian households.

**While** our origins were in the mattress category, we are not just a mattress company expanding into furniture and other adjacencies opportunistically.

**We** have become the fastest company in its category to surpass ₹1,000 crore in annual revenue in just over nine years, according to Redseer.


**The** integrated approach enables us to innovate rapidly, maintain quality standards, and deliver superior value to consumers. Wakefit is powered by an engineering-first philosophy, which enables us to create distinctive offerings suited to the evolving aspirations and demands of Indian consumers.

**Our** product development process is crafted to develop a wide set of offerings that balance functionality, durability and affordability. It follows a well-structured approach that begins by identifying unmet consumer needs and whitespace opportunities within the home category. Cross-functional teams subsequently evaluate materials, manufacturing technologies, sourcing strategies and cost structures to create distinctive products that offer differentiated value.

**Our** products undergo iterative consumer testing and refinement before being validated through independent quality and durability certifications – ensuring best-in-class offerings for our expanding consumer universe.

**Our** manufacturing processes are optimised for scale, using lean production systems and state-of-the-art machinery, supported by a distribution network that enables efficient delivery across India.

**The** entire process is rooted in our strong belief that the realities of Indian HOMES – including space constraints, climatic conditions, family structures and usage patterns – require solutions specifically designed for Indian consumers rather than adaptations of global products.

**Our** direct-to-consumer omnichannel model further strengthens this advantage. Through our digital platform and company-owned retail stores, Wakefit maintains a direct relationship with customers throughout their journey. These interactions generate valuable consumer insights that continuously feed back into product development, creating a self-reinforcing innovation engine. Our online and offline storefronts are not merely sales channels; they are intelligence channels which provide real-time, valuable feedback from consumers.

**This** end-to-end journey is holistically designed to engineer aesthetic and experiential spaces, tailored to the unique requirements of Indian homes.

Corporate Overview

# Engineered for Innovation

**Wakefit Innovations Limited ("Wakefit"/"the Company") is much more than an innovation-driven home and furnishings solutions company. It is an engineering-led home enterprise, serving as the ultimate destination for Indians seeking to elevate their homes into aesthetic and efficient spaces. Its wide range of products and solutions is designed to cater to the unique needs of domestic customers. As the largest and fastest growing D2C business in the industry, Wakefit has emerged as India's preferred choice for transforming homes into thoughtful, comfortable and vibrant living spaces.**

From our humble beginnings as a sleep solutions company in March 2016, we have transitioned into a Direct-to-Consumer (D2C) home and furnishings powerhouse, focused on innovative design and powered by engineering precision. In our journey of evolution and growth, we have redefined the way India looks at homes. With our integrated approach, we have reimagined the D2C proposition, changing the industry's perception of retail to a more differentiated and customer-centric experience.

Our omnichannel presence ensures seamless customer experience across all touchpoints, both online and offline.

Technology and data analytics are at the core of our operational efficiency and economies of scale, which we continue to strengthen through targeted initiatives.

## 360°

### CUSTOMER-CENTRIC PROPOSITIONS

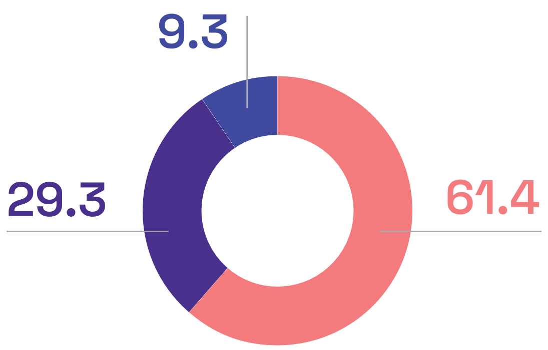
Led by the vision of our founders, Ankit Garg and Chaitanya Ramalingegowda, we offer a wide and diversified range of products through our business, which is anchored across three core categories – mattresses, furniture and furnishings. Mattresses is our largest product category, contributing 61.4% to our revenue for FY26, demonstrating a Y-o-Y growth of 17%. The Furniture category contributed 29.3% and the furnishings category has contributed 9.3% to our revenue for FY26.

Our online presence spans our own website and other online marketplaces, while our offline customer engagement is driven by our expanding network of COCO (Company Owned Company Operated) regular stores and MBOs (Multi Brand Outlets).

With quality control an uncompromising tenet of our business philosophy, we have adopted a full-stack vertically integrated model, enabling stringent control over every aspect of our operations.

We continue to expand our product portfolio with innovative offerings powered by our robust R&D facilities, backed by continuous customer engagement and feedback.

## CATEGORY-WISE REVENUE CONTRIBUTION




- Mattresses
- Furniture
- Furnishings & Decor



Wakefit has the distinction of being the only D2C home and furnishings company in India to have scaled across all three product categories, namely, mattresses, furniture, and furnishing.

## BUILT ON INVESTOR TRUST

Our sustained, year-on-year revenue growth stems from the growing investor confidence in Wakefit's credentials as an organisation focused on trust, transparency and innovation.

As of March 31, 2026, several leading institutional investors and mutual funds have reposed their confidence in Wakefit, including but not limited to:

HDFC Mutual Fund | Mirae Asset Mutual Fund | Tata mutual fund | Axis Mutual Fund | Mahindra Manulife | Edelweiss | WhiteOak Capital Management | DSP | HSBC Mutual Fund | Motilal Oswal Mutual Fund | Bajaj Life

Notably, several investors have been associated with Wakefit since the early stages of its journey, while many others came on board well before our initial public offering, a reflection of the sustained confidence and trust placed in our credentials over the years:

peak xv partners (Formerly known as Sequoia Capital) | Investcorp | Susquehanna Asia Venture Capital (SAI Global India Fund I, LLP) | Verlinvest | Elevation

## FUTURE-FOCUSED STRATEGY

At Wakefit, our success is anchored in a multi-directional strategy. Our future-driven integrated approach is crafted to deliver enhanced customer experience through our full-stack home solutions. It blends a digitally-native D2C strategy with an asset-light physical store expansion, backed by a horizontally integrated product portfolio spanning sleep, furniture, and home decor.

**Our business focus is pillared around**

- Synergistic, data-driven product category expansion, with a focus on scaling the operations.
- Strategic expansion of COCO – Regular stores and enhance sales on the website.
- Adoption of advanced technologies to enhance customer experience and drive operational efficiencies.
- Continuous development, investment and increase in brand awareness and salience.
- Sustained efforts to enhance customer lifetime value.

Our Market Position

# India's 1st Choice in Home Comfort

Across India, one of the first names that comes to mind for enhanced home comfort is Wakefit. It has emerged as a growing choice for Indians looking to enrich the quality of their lives within their homes. Wakefit has established a reputation for itself as the preferred destination for those seeking to transform their home into a lifestyle statement with tailored offerings.

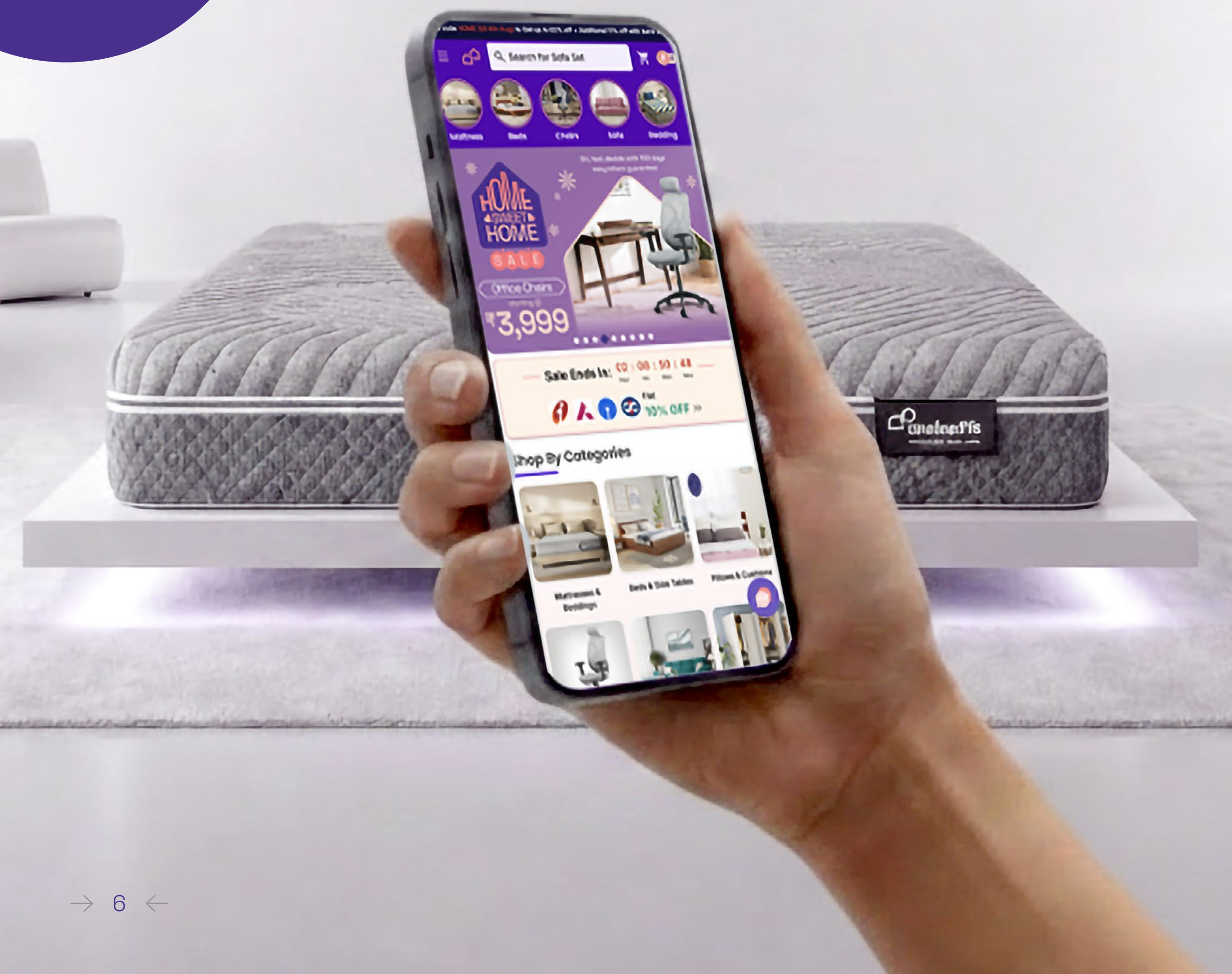
**LARGEST D2C PLAYER[1,2]**
In the home and furnishings segment in India

**FASTEST HOMEGROWN PLAYER[1]**
To achieve a total annual income of >₹10,000 Mn in just over nine years of operations

**ONLY PLAYER[3]**
With complete control over the upstream processes of the value chain[4]

**AMONG THE TOP 3**
Players in the organized mattress market[5]

**LARGEST PLAYER**
In terms of online revenue from mattresses[6]




*Source: Redseer Report.*

*[1]In the home & furnishings market in India among organized peers basis Redseer report.*

*[2]In terms of revenue from operations in Fiscal 2024 basis Redseer report.*

*[3]Among the home & furnishings peers basis Redseer report.*

*[4]Covering design to manufacturing phase in the mattress and furniture segments, that encompasses R&D, Prototyping, and manufacturing.*

*[5]In the home and furnishings market across SKUs in the mattress, furniture and furnishings and decor categories among its organized peers based on the Redseer report.*

*[6]Among its organised peers based on the Redseer report.*

Our Offerings

# Right Choice for Every Home

**A home starts with a dream – of a better, happier, and more comfortable place to live. The right piece of furniture, decor or furnishing, engineered with innovative design and operational excellence, can magically transform this dream into a real experience. Wakefit is the place for finding a wide range of home products under one roof – to make the home more beautiful, and more aligned to the personal needs of the residents.**

Our product portfolio reflects the depth of our understanding of the evolving customer needs and aspirations. It demonstrates our ability to respond with agility to their desires and demands, with products customised to the mass, masstige and premium segments. It showcases the complete range and expanse of our innovative offerings, each of which is engineered to perfection, with the right mix of ideation, emotion and passion.

**Wakefit's broad spectrum of products, provided under one brand umbrella and through both offline and online channels, enables a strong platform play. It empowers us to cross-sell complementary products and up-sell to more premium products, leveraging the power of scale effects to promote repeated customer engagement and purchases.**

## FINDING NEW SPACES TO ENHANCE

The ever-evolving customer preferences and realities necessitate continuous efforts to expand into new corners of homes. At Wakefit, we are strategically expanding into select adjacent categories, finding new spaces to enhance in the house. The focus is on introducing additional sub-categories within the same ecosystem as that of our core categories, with the aim to broaden offerings and improve customer lifetime value.

## MATTRESSES

**Mattresses Portfolio**

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. Our mattresses are designed to different sizes, such as king, queen, single, double, and custom sizes - to fit different bed frames. They are available in thicknesses ranging from 3 to 10 inches. We also offer sleep solutions that incorporate advanced AI solutions to regulate temperature, analyse sleep patterns, and provide personalised insights.

## FURNITURE

**Furniture Portfolio**

We offer a wide range of furniture, beds and side tables, sofas, wardrobes, dressing tables, cabinets and shelves, kitchen and dining sets, TV units, office chairs, and coffee tables. These cater to various design preferences and lifestyle needs, all crafted from natural wood (for example, sheesham) and/or engineered wood.

As of March 31, 2026, we had more than 8,000 SKUs under our furniture product category.

## FURNISHINGS

**Furnishings Portfolio**

As part of this segment, 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 decor and lightings such as table decor, lights and lamps and garden decor.

# Our Evolution through the Years

Wakefit's evolution from a 'Sleep Solutions Player' into a 'One-Stop Destination Offering Home and Furnishing Solutions' in just a decade is marked by many landmark moments.

## 2016

- Incorporated as a private limited company
- Started selling mattresses

## 2018

- Raised funds from Peak XV Partners Investments VI (earlier known as Sequoia Capital)
- Launched furniture[1]

## 2020

- Received 1,000,000th order

## 2021

- Received 2,000,000th order
- Opened Hosur (Tamil Nadu) factory, with a total built-up area of 400,772 sq. ft.

## 2022

- Commenced MBO business
- Opened the first COCO Regular Store in Lucknow (Uttar Pradesh)

## 2023

- Received 5,000,000th order

## 2024

- Returned to EBITDA positive in FY24
- 24.9% CAGR Revenue from Operations (FY24)

## 2025

- Listed on BSE and NSE in December 2025

## 2026

- A decade strong: Wakefit marks 10 years since inception
- Turned PAT positive, reporting a Profit After Tax (PAT) of ₹ 1,891.8 million
- Highest-ever annual revenue at ₹ 14,889 million

*Source: Redseer Report.*
*Notes:*
*1. Received the first furniture order.*

# Unboxing our Core Strengths

Behind every product that we deliver to our customers lies a story of our exceptional engineering expertise and capability. As each part of the package is unboxed, a new layer of strength is revealed – giving a glimpse into the strategic and operational core that drives Wakefit's sustained and sustainable growth journey.

From the scale of our growing business to our continuous product innovation, from our integrated operations to our expanding reach, and from our brand excellence to our sustained performance, we have built a robust framework of strengths designed to drive long-term growth.






## Largest and fastest growing D2C home and furnishing solutions destination[1]

The sheer size, scale and speed of our business growth give us a strong competitive edge in the market. It allows for extensive vertical integration, promotes cost efficiency, and makes us the preferred choice for millions of Indians seeking an enhanced living experience in the comfort of their homes.

## Comprehensive home and furnishing solutions brand with a core focus on product innovation

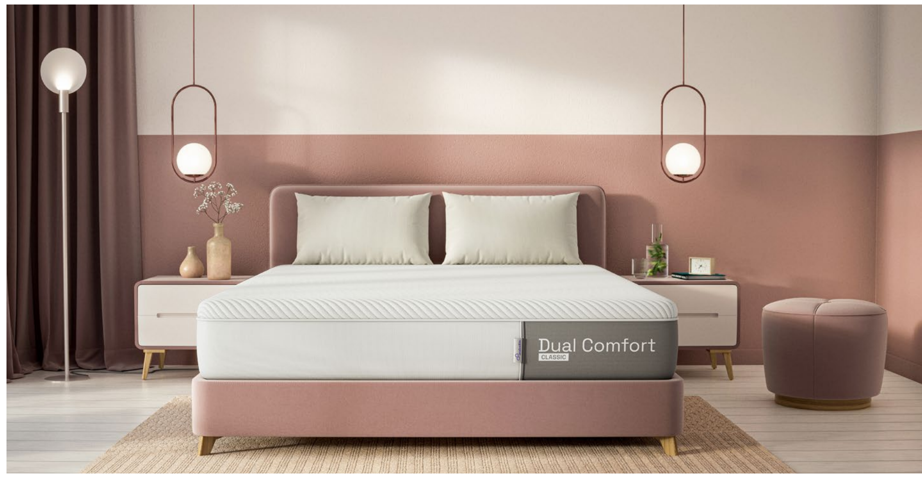
Our deep insights into consumer needs enable us to anticipate emerging new industry and consumer trends. They empower us to steer continued innovation in sleep-tech, personalisation pilots, and premium variants, enhancing Wakefit's differentiation and margin potential. Beginning with identification of unmet consumer needs and whitespace opportunities within the home category, the process takes shape in the hands of skilled cross-functional teams across sourcing, manufacturing and costing. The result is products that balance functionality, durability and affordability.

## Full-stack vertically integrated operations with differentiated processes and technical capabilities

Our fully integrated, tech-driven model – extending from design and manufacturing to distribution and customer engagement – creates strong cost efficiency, quality control, and long-term customer loyalty. It ensures the highest standards of excellence across the business value chain while preventing price markups. It enables data-driven product improvement, providing customers with an enriching experience.

## Streamlined manufacturing excellence with automated technology and high-end important equipment

Our manufacturing excellence is powered by our five in-house, automated, vertically integrated production hubs, equipped with state-of-the-art machinery and driven by lean operations. Spread over 1,21,040 sq. ft., the unit in Sonipat (Haryana) manufactures mattresses and sofa. We have two plants in Bengaluru (Karnataka) spread over 37,076 sq. ft. and 70,725 sq. ft., of which one is engaged in steel bed fabrication and R&D activities. The other is exclusively focused on manufacturing accessories, including comforter, pillows, bedsheet, protectors, curtains, cushions, beanbags and decor items. One of our two facilities in Hosur in Tamil Nadu spread over 3,44,994 sq. ft. and the other is spread over 1,25,000 sq. ft. One works on production of furniture, including engineering and solid wood furniture, sofa & chairs, while the other manufactures mattresses.




[1] Source: Redseer Report

## Omnichannel sales presence and strategically located store network

Customers get easy and smooth access to our wide range of high-quality and aesthetically appealing products with our omnichannel strategy. Rapid COCO store expansion and a wide MBO network, coupled with a growing presence on our digital platform and various third-party e-commerce and Q-commerce marketplaces, helps boost reach while protecting high D2C profitability.

## Business model with a track record of delivering financial growth

Firmly positioned as one of the fastest-growing homegrown brands in India's organised home and furnishings sector, Wakefit has consistently delivered financial growth and value creation. It is the only D2C home and furnishings player in India with each of its three separate product categories (Mattresses, Furniture, Furnishings) generating ₹100 crore in annual revenue. The Company's total retail revenue growth for FY26 stood at 49% on a YoY basis – our highest-ever annual performance. The Company has reported 22.4% CAGR growth in its Revenue from Operations between FY22 and FY26.

## Multi-faceted marketing approach enhancing the brand image

Customer centricity and trust are the core around which our growth is pivoted. Our strong brand-building initiatives, supported by disciplined marketing spends, continue to promote Wakefit's image as a brand of distinctive excellence.

## Visionary and experienced leaders

The Company's founders, Ankit Garg and Chaitanya Ramalingegowda, are visionary leaders who have transformed India's sleep and home solutions market through their future-forward thinking and bold, disruptive approach to business.

With over 15 years of experience, Ankit Garg brings deep expertise in R&D, new product development and customer insights, driving the Company's innovations agenda. Chaitanya Ramlingegowda, with over 20 years of experience, spearheads marketing, growth strategies, customer experience and technological advancements shaping Wakefit's expansion and market presence.

Their vision has helped millions of Indians reimagine their homes, and redefined modern living in the country.

# Integrated Solutions for Ideal Homes

**The Wakefit value proposition is built around a full-stack vertically integrated model, manifesting our ability to innovate with speed, maintain quality standards, and deliver superior value to consumers. It spans every aspect of the business value chain – from product development, testing and validation, to manufacturing, logistics, distribution, and marketing. It is driven by our engineering-first philosophy, shaped by the realities of Indian homes and designed to the specific needs of Indian consumers.**

**Wakefit is the only D2C home and furnishings company in India to own six pillars of vertically integrated business**

## PILLARS & CORRESPONDING CHALLENGES

| | | | | | | |
|---|---|---|---|---|---|---|
| **Structural Challenges** | Changing consumer preferences and multiple design philosophies | Lack of product standardization and SKU complexity | Inconsistent quality, assembly variations and resource constraints | Storage constraints and fulfillment inefficiencies | Growing need for seamless transition across touchpoints | Limited brand stickiness and reliance on performance marketing |
| **Wakefit Pillars** | **Product Design** | **Engineering** | **Manufacturing** | **Logistics** | **Sales Channels** | **Brand** |

**LEVERAGE TECHNOLOGY TO DRIVE OPERATIONAL EFFICIENCIES**

Our ultimate vision is to be an integrated home and solutions company, with adjacent categories and multiple sub-categories expanding the portfolio of our core product categories to make it a holistic offering.

Our in-house design, engineering and manufacturing facilities ensure best-in-class product quality and functionality. Our robust logistics network, comprising a well-structured supply chain, eliminates storage constraints, enabling us to fulfill our orders with speed and agility.

Multiple sales channels support seamless customer experience, while our brand investments are designed to drive customer stickiness. Strong platform play under a single brand enables us to cross-sell multiple products and up-sell higher-end products. It encourages repeated customer engagement through network effects.

Technology lies at the core of this model, and we leverage advanced technologies, automation and digitalisation to drive operational efficiencies and engineer product excellence.



**Omnichannel Presence**

# Bringing Comfort Home to the Customer

**Every product at Wakefit is designed with care and engineered with precision to add comfort to the homes of consumers across India. Our robust digital platform and Company-owned retail stores provide customers with easy access to our wide range of innovative products. More importantly, they serve as channels for us to maintain a direct relationship with customers throughout their experiential journey with Wakefit. This translates into valuable consumer insights and feedback, further strengthening our innovation efforts.**

Deliberately and definitively, we have built a truly omnichannel ecosystem across our own and external sales channels, enabling customers to access and engage with Brand Wakefit with ease and speed. Our omnichannel presence spans 700+ districts across 28 states and 6 union territories through our website and COCO stores, along with major e-commerce marketplaces, quick-commerce platforms, and MBOs.

## STRENGTHENING OWN CHANNELS

Our consumer-centric strategy is rooted in our own-channel dominance. Our website and COCO stores contributed 67.2% of our total revenue in FY26 – an increase from 57.0% in FY25, with the remaining coming from external marketplaces and Multi Brand Outlets.

This strategic approach is designed to drive higher margins, stronger customer engagement, and better operational control, enabling us to increase brand loyalty, repeat purchases, average order value, and customer conversion rates. It helps improve our operations through insights into customer behavior and direct feedback from customers.

Our focus on scaling our online channel is driven by faster delivery, performance marketing, exclusive launches, enhanced and seamless customer experience, and an expanded Point of Delivery (POD) network for same-day delivery.

## PRESENT WHERE THE CUSTOMER IS

To ensure easy access and enhanced experience for customers, we have built a comprehensive presence extending across online and offline channels.

As of March 31, 2026, we have 139 active, strategically located COCO stores across 76 cities in 21 states and two UTs, covering a total retail area of approximately 4 lakh sq. ft. We added 42 COCO stores while closing eight in FY26. Our COCO stores continue to deepen engagement and drive higher order values for us through direct, experiential retail.

We plan to deepen our store penetration with newer stores to capture underserved markets in diverse Tier-2 locations while maintaining healthy unit economics. In addition to larger cities, we continue to see meaningful opportunities in smaller towns and underpenetrated markets and aim to bring our exciting range of offerings to the doorstep of more Indians through our asset-light COCO stores.

Our 1,948 MBOs, present across 536 towns and cities as of the end of FY26, support wider distribution and brand accessibility. They continue to steer our foray into new markets, evaluating demand with limited upfront capital investment into that geography.

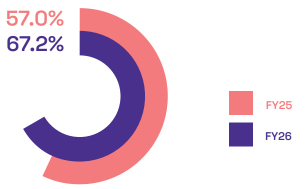
In addition to our own website, we have a strong online presence through major e-commerce platforms as well as Q-commerce platforms.

## WELL-STRUCTURED SUPPLY CHAIN

Our optimised logistics and distribution system ensures customer proximity and on-time delivery. Our Mother Warehouse in Hosur, spread over 1.6 lakh sq. ft., serves as the primary inventory repository and main distribution point. This is supported by nine Inventory Holding Points to handle our inventory for mattresses and marketplace-serviced categories. These are supplemented by 17 Points of Delivery (PODs), which act as transit hubs for last-mile deliveries and bases for furniture installers.

This well-structured supply chain ensures speedy, and even same-day delivery, making the customer's Wakefit experience smooth and seamless.

**Our website and COCO stores contributed 67.2% of our total revenue in FY26, an increase from 57.0% in FY25.**






# Envisioning Better Homes across India

**Brand Wakefit serves millions of customers across India with its extensive physical presence, spanning manufacturing facilities, warehouses, MBO's, COCO and retail stores, supported by a growing online presence.**

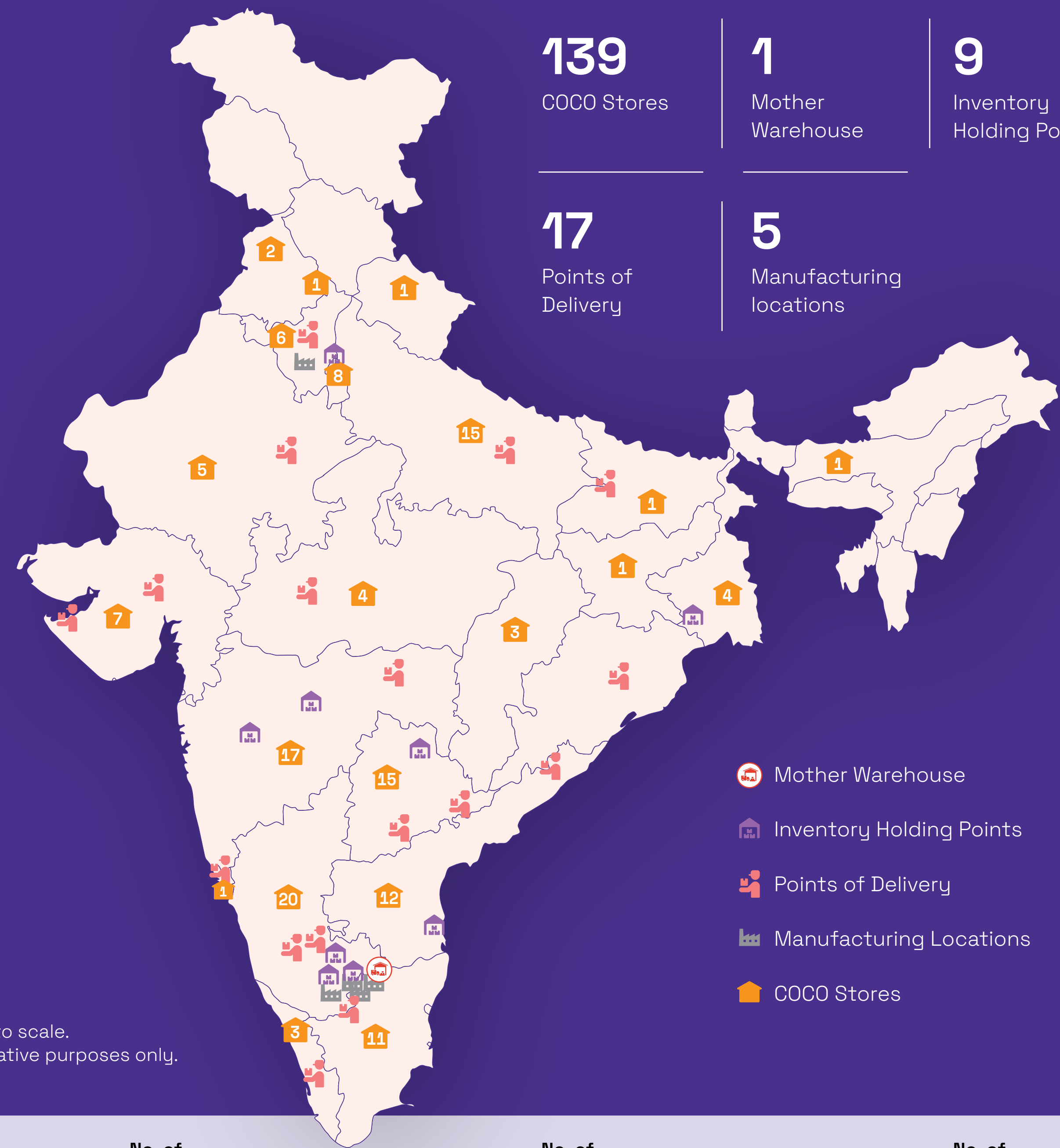
**139** COCO Stores

**1** Mother Warehouse

**9** Inventory Holding Points

**17** Points of Delivery

**5** Manufacturing locations




Map not to scale.
For illustrative purposes only.

| State | No. of COCO Stores | State | No. of COCO Stores | State | No. of COCO Stores |
|---|---|---|---|---|---|
| Andhra Pradesh | 12 | Haryana | 6 | Tamil Nadu | 11 |
| Assam | 1 | Jharkhand | 1 | Telangana | 15 |
| Bihar | 1 | Karnataka | 20 | Tripura | 1 |
| Chandigarh | 1 | Kerala | 3 | Uttar Pradesh | 15 |
| Chhattisgarh | 3 | Madhya Pradesh | 4 | Uttarakhand | 1 |
| Delhi | 8 | Maharashtra | 17 | West Bengal | 4 |
| Goa | 1 | Punjab | 2 | | |
| Gujarat | 7 | Rajasthan | 5 | | |

Innovation and R&D

# Pioneering New & Enhanced Experiences

**Modern consumers are continually looking to enhance their homes and living experiences. They want greater comfort and wellness, and a more dynamic and visually appealing environment, in their homes. Being responsive to their needs comes naturally to us, at Wakefit. We ensure our sustained relevance in the lives of our customers by scaling our design and engineering edge. Our focus remains on innovating new products aligned with their evolving aspirations and needs.**

## INNOVATION THAT STEERS DIFFERENTIATION

Led by data-driven insights on consumer preferences and coordinated aesthetics, we continue to expand our brand offerings through products that resonate with the aspirational needs of customers. Continued innovation in sleep-tech and personalisation pilots enhances differentiation and margin potential for Wakefit. Our efforts are focused around broadening our portfolio through expansion of SKUs, backed by planned investments in advanced manufacturing capacity to unlock a large addressable opportunity.

Unmatched comfort, blended with style and durability, defines our product innovation proposition.

- **The Zense AI-powered sleep solutions ecosystem**

  The Zense range two Sleep Tech products as a part of its portfolio, Track8 and Regul8. These 2 Zense ranges, showcase our dedication to enhancing sleep quality through technology.

  → Regul8 Mattress Controller is designed to regulate the temperature of the mattresses, featuring water-based active temperature regulators.

  → Track8 Sleep Tracker 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.

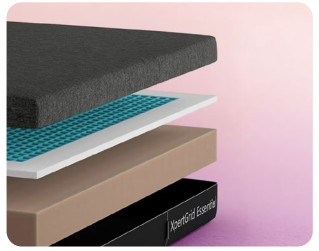
- **The ShapeSense and ErgoTech EcoLatex mattress product lines** use advanced foam structuring and natural materials for optimal alignment to varying body types and hot sleepers.

  → **ShapeSense Series** 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.

  → **ErgoTech EcoLatex** combines natural responsiveness with sustainable innovation. Crafted using eco-friendly latex and breathable materials, they offer comfortable feel with superior airflow. Hypoallergenic and antimicrobial by nature, these mattresses are ideal for users seeking natural sleep environments. Hybrid variants incorporate individually encased pocket springs for added bounce and body-conforming support.



**Other key innovations include:**



### XpertGRID Mattress

Features a 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

Features two distinct sleep surfaces with 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.

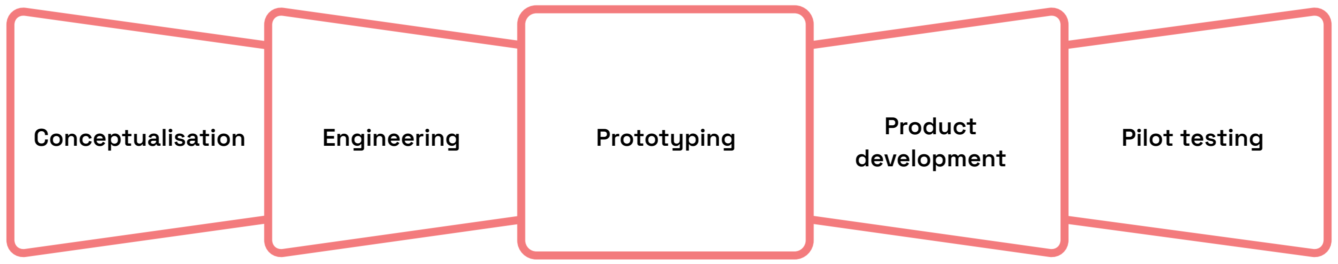
### Foldable Mattress

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.

## INVESTMENTS THAT STRENGTHEN R&D

Our strong R&D engine supports fast, low-risk product launches and continuous improvement. This drives new product designs, enabling product enhancement based on customer feedback. Our R&D efforts are focused around sleep science, ergonomic furniture design, and AI-driven smart sleep technology. They are centered around promoting innovation aimed at climate-specific comfort, posture support, and tailored home solutions. We pioneer vertically integrated innovations through rigorous consumer testing. We continually enhance our products based on customer feedback.

**5-step product development process**




This process enables us to develop and test new products aligned with evolving market demands.

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 around the world, which helps us identify and select distinctive styles across different product categories. Our product designers and engineers work closely to ensure that the products are aesthetic, functional, durable, and cost-effective to manufacture.

Technology, Automation, Digitalisation

# Smart Solutions for Better Homes

**Homes are getting smarter, with technology, automation and digitalisation transforming home solutions into interactive and responsive ecosystems. Use of advanced tech-powered tools are creating more personalised, comfortable, space-saving and automated living experiences. Wakefit is progressively integrating IoT connectivity and AI-driven personalisation into its sleep and furnishing products, with early capabilities in market and a broader connected ecosystem under active development to help products adapt to the user and enhance well-being. Advanced automation, optimised packaging, and a robust warehouse–INHP–POD logistics network ensure faster, low-cost deliveries and scalable operations at Wakefit.**

## DRIVING DATA-LED GROWTH

Our business is becoming increasingly data-led, with use of performance marketing insights helping us to tailor campaigns and refine customer targeting. We also use data-led decisions across pricing, product development, and marketing to sharpen execution and support margin improvement.

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 fulfillment 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 visualisation tools to analyse and present complex data in an understandable format. We leverage these insights to inform our product development and marketing strategies and fine-tune our channel margins and pricing decisions.

**Wakefit is ISO/IEC 27001:2022 certified, attesting to our commitment towards adhering to best practices and principles for managing information security risks. As of March 31, 2026, we had a team of 30 employees who specialise in deriving, analysing, and generating insights from data to support our customisation efforts.**

## ENRICHING CUSTOMER EXPERIENCE

We are continually investing in scaling our website and building new tech-driven channels to elevate customer experience.

### Website

We make continuous enhancements to our owned website with features like richer content, such as detailed comparison charts to help customers make informed decisions. We have streamlined navigation from the home page to category and product pages, ensuring a seamless flow from cart to checkout. In contrast to more rigid marketplace listings, this level of customisation enables better quality and control of customer experience.

We have further enhanced 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.

### Self-service bots

Our self-service bots are designed to handle customer queries on the website, increasing transparency and efficiency. We are now working on developing bots that will make transaction update calls once an order is placed.

## CONTINUED INVESTMENTS IN TECH UPGRADATION

We leverage performance marketing tools to track consumer trends across our discovery channels, providing insights into customer behaviours and preferences. This insight helps us to tailor our marketing initiatives, ensuring they are aligned with audience interests, which enhances the effectiveness of our campaigns:

### First-touch vs. last-touch attribution across discovery channels.

We run an attribution comparison that traces a customer's journey from the discovery touchpoint to the eventual purchase. This surfaced a recurring trend: a material share of customers who ultimately convert through branded search or direct visits were in fact first discovered through upper-funnel channels (e.g. Meta and YouTube). That behavioural insight prevented under-crediting discovery channels and informed how upper-funnel budgets were sustained rather than cut.

### Search-demand and brand-health tracking

Keyword-level demand tracking distinguished branded from non-branded/category search interest over time, and premium vs economy variants signaling shifts in consumer awareness and category demand. This trend fed directly into which audiences, geographies, and keywords campaigns leaned into. Wakefit leverages technology to enhance customer experience and drive operational efficiencies. Initiatives such as automated transaction updates, deeper delivery-tracking transparency, and increased node-level visibility of product delivery status enable customers to track their orders as they move across multiple warehouses and logistics partners. This offers a clear, detailed view of the delivery process, strengthening customer trust and satisfaction.

We also plan to conduct elaborate A/B tests to personalize the user experience across various stages of the customer funnel, including but not limited to discovery and search functionality, product discovery and recommendation surfaces.

Branding & Marketing Strategy

# Branded in Customer Centricity

**Customer is at the heart of our branding and marketing strategy, which centers around relatable storytelling that resonates with the evolving consumer needs and aspirations. We promote customer education and community building around our brands, enhancing customer confidence in our offerings.**

Our D2C approach enables us to deliver premium sleep and home solutions at accessible prices. It helps us scale our business through precise, targeted digital targeting and experiential activations. We focus on maximising customer lifetime value through cross-selling, category expansion, repeat-purchase nudging, and trust-building programs such as the 100-day trial. 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 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.

For the Financial Year ended March 31, 2026:

**24.2%** of our furnishings customers were existing customers of other categories;

**18.4%** of our furniture customers were existing customers of other categories;

**35.3%** of the revenue contribution was by repeat customers.

**Growing customer retention**

Our branding and marketing initiatives have led to a sustained growth in customer retention for the Company. In FY26, repeat customer revenues was 35.3% of overall revenue from operations, up from 28.9% in FY25.



## NURTURING BRAND SALIENCE AND TRUST

The growing customer trust and confidence in Brand Wakefit is manifest in the high repeat purchases of our products. It is driven by our strong brand-building initiatives, and disciplined marketing spends.

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. 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 optimising our results.

### Community engagement

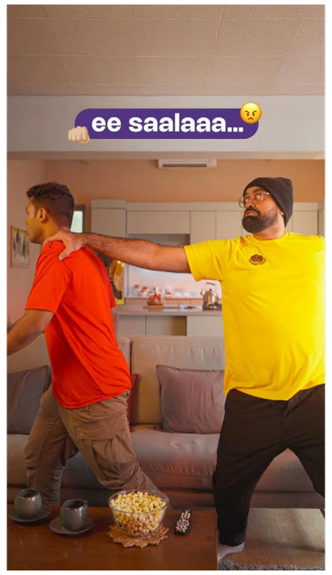
Our community engagement programs like 'Sleep Internship' and 'Great Indian Sleep Score' have successfully catalysed brand excitement among the people across regions.

The 'Sleep Internship' initiative 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. It garnered over 40.99 million views on social media platforms and 1.26 million applications across four seasons. Building on its success, the initiative has continued into Season 5, with applications being received in FY 2026-27.

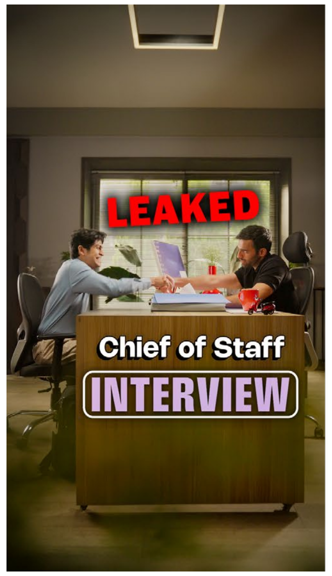
We have been publishing the Great Indian Sleep Score, our annual survey report, for nine consecutive editions since 2018 on World Sleep Day, celebrated every year on the Friday before the March equinox. This report is widely disseminated and covered through various news campaigns.


**5.7%**
**of total revenue**
Overall marketing spend in FY26

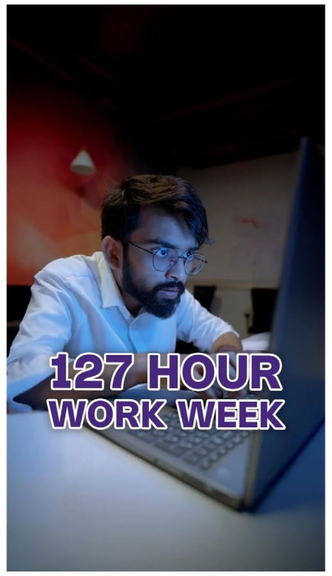
**High rankings of our product offerings on major global and homegrown e-commerce platforms (average of 4+ out of 5) showcase the growing popularity of Brand Wakefit and the high level of satisfaction our customers have with our products.**

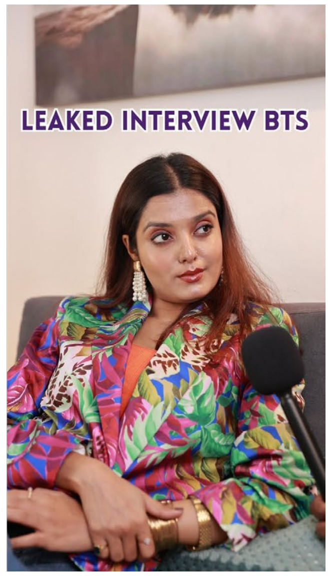











## Marketing campaigns

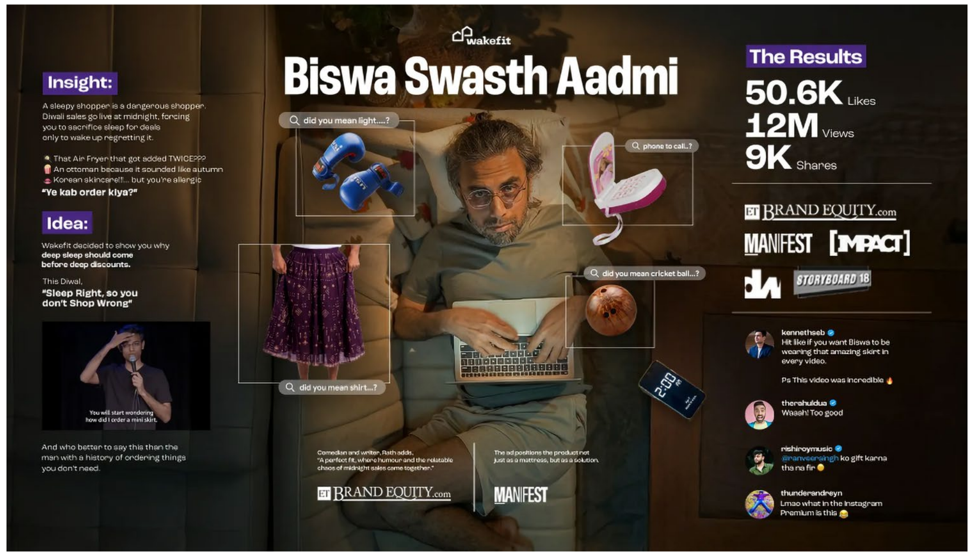
We have raised brand awareness through marketing campaigns like:

- Dhamki Squad - World Sleep Day 2026
- 'Emotional Bhrashtachaar - Valentine's Day 2026'
- CID Spoof - Wedding Season 2025
- 'Biswa Swasth Aadmi'
- 'Andar ke bacche ko jagao'
- 'Kumbhakaran'
- 'Gaddagiri'

These campaigns have captured public attention, showcasing our ability to create impactful and relatable content that resonates with our target audience.

We also conduct targeted performance marketing campaigns through social media and search engines.

These initiatives collectively enhance customer acquisition efficiency, broaden the total addressable market, and create multiple long-term growth levers across digital, retail, product, and brand ecosystems. Coupled with our vertical integration, operational excellence, and omnichannel scale position, they position us for sustained growth and value creation.




# Message from the Founders

**Dear Shareholders,**

**FY26 marked a defining chapter in the story of Wakefit Innovations' evolution. This year, we entered a new phase of our journey as a publicly listed company, welcoming a broader community of shareholders who now join us in our mission of transforming the way India lives, sleeps and furnishes its homes.**

Our public listing is much more than a corporate or financial milestone; it is an affirmation of the trust placed in our business model, our brand, and our long-term vision. It reflects the confidence of consumers who have welcomed Wakefit into their homes, the commitment of our employees who have built this organisation with passion and purpose, and the support of our investors and partners who have consistently believed in our potential. We would like to take a moment here to thank each one of them for their continued trust.

From a startup focused on improving sleep experiences, Wakefit has evolved into one of India's leading home and furnishing brands in a highly fragmented and unorganised industry. Today, our diversified portfolio spans mattresses, furniture and home solutions, driving our participation and growth across multiple categories within the expanding home and lifestyle ecosystem. One simple philosophy has guided us throughout this decade-long journey: create thoughtfully designed and precisely engineered, high-quality products that address consumer needs and aspirations while making them accessible to a wider audience and enhancing customer experience.

**Ankit Garg**

Promoter, Chairperson, Chief Executive Officer and Executive Director

### CAPITALISING ON OPPORTUNITY

The opportunity before us has never been more compelling. India is witnessing profound shifts in consumer behaviour. Rising disposable incomes, increasing urbanisation, greater digital adoption and a growing aspiration for better living spaces are reshaping the home and furnishings market. Consumers are investing more consciously in comfort, wellness, functionality and aesthetics, creating significant opportunities for brands that combine innovation, trust and value.

Wakefit is uniquely positioned to capitalise on these trends. Guided by data-driven insights on consumer preferences and coordinated aesthetics, we have built a differentiated business model – rooted in a strong consumer-first approach, robust digital capabilities, integrated supply chain, and an expanding omnichannel presence.

> **Our public listing is much more than a corporate or financial milestone; it is an affirmation of the trust placed in our business model, our brand, and our long-term vision.**

Our investments in enhancing our manufacturing and innovation edge have enabled us to build a scalable operating platform that can support sustainable growth across categories. They are driving our dedicated efforts to complete the product catalogue in the home space, with a widening portfolio of innovations in furniture, furnishing, decor and sleep.

### BUILDING FOR THE FUTURE

As we scale, we remain equally focused on profitability, operational discipline, and capital efficiency. Our efforts are directed towards creating a resilient organisation capable of delivering long-term value. Our investments in brand building, marketing, customer acquisition, and omnichannel expansion continue to drive long-term growth and increase in market share. Our geographic expansion is rapidly scaling the brand's footprint into Tier-2 and Tier-3 cities – where the potential for growth continues to be significant.

This expansion, combined with a highly successful mattress-led flywheel, deepens consumer preference for organised home solutions, strengthens the organisational core, and boosts long-term customer lifetime value.

Our vertically integrated model allows us to control design, production, distribution and customer service under one umbrella. It gives us an operational advantage that translated into a robust performance in FY26, despite the multiple external headwinds that weighed on consumer demand and discretionary spending. By partly mitigating the impact of cost inflation through the strong supplier relationships we have built over the years and initiating measured pricing actions, we delivered our highest-ever annual revenue at ₹ 14,889 million during the year.

> **We will continue to strengthen our leadership in the sleep solutions category while expanding our presence across furniture and home solutions.**

**Chaitanya Ramalingegowda**

Promoter and Executive Director

### FOCUSED ON SUSTAINABLE GROWTH

Sustainability remains a key pivot of our business strategy and integral to our efforts to drive long-term value creation. Aligned with this commitment, we have embedded sustainability and responsible business practices across our operations, with emphasis on reducing our environmental footprint, improving resource efficiency, promoting societal development, and fostering ethical and transparent governance to ensure sustained progress. People remain central to our growth strategy, and we continue to invest in nurturing an inclusive, entrepreneurial and purpose-driven culture that empowers our people to innovate and excel.

### STRATEGIC OUTLOOK

Looking ahead, our priorities remain clear. We will continue to strengthen our leadership in the sleep solutions category while expanding our presence across furniture and home solutions. We will invest in product innovation across products and categories, deepen our omnichannel reach, enhance our brand engagement, and leverage technology to create superior consumer experiences. We will continue investing in capabilities that create long-term competitive advantages. At the same time, we will pursue growth with discipline, balancing ambition with profitability, and scale with sustainability.

With the home and furniture market in India still largely fragmented and underpenetrated by organised players, we see Wakefit evolving into an integrated home-focused platform where adjacent categories drive cross-selling opportunities, customer retention, and long-term growth. Strong momentum in furniture, backed by new SKUs, premium product lines, and planned investments in advanced manufacturing capacity, is expected to unlock a large addressable opportunity.

The expansion of our Memorandum of Association's object clauses further broadens our strategic canvas, enabling us to explore adjacent opportunities that align with our vision of becoming a comprehensive home and lifestyle solutions provider.

The theme of this Annual Report reflects the essence of our journey and aspirations. It celebrates the choices we have made as an organisation, the choices consumers continue to make in favor of Wakefit, and the choices that will shape our future. As India's homes continue to evolve, we remain committed to being the brand of choice – designed for comfort, quality and thoughtful living, and engineered for scale.

On behalf of the Board, we would like to thank all our customers, employees, business partners, investors and shareholders for their sustained trust and support. As we embark on an exciting new chapter, we remain confident in our ability to build a category-defining company that shapes the future of home living in India, while creating enduring value and a stronger future for Wakefit.

**Warm regards,**

Ankit Garg and
Chaitanya Ramalingegowda

Financial Highlights

# Scaling Performance Excellence

Our numbers define the strength of our business model. They underline the sustained performance excellence that has powered Wakefit's growth in the first decade of its operations. With 17% year-on-year growth, we delivered our highest-ever annual revenue at ₹ 14,889 million in FY26 – demonstrating the success of our strategic approach, driven by our integrated business model, innovation, data-led marketing, and growing omnichannel retail expansion.

## FY26 (₹ MN)

**14,889.4**
+16.9%
Revenue from Operations
17%

**911.0**
PBT after exceptional items
6.1%

**55.8%**
Gross Margins

**11,318.2**
Total Equity

**1,891.8**
PAT
13%

**22.90%**
Return On Equity (ROE)

**1,122.6**
Operating EBITDA
7.5%

**8,302**
Gross Profit

**8.76%**
Return on Capital Employed (ROCE)

Operating EBITDA represents EBITDA before considering Ind AS116 adjustments (lease), ESOP charges and other non-operating or one time income & expenses

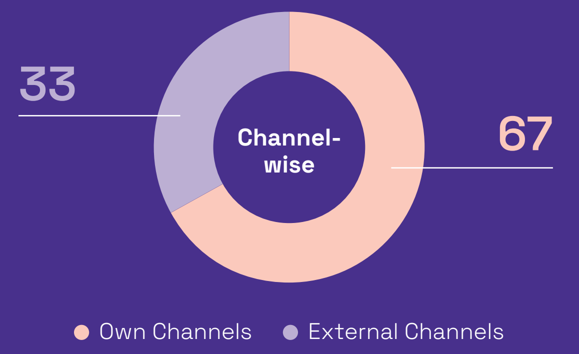
## FY26 REVENUE MIX (₹ MN)

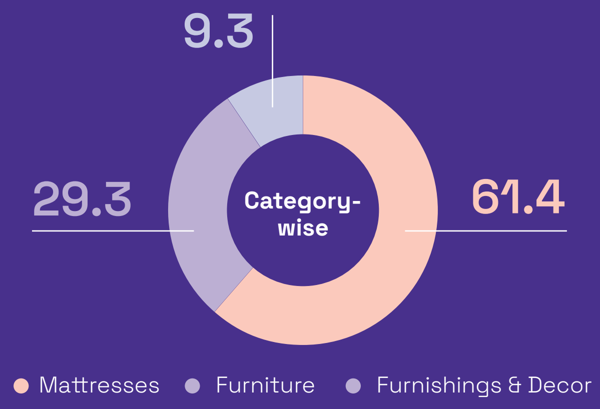
**9,138.7**
Mattresses

**4,357.5**
Furniture

**1,393.2**
Furnishings

## FY26 SALES MIX (%)




Awards & Recognition

# Winning Hearts & Minds

**The various accreditations, awards and accolades won by Wakefit through the years underscore more than the success of our growth strategy. They reflect our deep understanding of the needs of the Indian consumers, and our ability to shape the industry's evolution with our impactful solutions.**


## 2026

**Baby Blue Elephant -**
Kyoorius Creative Awards For Wakefit's "Biswa Swasth Aadmi"

**Mad Over Marketing, The Mommys 2026**
For Wakefit's "Biswa Swasth Aadmi" - Silver, Best Use of a Comedy Influencer

## 2025

**Three Blue Elephants - Kyoorius Creative Awards**
For Wakefit's Gaddagiri campaign, across:

- Social Media Advertising (Influencer & Creative Marketing)
- Digital Storytelling (Real-Time Contextual Content)
- Digital, Social & Technology (Use of Humour in Digital/Social Advertising)

**Two Abby Awards — Abby Creative Awards 2025**
For Wakefit's Gaddagiri campaign, across:

- **Silver** - Best in Creator/ Influencer Partnerships
- **Silver** - Best in Moment Marketing

**Four Awards — Mad Over Marketing, The Mommys 2025**
For Wakefit's Gaddagiri campaign:

- **Gold** - Best Social Media Campaign
- **Gold** - Best Social Media Brand (Home & Living)
- **Silver** - Best Short Form Video Content (<30 Sec)
- **Silver** - Funniest Social Media Campaign

## 2024

- Top-Rated Tech Startup' at Employee Choice Awards 2024 by Ambition Box
- 'Top Flipstar 2024 for Highest GMV in Furniture' at Flipstars 2024 by Flipkart
- Top-rated' player across the top two horizontal online marketplaces in India

## 2023

- ET Digiplus Award 2023 in the retail and e-commerce category with Spring Marketing Capital
- 'Home and Lifestyle Retailer of the Year' at the IReC Awards 2023
- 'Best D2C Gamechanger Brand: Furniture' at the E4M D2C Revolution Summit & Awards

## 2022

- 'Best Use of Social Media – LinkedIn' at the IAMAI D2C Awards
- 'Best Use of LinkedIn by a Brand' with Spring Marketing Capital at the Mommys, by Mad Over Marketing
- 'Best D2C Brand Over 5 Years' in the home and lifestyle category of the D2C Disruptors Awards 2022 by Forbes
- 'Future Sounds: Most Innovative Audio Campaign' by Spotify
- 'Best Use of Character-Led Branded Content' at the Indian Content Marketing Awards 2022
- 'Best Content Marketing to Build Brand Awareness' at the Indian Content Marketing Awards 2022
- 'Best Use of Blogs and Websites' at the Indian Content Marketing Awards 2022
- Recognised as the 'Pride of India Brands' by the Best of South Awards 2022
- 'Top Optimised Ads Flipstar' at Flipstars 2022 by Flipkart

## 2020

- 'Best Campaign in Consumer Health & Fitness' for The Wakefit Sleep Internship Campaign with Spring Marketing Capital at Kaleido Awards 2020

## 2019

- 'Best Customer Service' at the Entrepreneur Awards 2019
- 'The Extraordinaire - Brand (2019-20)' by Brand Vision
- 'Best E-Retail Startup of the Year – Home and Lifestyle' at the Indian eRetail Awards 2019 by ShopX

# Board of Directors

### Ankit Garg
**Promoter, Chairperson, Chief Executive Officer and Executive Director**

He holds a bachelor's degree in chemical engineering from the Indian Institute of Technology (IIT), Roorkee. He has more than 15 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
**Promoter and Executive Director**

He holds a bachelor's degree in computer science and engineering from Visveswaraiah Technological University, Belgaum, and has completed a post graduate program in management from the Indian School of Business, Hyderabad. He has more than 20 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
**Non-Executive Nominee Director**

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 currently associated with Peak XV Partners Advisors India LLP as a managing director.

### Mukul Arora
**Non-Executive Nominee Director**

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 been awarded with the "Midas Touch Award" by the Economic Times Startup Awards 2024.

### Alok Chandra Misra
**Non-Executive Independent Director**

He is a fellow member of 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
**Non-Executive Independent Director**

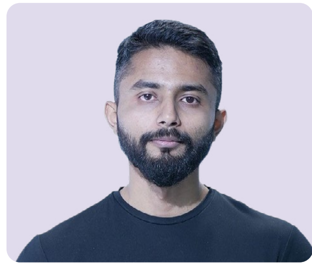
He holds a bachelor's of engineering (honors) degree from the Birla Institute of Technology & Science, and a master's degree in business administration from the University of Delhi. He has approximately 40 years of work experience. He was previously associated as the vice chairman and chief executive 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 currently the managing director and chief executive officer of Vishal Mega Mart Limited.

### Sandhya Pottigari
**Non-Executive Independent Director**

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
**Non-Executive Independent Director**

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
**Non-Executive Independent Director**

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 has authored "Zero to Scale" book in 2025. 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.

# Key Managerial Personnel

**In addition to Ankit Garg – Promoter, Chairperson, CEO and Executive Director, and Chaitanya Ramalingegowda - Promoter and Executive Director, other key managerial personnel of the Company are as follows:**

### Parul Gupta
Chief Financial Officer (with effect from February 10, 2026)

Ms. Parul Gupta is a member of Institute of Chartered Accountant of India and an alumna of ISB Hyderabad. She also holds dual bachelor's degree in law and commerce from Lucknow University. With nearly 20 years in leadership roles across diverse industries, Parul has excelled in strategic finance, business partnering, and ensuring robust controls & compliance. Her career includes significant positions with Syngene, Myntra, Jabong, Aircel and Airtel. Her professional journey has also been recognised with prestigious awards, including the 'Top 30 e-Commerce Leaders Award', 'Women Leadership Award for Excellence in ecommerce', and inclusion among the 'Top 250 Great Managers in India'.

### Surbhi Sharma
Company Secretary and Compliance Officer

Surbhi is responsible for overseeing the secretarial and regulatory compliance functions of the Company. She has been associated with the Company since December 9, 2024, and was appointed as Company Secretary with effect from January 22, 2025. She holds a bachelor's degree in Commerce from Jain University, a bachelor's degree in Law from Karnataka State Law University, and a master's degree in Law (Corporate and Financial Law) from Jindal Global Law School. She is a member of the Institute of Company Secretaries of India.

Surbhi brings approximately 8 years of experience in company secretarial practice. Prior to joining the Company, she has worked with Kerala Ayurveda Limited, Ola Electric Mobility Limited, and BMP & Co. LLP. At Ola Electric Mobility Limited, she was part of the team that executed their initial public offering. At BMP & Co. LLP, she gained hands-on experience in corporate restructuring transactions, including mergers and amalgamations, as well as private equity funding transactions for growth-stage companies.

# Senior Management Personnel

**In addition to Ms. Parul Gupta, Chief Financial Officer of the Company, and Ms. Surbhi Sharma, Compliance Officer & Company Secretary of the Company, other Senior Managerial Personnel at Wakefit are as follows.**

### Kunal Chandel
Senior Manager - Legal

He joined our Company on July 15, 2021. He is responsible for leading all aspects of the legal function within the Company. He holds a bachelor's degree in law from National Law University, Jodhpur. He has approximately 6 years of work experience in law. He was previously associated with Hindustan Zinc Limited and Rahul Chaudhry & Partners.

### Nitesh Prakash
Senior Vice President- Home Interiors

Nitesh Prakash joined our Company on March 30, 2026. He is a seasoned operations leader, entrepreneur, and business builder with over a decade of experience spanning mobility, consumer brands, and large-scale operations. An alumnus of IIT Bombay (B.Tech + M.Tech in Chemical Engineering), he has demonstrated a strong track record of scaling businesses, driving profitability, and building high-performance teams. Previously, he served as VP – Operations at Ola Electric and Senior Director at Ola (ANI Technologies Pvt. Ltd), leading large-scale business expansion, operational turnaround, and strategic initiatives across India. He also founded O' Be Cocktails, scaling it into a multi-market brand with strong retail presence and funding support, and has earlier worked with Foodpanda India and Procter & Gamble.

### Umanath Nayak
Head of Human Resource

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 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.

# Corporate Information

## Board of Directors

**Mr. Ankit Garg**
Chairperson, Chief Executive Officer and Executive Director

**Mr. Chaitanya Ramalingegowda**
Executive director

**Ms. Sakshi Vijay Chopra**
Non-Executive Nominee Director

**Mr. Mukul Arora**
Non-Executive Nominee Director

**Mr. Gunender Kapur**
Non-Executive Independent Director

**Mr. Alok Chandra Misra**
Non-Executive Independent Director

**Ms. Sandhya Pottigari**
Non-Executive Independent Director

**Mr. Sudeep Nagar**
Non-Executive Independent Director

**Mr. Arindam Paul**
Non-Executive Independent Director

### Chief Financial Officer

Ms. Parul Gupta

### Company Secretary and Compliance Officer

Ms. Surbhi Sharma

### Registered Office

2nd & 4th Floor, Umiya Emporium, 97-99,
Adugodi, Tavarekere, Opposite Forum Mall,
Hosur Road, Bangalore,
Karnataka - 560029, India

### Corporate Identification Number

L52590KA2016PLC086582

### Statutory Auditors

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

### Secretarial Auditors

BMP & Co. LLP
4th Floor, Aishwarya Sampurna,
79/1, Vani Vilas Road, Basavanagudi,
Bengaluru - 560004

### Registrar to an Issue and Share Transfer Agent

**MUFG Intime India Private Limited**
(Formerly Link Intime India Private Limited)
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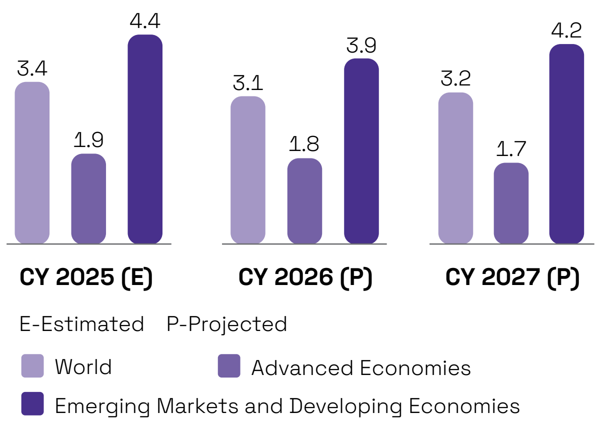
# Statutory Reports

# Management Discussion & Analysis

## GLOBAL ECONOMIC OVERVIEW[1]

Global economic growth is projected at 3.4% in 2025, gradually easing to 3.1% in 2026 and 3.2% in 2027, weighed down by geopolitical tensions, trade fragmentation, and softer global demand. Headline inflation, after rising from 4.1% in 2025 to 4.4% in 2026, is expected to decline to 3.7% by 2027, though progress varies across regions. Advanced economies are forecast to grow modestly at 1.7–1.9%, with the US showing relative resilience while the Euro Area and Japan remain sluggish; emerging markets continue to outperform at around 4%, driven by domestic consumption and infrastructure investment. In the Middle East, the UAE is growing at 3.9%, and Saudi Arabia is supported by strong consumer spending, while Southeast Asia presents a mixed picture. Singapore grew 5% in 2025 but is moderating to 4.6% in early 2026. Risks are skewed firmly to the downside: under an adverse scenario, growth could fall to 2.5% with inflation hitting 5.4%. Elevated policy uncertainty around trade and tariffs is expected to persist through 2026, weighing on investment and cross-border flows, while ongoing conflict continues to disrupt shipping routes, energy infrastructure, and commodity prices. Central banks face a delicate balancing act, with inflation risks tilted upward in the US and delayed action in emerging markets, risking de-anchored expectations. Policymakers are urged to preserve price and financial stability, keep fiscal support well-targeted, and avoid untargeted energy subsidies, with the IMF noting that an early end to hostilities remains the single most effective economic remedy.

## REGION WISE OUTPUT (% Y/Y)




## INDIAN ECONOMIC OVERVIEW

India remained one of the world's fastest-growing major economies in FY 2025-26, supported by robust domestic demand, sustained public investment, and stable macroeconomic fundamentals - even as global uncertainties and evolving trade dynamics posed external headwinds.

Real GDP grew 7.7% in FY 2025-26, driven by strong private consumption, infrastructure spending, and continued momentum in the services sector.[2] Private Final Consumption Expenditure rose 7.6%, while manufacturing and construction activity strengthened further.[3] Favourable monsoon conditions supported agricultural output and rural demand.[4] Industrial output reflected this momentum, with the Index of Industrial Production growing 4.1% year-on-year in March 2026, up from 3% in March 2025. Mining and manufacturing led the expansion, with growth of 5.5% and 4.3%, respectively, while electricity generation grew modestly by 0.8%.[5]

Consumer Price Index ("CPI") inflation eased to 3.4% in March 2026, supported by softer food prices and improved supply conditions.[6] The Reserve Bank of India maintained a balanced monetary stance, holding the repo rate at 5.25% to support growth while preserving financial stability.[7] Sovereign rating upgrades during the year further reflected confidence in India's macroeconomic position.

On the fiscal front, the Government maintained a focus on consolidation alongside growth-oriented expenditure, with infrastructure-led capital spending remaining a key priority. Reforms across taxation, expenditure management, and investment promotion - alongside initiatives such as Make in India and the Production-Linked Incentive schemes - continued to strengthen domestic manufacturing in support of the long-term Viksit Bharat vision.[8]

The IMF projects India's economy to grow at 6.5% in both 2026 and 2027,[9] while the World Bank forecasts GDP growth of approximately 6.6% in FY 2026-27.[10] India's potential growth is estimated at around 7%, with FY 2026-27 real GDP projected in the 6.8–7.2% range.[11] External risks - including elevated energy prices, geopolitical tensions, and supply chain disruptions - pose headwinds to inflation and investment, but are unlikely to derail the broader growth trajectory. India's recent shift from the fourth-largest to the sixth-largest global economy, against earlier expectations of fourth place, is attributed to rupee depreciation and revisions to GDP measurement rather than any deterioration in fundamentals. Over the next decade, continued reforms, domestic consumption, and investment momentum are expected to position India as the third-largest economy globally.

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## INDUSTRY OVERVIEW

### Global Mattress Industry[12]

The global mattress market size was estimated at USD 49.24 billion in 2025 and is expected to reach USD 83.36 billion by 2033, growing at a CAGR of 6.9% from 2026 to 2033. The growing awareness of the importance of sleep quality has significantly impacted consumer behavior, leading many to prioritize sleep health. Asia Pacific led the mattress market with a revenue share of 38.5% in 2025.

Sleep quality has increasingly been recognized as a foundational pillar of overall well-being, with direct implications for physical health, cognitive function, and emotional balance. As consumer awareness deepens, purchasing behavior has grown more deliberate, driving sustained demand for premium mattress products while compelling manufacturers to continuously innovate and align offerings with evolving health and lifestyle expectations.

Technological advancement has been a defining force reshaping the industry, most visibly in the rapid growth of the smart mattress segment. Innovations spanning memory foam, hybrid constructions, and sleep-tracking integrated mattresses have resonated strongly with consumers seeking personalized comfort and measurable sleep improvements. These developments collectively position the mattress as an active wellness tool, well-placed to capture the growing consumer base that prioritizes health optimization and data-driven lifestyle choices.

### Indian Mattress Industry[13]

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. The Mattress category accounts for approximately 5% share of home & furnishings by

[1] https://www.imf.org/en/publications/weo/issues/2026/04/14/world-economic-outlook-april-2026
[2] https://static.pib.gov.in/WriteReadData/specificdocs/documents/2026/jun/doc202665884801.pdf?
[3] https://www.pib.gov.in/PressReleasePage.aspx?PRID=2221389&reg=3&lang=2
[4] https://www.indiabudget.gov.in/economicsurvey/doc/Infographics%20English.pdf
[5] https://www.pib.gov.in/PressNoteDetails.aspx?id=157124&NoteId=157124&ModuleId=3&reg=37&lang=1
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[7] https://www.pib.gov.in/PressReleasePage.aspx?PRID=2256241&reg=3&lang=2
[8] https://static.pib.gov.in/WriteReadData/specificdocs/documents/2026/jun/doc202665884801.pdf
[9] https://www.imf.org/-/media/files/publications/weo/2026/april/english/text.pdf
[10] https://www.worldbank.org/en/news/press-release/2026/04/09/india-remains-among-the-fastest-growing-economies
[11] https://www.pib.gov.in/PressReleasePage.aspx?PRID=2219912&reg=48&lang=2
[12] https://www.grandviewresearch.com/industryanalysis/mattress-market
[13] https://www.grandviewresearch.com/horizon/outlook/mattress-market/india

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.

In terms of segment, foam was the largest revenue generating type in 2025. Foam is the most lucrative type segment registering the fastest growth during the forecast period. In terms of revenue, India accounted for 6.0% of the global mattress market in 2025. Country-wise, China is expected to lead the global market in terms of revenue in 2033. In Asia Pacific, China mattress market is projected to lead the regional market in terms of revenue in 2033. India is the fastest growing regional market in Asia Pacific and is projected to reach USD 5,939.2 million by 2033.

Foam-based mattresses continued to lead the Indian mattress market, accounting for a dominant revenue share of 58.33% in 2025. Market segmentation across foam, innerspring, and hybrid categories reveals consistent revenue expansion across all sub-segments, with growth projections extending through 2033.

The competitive landscape in India remains largely driven by domestic manufacturers, whose ability to offer quality products at accessible price points has been a key growth enabler. The widespread availability of affordable mattress options across these segments is anticipated to sustain positive market momentum throughout the forecast period.

Complementing this trend, evolving consumer lifestyles and growing awareness of the therapeutic benefits associated with memory foam products are expected to further accelerate category demand in the near to medium term. Additionally, robust activity in the residential real estate sector, supported by rising household incomes and increased spending on home improvement and furnishing, is generating stronger consumer appetite for premium mattress offerings across the country.[3]

### India's Home and Furnishings Market[14]

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, with 11% to 13% CAGR from CY2024 to CY2030.

The India home furnishings market, spanning furniture, textiles, wall décor, and allied residential products. Furniture is valued at ₹1,800 to 2,000 billion (USD 22 to 24 billion) in CY2024, and furnishings and décor alone at ₹790 to 860 billion (USD 9.5 to 10.4 billion) in CY2024, with furnishings and décor separately projected to grow at 12 to 14 percent CAGR to ₹1,630 to 1,810 billion (USD 20 to 22 billion) by CY2030 and furniture segment to ₹3,200 to 3,900 billion (USD 39 to 47 billion) at CAGR of 10% to 12% reflecting the broad-based structural tailwinds underpinning the sector.

> **India's demographic trajectory remains a compelling long-term growth catalyst. With urban populations projected to exceed 40% of the total national population by 2030, consumption patterns are undergoing a structural shift toward contemporary, space-efficient furnishing solutions suited to urban living. The proliferation of nuclear family households across metropolitan centres is further generating consistent demand for compact, multifunctional furniture and coordinated home textile offerings.**

Sustained market expansion is being driven by the convergence of rapid urbanization, a growing middle-class consumer base, and increasingly sophisticated preferences for aesthetically refined and functionally optimized living environments. Alongside these demand-side drivers, the deepening penetration of organized retail and e-commerce has materially improved product accessibility, while continued real estate development and government-backed housing programs are reinforcing demand across both urban and semi-urban geographies.

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On the policy front, flagship government initiatives including the Pradhan Mantri Awas Yojana and the Smart Cities Mission are actively stimulating residential construction activity, creating meaningful opportunities for furnishing manufacturers and organized retailers alike. Simultaneously, the expansion of e-commerce and branded retail formats has democratized access to diversified product assortments across price segments, extending market reach into tier-two and tier-three cities and broadening the addressable consumer base for branded home furnishing products.

[14] https://www.imarcgroup.com/india-home-furnishings-market

## OPPORTUNITIES[15]

#### India's Underpenetrated Home and Furnishings Market

India's per capita spending on home and furnishings stands at USD 24 to 25, compared with approximately USD 600 in the US and USD 95 in China, leaving the category significantly underpenetrated. Rapid urbanization, with over 40% of the population projected to reside in urban regions by 2030 and continued momentum from programmes such as the Pradhan Mantri Awas Yojana and Smart Cities Mission, is compounding this opportunity alongside rising disposable incomes, which are driving a broader premiumisation trend as households upgrade from basic to design led products.

#### Structural Shift from Unorganised to Organised Retail

The organised segment of the home and furnishings market is expected to grow from 29% to 35% by CY2030, as consumers migrate away from local, unbranded vendors toward players offering assured quality and consistent standards.

#### Rapid Ecommerce and D2C Adoption

Online home and furnishings penetration is set to grow from 9% to 13% between CY2024 and CY2030, at a CAGR of 19% to 21%. The proliferation of ecommerce platforms and organised retail formats has widened access to diverse product assortments across price points, extending reach into Tier 2 and Tier 3 cities, while tools such as augmented reality configurators, virtual trials and AI driven personalisation are reducing purchase hesitation.

#### Physical Retail Expansion Across Tier 2 and Tier 3 Cities

Industry: Tier 2 and Tier 3 cities represent an enormous untapped opportunity for organised home and furnishings brands, where the historical absence of a branded, experiential retail presence has constrained consumer conversion.

#### Premiumisation, Wellness Awareness and Product Innovation

Rising health consciousness around sleep quality, reinforced by the high prevalence of back and body pain in India, is driving demand for ergonomic and memory foam solutions as functional wellness investments rather than basic commodities. This is matched by strong innovation momentum, from hybrid and smart mattresses with sleep tracking features to modular, multifunctional and environmentally friendly furnishings that address urban space constraints and rising sustainability consciousness among younger consumers.

#### Real Estate, Hospitality and Institutional Demand

India's residential real estate sector grew at approximately 15% CAGR from CY2021 to CY2024, with the premium segment of Rs. 10 million and above growing at approximately 45% CAGR. The hospitality sector has similarly rebounded sharply following the pandemic.

[15] https://www.imarcgroup.com/india-home-furnishings-market https://www.grandviewresearch.com/horizon/outlook/mattress-market/india https://www.grandviewresearch.com/industry-analysis/mattress-market

## THREATS[16]

### Competitive Intensity from Organised and Unorganised Players

The dominant unorganised sector, comprising local carpenters and regional manufacturers, competes aggressively on price while offering customisation flexibility that resonates with consumers who remain highly conscious of cost, pressuring organised and branded players to compress margins even as they invest in brand building and retail infrastructure. Competitive intensity is also increasing from global brands, funded D2C startups, and traditional players investing in digital and omnichannel capabilities. Sustained market share growth requires continued investment in brand, product and customer experience.

### Raw Material Cost Volatility and Supply Chain Fragmentation

Fluctuations in raw material costs (foam, wood, fabrics, and metals) impact pricing and production. Import dependent inputs are additionally exposed to INR depreciation and geopolitical risk. 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.

### Operational and Execution Risk in Physical Expansion and Delivery

Both the mattress and home furnishings categories involve bulky, oversized products that present significant last mile fulfilment challenges, particularly as ecommerce penetration extends into smaller cities. Building reliable delivery networks capable of handling large furniture and mattresses across geographically dispersed markets remains a material operational and financial constraint for players scaling nationally. Execution related challenges around location selection, lease finalisation, talent onboarding, and accurate assessment of local demand continue to exist. Delays in ramp up or lower than expected store productivity in certain locations could impact overall store level economics.

### Brand Dependency Amid Rapidly Evolving Consumer Preferences

Rapidly evolving consumer preferences toward trendy designs, fast décor refresh cycles and customised solutions create demand volatility for manufacturers and retailers. Shorter product life cycles raise the risk of inventory obsolescence and markdown pressure, while rising expectations for quick delivery and responsive after sales service require continuous investment.

### Macroeconomic, Consumer Sentiment and Price Sensitivity Risk

Substantial price sensitivity among large consumer segments constrains demand for premium priced branded products. With the mass segment commanding 65% of the home furnishings market, headroom for premium pricing remains structurally limited, making margin expansion a persistent challenge, particularly in Tier 2 and Tier 3 cities. A significant slowdown in urban consumption, tightening of consumer credit through EMI and BNPL channels, rising interest rates, or reduced real estate activity could moderate demand growth in the home and furnishings category, adversely affecting revenue and profitability.

### Sustainability and Regulatory Pressure

Manufacturers face growing pressure to adopt environmentally friendly materials and practices to meet evolving consumer expectations. The cost of transitioning to sustainable sourcing, certifications, and compliant manufacturing processes can be considerable, particularly for smaller domestic manufacturers with limited capital flexibility.

[16] https://www.imarcgroup.com/india-home-furnishings-market https://www.grandviewresearch.com/horizon/outlook/mattress-market/india https://www.grandviewresearch.com/industry-analysis/mattress-market

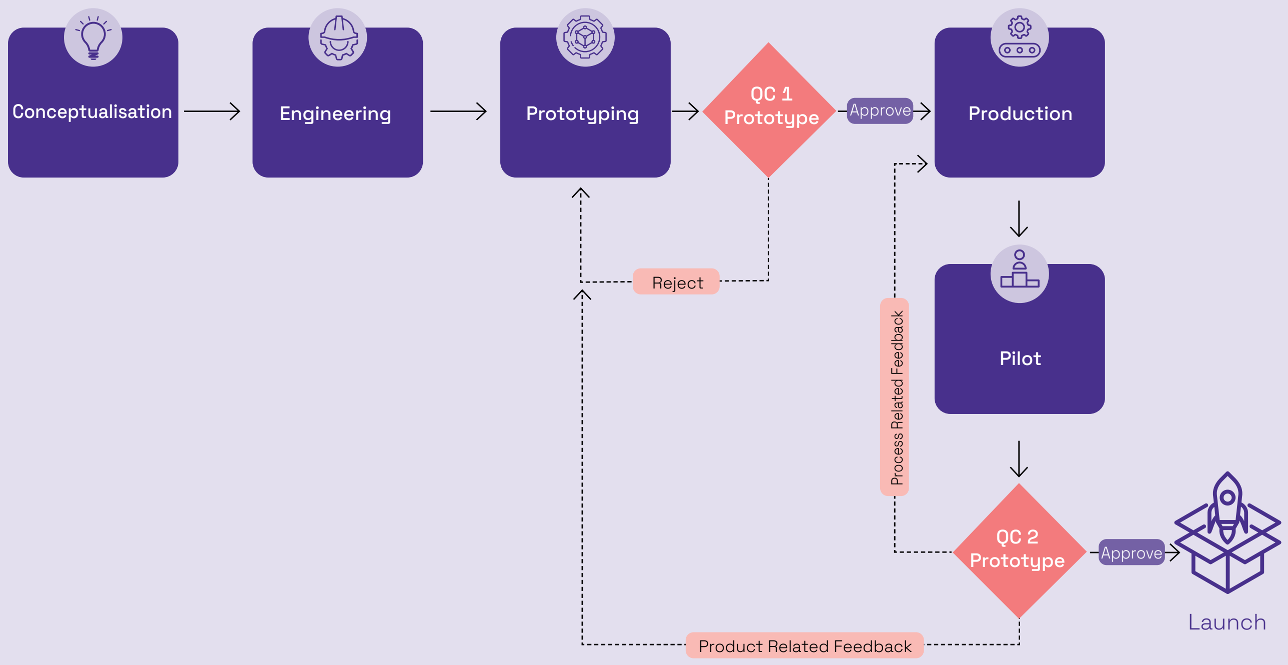
## COMPANY OVERVIEW

Wakefit Innovations Limited ("Wakefit" or the "Company") is India's largest Direct-to-Consumer (D2C) home and furnishings brand in India offering mattresses, furniture, and home décor products. The Company is driven by a core focus on product innovation and employs a multi-faceted marketing approach to continuously enhance its brand image. Incorporated on March 1, 2016 as a private limited company in Bengaluru, Karnataka, the Company converted to a public limited company in June 2025 and successfully completed its Initial Public Offering (IPO) in December 2025, listing its equity shares on Indian stock exchanges.

The Company operates on a full-stack, vertically integrated business model with end-to-end control across its value chain - from product conceptualisation, design, R&D, and engineering to manufacturing, supply chain management, logistics, and direct customer engagement. This integrated approach is further strengthened by its omnichannel retail network spanning 700+ districts across India. Notably, Wakefit holds a differentiated position as the only organized player with complete control over upstream value-chain processes in both the mattress and furniture segments, enabling faster innovation, better cost efficiencies, and enhanced customer experience. The Company is led by an experienced management team with a proven track record in the industry, and has a well-defined strategy in place to capture the significant opportunity in India's fast-growing home and furnishings market, underpinned by a business model with a consistent track record of delivering financial growth.

## PRODUCT PORTFOLIO

The Company follows a structured five-step product development cycle - Conceptualisation, Engineering, Prototyping, Production Development, and Pilot Testing.




The company operates across three core product categories.


### Mattresses (61.4% of FY2026 revenue | Core category)

**The largest revenue contributor and core business segment, offering a diversified portfolio across comfort and technology-led solutions:**

- **Memory Foam & ShapeSense:** Designed for spinal alignment, pressure relief, and airflow optimization
- **EcoLatex:** Natural, hypoallergenic latex mattresses with hybrid spring variants
- **Xpert Grid:** Advanced hyper-elastic polymer grid technology for superior comfort and cooling
- **Dual Comfort:** Reversible medium-soft and medium-firm designs
- **Rollup & Foldable:** Portable, space-efficient solutions for urban consumers
- **Zense SleepTech:** Smart mattresses featuring temperature regulation and AI-enabled sleep tracking

### Furniture (29.3% of FY2026 revenue | Fastest-growing category)

**Furniture is emerging as a key growth driver, supported by a portfolio of 8,000+ SKUs across engineered and solid wood products:**

- Beds
- Sofas & Recliners
- Wardrobes & Dressing Tables
- Dining Sets & Chairs
- Storage Solutions (TV units, cabinets, desks, shelves, etc.)

Given that the furniture market is nearly 10x larger than the mattress market, this segment offers significant long-term growth potential.

### Furnishings & Décor (9.3% of FY2026 revenue)

**A complementary category that drives cross-selling opportunities through lifestyle and home décor products, including:**

- Pillows & Cushions
- Towels, Mats, Rugs & Carpets
- Curtains & Bathrobes
- Home Décor, Lighting
- Kitchen & Tableware Accessories

This diversified portfolio enables the Company to position itself as a comprehensive home solutions brand while increasing wallet share across customers.

## BRAND ARCHITECTURE

The Company's primary consumer brand, "Wakefit", is one of India's most recognised D2C consumer brands in the home and furnishings space. Brand building has been a central strategic priority from inception, underpinning both acquisition and retention of customers. Offering mattresses, furniture and furnishings under a single brand enables cross-selling of complementary products, up-sell higher-end products and encourages repeated customer engagement through network effects.

The Wakefit brand is associated with three core consumer promises:

(i) quality sleep and wellness solutions,

(ii) superior value for money, and

(iii) a trustworthy, customer-centric purchasing experience reinforced by India's first industry-wide 100-day free trial and 100% refund policy for mattresses.

The Company's marketing efforts have yielded strong brand metrics - a 4.3–4.4/5 product rating across major e-commerce platforms, and repeat customer revenue representing 35.3% of overall revenue from operations. The viral 'Sleep Internship' campaign garnered 40.99 million social media views and 1.26 million applications across four seasons, demonstrating the brand's cultural resonance.

## MANUFACTURING

Wakefit operates a robust manufacturing network comprising five facilities with a total built-up area of approximately 6,98,835 sq. ft., strategically spread across Haryana, Karnataka, and Tamil Nadu. Its Sonipat, Haryana facility manufactures mattresses and sofas, while its two Bengaluru, Karnataka facilities focus on Fabrication, R&D activities, and accessories such as pillows, cushions, textiles, and décor products. Additionally, the Company operates two large facilities in Hosur, Tamil Nadu, dedicated to engineered wood furniture, solid wood furniture, sofas, office chairs and mattresses. This geographically diversified manufacturing footprint supports operational efficiency, product innovation, and faster fulfilment across India. The Company introduced the 'Every Part Every Interval' (EPEI) process across its manufacturing operations, enabling more precise production scheduling, reduced material wastage, and greater overall operational efficiency.

| Facility I | FacilityII | Facility III | Facility IV | Facility V |
|---|---|---|---|---|
|  |  |  |  |  |
| **Sonipat, Haryana** | **Bengaluru, Karnataka** | **Bengaluru, Karnataka** | **Hosur, Tamil Nadu** | **Hosur, Tamil Nadu** |
| • Mattress<br>• Sofa | • Fabrication<br>• R&D activities | • Accessories[1] | • Wood furniture[2]<br>• Sofa<br>• Chairs | • Mattress |
| **Built-up Area**<br>1,21,040 Sq. ft | **Built-up Area**<br>37,076 Sq. ft | **Built-up Area**<br>70,725 Sq. ft | **Built-up Area**<br>3,44,994 Sq. ft | **Built-up Area**<br>1,25,000 Sq. ft |

| 5 | 6.99 LAKH+ | Advanced Automation |
|---|---|---|
| Manufacturing Facilities | Total Built-up Area (sq. ft.) | Robotic Arms, Roller Belts, CNC, EPEI & more |

Notes: 1. Including comforter, pillows, bedsheet, protectors, curtains, cushion, bean bag, décor items. 2. Includes engineered and solid wood furniture.

## SUPPLY CHAIN AND LOGISTICS

Wakefit's logistics network, as of FY2026, is structured across three tiers. A single Mother Warehouse in Hosur, spanning 1.6 lakh sq ft, serves as the primary inventory repository and main distribution point. From there, goods flow to 9 Inventory Holding Points, each ranging from 10,000 to 55,000 sq ft, which hold inventory for mattresses and marketplace serviced categories. The final tier consists of 17 Points of Delivery, each ranging from 800 to 5,600 sq ft, which act as transit hubs for last mile deliveries and also serve as bases for furniture installers.



**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 optimising our results.**

This distribution network is backed by 5 manufacturing facilities feeding directly into it: Facility I in Sonipat, Haryana; Facility II and Facility III in Bengaluru, Karnataka; and Facility IV and Facility V in Hosur, Tamil Nadu. On the retail distribution side, the Company's MBO network, which serves as an external distribution channel, grew 30% during the year to reach 1,948 stores across 536 cities as of March 2026, with management continuing to view MBOs as strategic partners for expanding geographic reach and deepening market penetration. Its supply chain operations are integrated through SAP ERP systems, with ongoing implementation of RFID technology for real time inventory tracking.

## MARKETING

Wakefit's marketing strategy is built on capital-efficient brand building -- the company has managed to reduce marketing costs as a percentage of revenue even as brand recall has strengthened, with marketing spend at approximately 7.3% of revenue from operations in Q4FY26. This efficiency stems from a diversified marketing mix spanning community engagement initiatives, large-scale brand campaigns, celebrity endorsements, performance marketing, and influencer partnerships, organized around four core pillars.

Community engagement anchors the approach through two flagship, long-running programmes. The Sleep Internship, now in its fourth season, has generated 40.99 million views and 1.26 million applications, while the Great Indian Sleep Score report has reached its nine consecutive edition. Together, these properties have positioned Wakefit as a leading voice in sleep wellness rather than simply a mattress retailer.

Marketing campaigns extend this positioning through high-impact creative work such as 'Dhamki Squad - World Sleep Day 2026', 'Emotional Bhrashtachaar - Valentine's Day 2026', 'CID Spoof - Wedding Season 2025' 'Biswa Swasth Aadmi' "Andar ke bacche ko jagao," "Kumbhakaran," and "Gaddagiri". These campaigns have been fronted by celebrities including Bobby Deol, Ayushmann Khurrana, and Rashmika Mandanna, extending the brand's visibility across aspirational consumer segments.

### Marketing Campaigns:

- Dhamki Squad - World Sleep Day 2026
- 'Emotional Bhrashtachaar - Valentine's Day 2026'
- CID Spoof - Wedding Season 2025
- 'Biswa Swasth Aadmi'
- 'Andar ke bacche ko jagao'
- 'Kumbhakaran'
- 'Gaddagiri'

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Looking ahead, Wakefit plans to allocate ₹1,084.04 million of its IPO proceeds toward marketing and advertising expenses between FY2027 and FY2029, reinforcing brand-building efforts on top of the capital-efficient base already established.

## INNOVATION AND RESEARCH

Wakefit runs a structured product development pipeline described as leveraging consumer insights to drive product development and launch industry first products. The process moves through conceptualisation, engineering, and prototyping, followed by a first quality control checkpoint on the prototype. If rejected, the prototype cycles back through process related feedback; if approved, it proceeds to production, then a pilot run, then a second quality control checkpoint. Approval at this stage leads to product launch, while product related feedback at this point loops all the way back to conceptualisation for refinement.

This R&D activity is physically anchored at Facility II in Bengaluru, Karnataka, a 37,076 sq ft facility that also handles some other categories alongside dedicated R&D activities.

## PRODUCT INNOVATION HIGHLIGHTS

Wakefit has consistently leveraged product innovation to strengthen its market differentiation through advanced design and engineering capabilities. The company's core approach centres on leveraging consumer insights to drive product development and launch industry-first products, with a structured pipeline moving from conceptualisation and engineering through prototyping, quality checks, piloting, and finally product launch. Its Zense range of SleepTech, comprising Track8 (contactless sleep monitoring through heart rate, breathing, and movement analysis) and Regul8 (water-based active mattress temperature regulation), represents one of India's most advanced consumer sleep technology offerings. The company is also pilot-testing personalised mattress technology, which aims to deliver customised firmness solutions based on individual body profiles. In furniture, Wakefit has emerged as one of the top two D2C players in India's flat-pack furniture segment for engineered wood beds and wardrobes in FY2024, with the format enabling lower logistics costs and improved installation efficiency. Additionally, the company was among the early organised players in India to introduce roll-pack mattress technology, significantly enhancing logistics efficiency by reducing volumetric weight and transportation costs.

## MANUFACTURING INNOVATION

Wakefit has integrated technology-led process innovation across its manufacturing operations to enhance efficiency, safety, and sustainability. The company deploys AI-driven safety systems, including temperature-monitoring probes and automated alert mechanisms during foam curing, to ensure operational safety and product consistency. Its CAD/CAM cloud-linked manufacturing infrastructure enables real-time design updates to be automatically communicated across machinery at all facilities, reducing manual intervention and minimizing errors. Wakefit also follows an EPEI (Every Part Every Interval) manufacturing model to optimize production cycles, reduce work-in-progress inventory, and minimize material wastage. Further, the company undertakes in-house lamination of raw boards instead of sourcing pre-laminated boards, resulting in lower input costs and greater customization flexibility. Its sustainability initiatives include recycling polyurethane foam scrap into rebonded foam, repurposing sawdust into fuel briquettes, and using reusable sofa delivery covers to reduce single-use packaging waste.

## TECHNOLOGY AND DATA ANALYTICS

The Company's data architecture spans customer website interactions, CRM data, supply chain node data, and external market research. Data visualisation using Tableau and Snowflake underpins decision-making across product development, pricing, channel margins, and marketing strategy. The Company is ISO/IEC 27001:2022 certified.

## CHANNEL MIX

Wakefit's omnichannel strategy has produced a deliberate and measurable evolution in its revenue mix, reflecting the Company's strategic prioritization of higher-quality, margin-accretive channels. The omnichannel ecosystem integrates both own channels and external channels, offering customers multiple touchpoints across their entire purchase journey, from discovery and exploration through in-store product trial, comparison and decision-making, purchase, and post-sales service

The share of own channels - comprising the website and COCO stores - has grown from 57.50% in FY2023 to 67.2% in FY2026, while own channel revenue in absolute terms expanded from ₹4,673 million in FY2023 to ₹10,008 million in FY2026 alone. On the own channels side, the Company operates 139 active COCO stores across experience centres, offering customers hands-on product interaction and direct engagement, complemented by a seamless online shopping experience through its website featuring easy navigation, rich content, measurement guides, and 3D renders. Simultaneously, the offline segment has undergone a structural step-up, with its revenue contribution rising from 11% in FY2023 to 42% in FY2026, underpinned by the rapid buildout of the physical retail network and its outsized impact on revenue quality and average ticket size. Beyond own channels, the Company's external channel network spans approximately 1,948 MBO stores across 453 cities in 27 states and Union Territories, with presence on major e-commerce platforms and quick commerce platforms providing additional convenience and familiarity to customers. The omnichannel model delivers four tangible outcomes: enhanced customer engagement, richer customer insights, complete control over the brand experience, and higher profitability. At an operational level, the architecture synchronizes inventory management across channels for consistent delivery timelines, integrates discovery, comparison, and validation across both offline and digital touchpoints, and serves as a strategic growth lever that expands reach and scale while enabling entry into adjacent categories. This shift is a deliberate strategic priority - own channels eliminate third-party commissions, deliver full control over the customer experience, and generate proprietary consumer data that feeds product development and CRM-driven repeat purchase activity, collectively improving both contribution margins and long-term customer lifetime value.

## KEY STRENGTHS

| | |
|---|---|
| **Largest and Fastest Growing D2C Home and Furnishings Brand in India** | Wakefit is the largest D2C home and furnishings company in India by revenue from operations in Fiscal 2024, and the fastest homegrown player among organised peers to surpass ₹10,000 million in total income within nine years of operations. Between FY22 and FY24, the Company posted a CAGR of approximately 25%, roughly 2.5 times the industry average of 9 to 11% and approximately 1.6 times the organised peer average of 15%, signalling a structurally stronger business model that is consistently winning market share. |
| **Comprehensive Category Coverage with Proven Cross Sell Capability** | Wakefit is the only D2C company in India to have scaled three distinct home and furnishings categories, mattresses, furniture, and furnishings and décor, each exceeding ₹1,000 million in annual revenue. Cross selling is a measurable reality: 24.2% of furnishings customers in FY2026 were already existing customers from other Wakefit categories, and 18.4% of furniture customers were already Wakefit customers. |
| **Full Stack Vertical Integration for Margin and Quality Control** | The Company's ownership of design, engineering, manufacturing, supply chain, and direct customer channels eliminates intermediary costs and provides end to end quality control. This model supports competitive pricing, higher own channel margins, and agile product innovation cycles, aided by CAD and CAM linked cloud manufacturing and SAP ERP integration for operational efficiency. |
| **Established Omnichannel Retail Footprint** | Wakefit operates today across its own website, 139 COCO Regular Stores, 1,948 MBO partner stores, and major online marketplaces. Own channels, comprising the website and COCO stores, generated 67% of revenue from operations in FY2026, and the average order value at COCO Regular Stores was 76% higher than on the website, demonstrating the offline channel's role in driving ticket size premiumisation. |
| **Proven, Viral, and Capital Efficient Marketing Model** | Marketing expenses fell from 11.80% of revenue in FY2023 to 5.65% in FY2026, a significant compression that reflects improved brand recognition and organic pull. Differentiated marketing, including viral campaigns and celebrity endorsements, has driven strong unaided brand recall and sustained repeat customer contribution. |
| **Technology and Data Driven Operations** | The Company holds ISO/IEC 27001:2022 certification for information security management and runs a 30 member data analytics team. Its proprietary Wixy AI chatbot, A/B testing framework for website conversion optimisation, and AI driven manufacturing safety systems reflect a technology first operational philosophy |
| **Debt Free Balance Sheet and Improving Financial Profile** | As of March 31, 2026, the Company carries zero borrowings. Revenue from operations grew from ₹8,126 million in FY2023 to ₹14,889 million in FY2026, while EBITDA margin expanded from negative 10.55% in FY2023 to 15.27% in FY2026, or ₹2,273.9 million, demonstrating operating leverage and a clear path toward sustained profitability. |

## GROWTH ENABLERS

### Category Leadership in an Underpenetrated Market

As incomes rise and the middle class continues to expand, the addressable home and furnishings market is expected to nearly double over the coming years, giving the category leader room to capture incremental demand at scale.

### Structural Shift from Unorganised to Organised Retail

The organised segment of the home and furnishings market is projected to grow from approximately 29% in CY2024 to approximately 35% by CY2030, as consumers migrate from local, unbranded vendors toward branded, quality assured players, a shift that is particularly pronounced in Tier 2 and Tier 3 cities that remain underserved by organised retail today.

### Rapid Online and D2C Market Growth

Online home and furnishings penetration is set to grow from 9% to 13% between CY2024 and CY2030, at a CAGR of 19% to 21%, and the broader D2C market in India is projected to reach Rs. 3,400 to 4,200 billion by CY2030, expanding the pool of demand available through digital first channels.

### Physical Retail Expansion Funded by IPO Proceeds

The Company is deploying Rs. 1,923.11 million of IPO proceeds toward opening 117 new COCO Regular Stores and funding rent for existing stores, alongside expanding its MBO network beyond its current base of approximately 1,948 stores. The planned introduction of large format COCO Jumbo Stores, spanning 50,000 to 200,000 sq. ft., as regional flagship experience centres in key metropolitan markets.Collectively, this physical expansionis expected to lift revenue growth, average order values, and brand penetration across both metro and underserved geographies.

### Premiumisation Tailwind and New Product Pipeline

Rising aspirations and dual income household formation are pushing consumers toward premium, branded products across all home categories. New launches such as the Zense SleepTech range, Ultra and Plus product lines are positioned to monetise this shift as it unfolds, rather than reflecting revenue already captured.

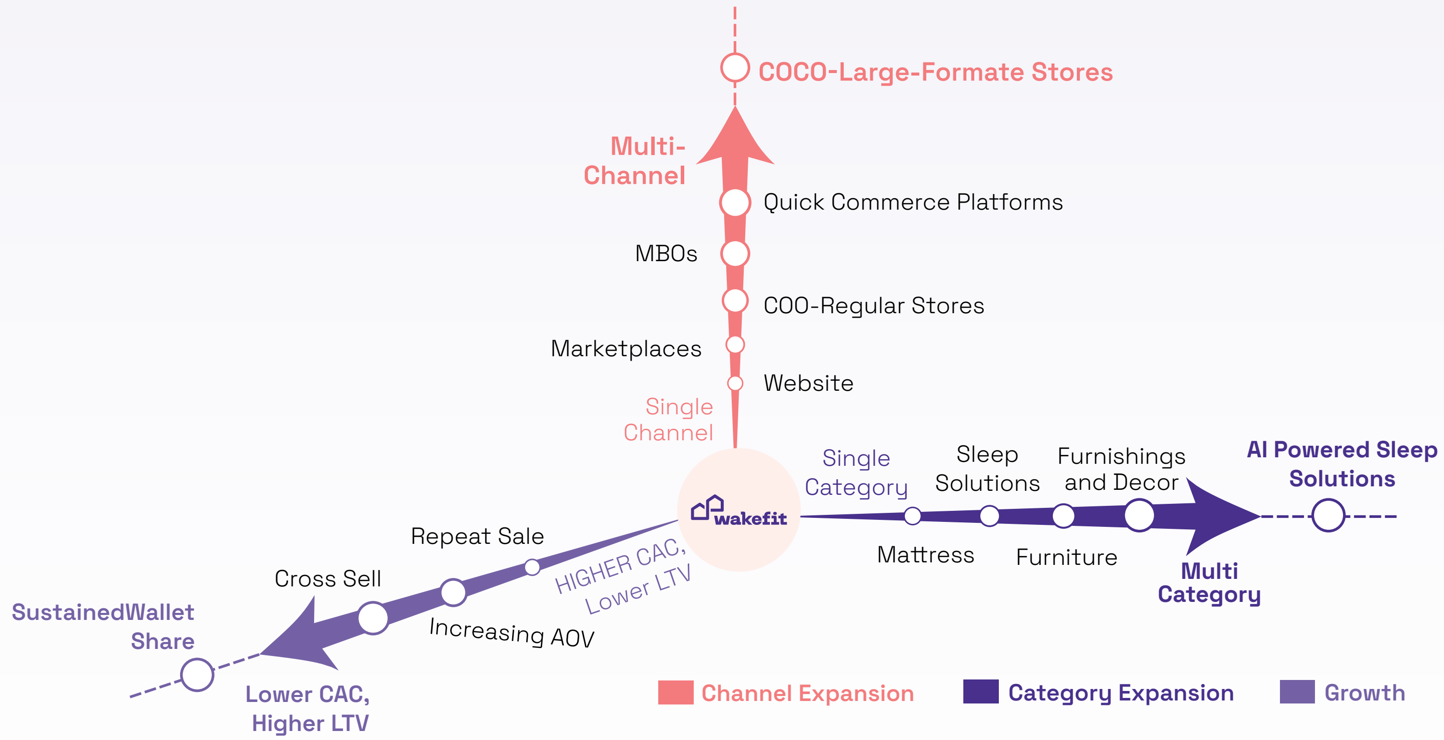
### Emerging Institutional and B2B Demand

India's residential real estate sector grew at approximately 15% CAGR from CY2021 to CY2024, with the premium segment of Rs. 10 million and above growing at approximately 45% CAGR, and the hospitality sector has similarly rebounded sharply. Together with the growth of corporate offices and coworking spaces, this points to a developing B2B channel alongside the core B2C business, supported by existing manufacturing scale and design capability.



## FIVE PILLARS OF GROWTH STRATEGY

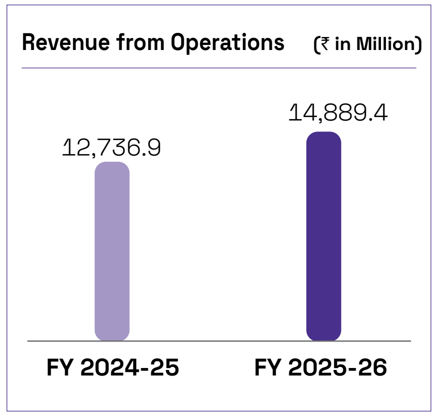
| | | | | |
|---|---|---|---|---|
| **Omnichannel Expansion:** Accelerate COCO store rollouts in high-potential markets while enhancing the website and quick commerce presence. Target ~50% higher net store additions per quarter from FY2027 onwards. | **Category Expansion:** Synergistic, data-driven expansion into adjacent home and furnishing sub-categories, leveraging the established single-brand platform flywheel effect. | **Brand Investment:** Sustained investment in brand salience through celebrity collaborations, community initiatives (Sleep Internship, Great Indian Sleep Score), and culturally integrated advertising campaigns. | **Technology & Customer Experience:** Leverage AI-powered tools, AR/VR discovery experiences on mobile apps, and proprietary data analytics to improve personalization, operating efficiency, and customer lifetime value. | **Customer Lifetime Value (LTV):** Drive repeat purchases through CRM programs, cross-sell between mattresses, furniture, and furnishings; enhance average order values via premium product introductions. Repeat customer revenue contribution reached 35.3% in FY2026 from 26.3% in FY2023. |

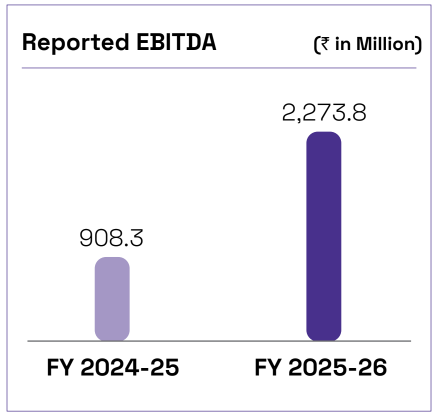


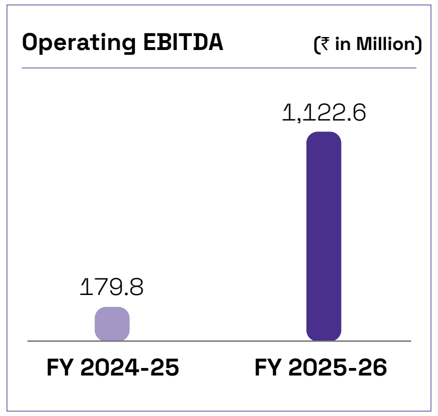
## IPO PROCEEDS UTILIZATION

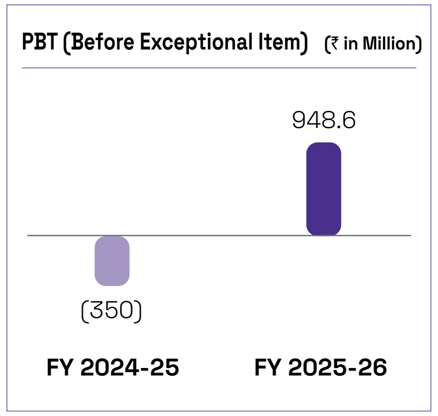
The Company achieved a significant milestone with its successful listing on the NSE and BSE in December 2025, raising total IPO proceeds of approximately ₹12,889 million, comprising a fresh issue of ₹3,772 million and an Offer for Sale of ₹9,117 million. The proceeds from the fresh issue are being strategically deployed to accelerate Wakefit's next phase of growth and strengthen its market leadership in India's home and sleep solutions segment. A significant portion of the funds, amounting to ₹1,614.7 million, has been earmarked toward lease rentals, sub-lease rentals, and license fee payments for existing company-owned company-operated (COCO) regular stores, supporting the expansion of its offline retail footprint. Additionally, ₹308.4 million is being utilized for setting up 117 new COCO regular stores, further strengthening the company's omnichannel presence. The Company has also allocated ₹154.1 million toward the purchase of new equipment and machinery to enhance manufacturing capabilities and operational efficiency. To further strengthen brand visibility and customer acquisition, ₹1,084.0 million has been earmarked for marketing and advertising initiatives. The remaining ₹330.7 million will be utilized for general corporate purposes. These investments are expected to improve market penetration, strengthen brand equity, expand distribution reach, and support long-term sustainable growth.

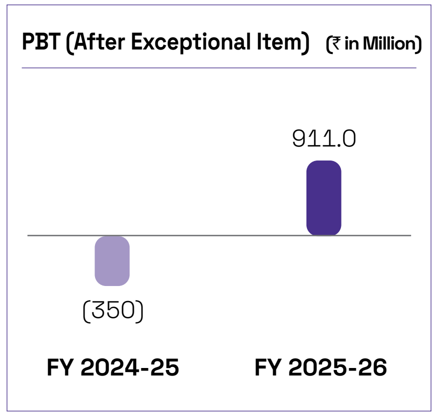

## FINANCIAL AND OPERATIONAL OVERVIEW

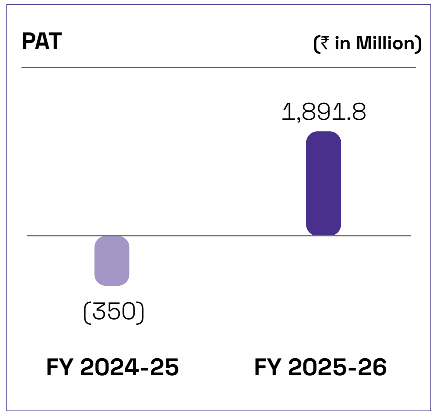


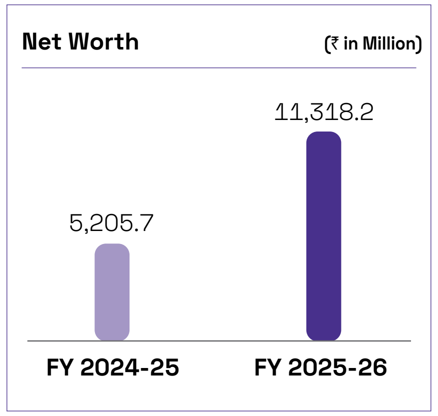



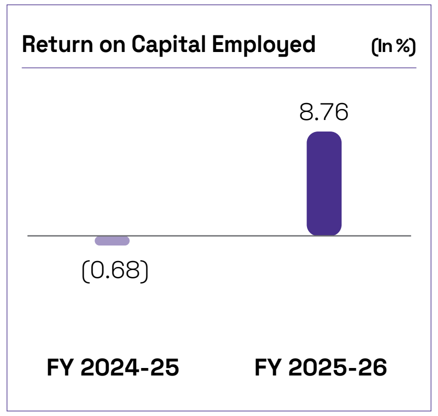



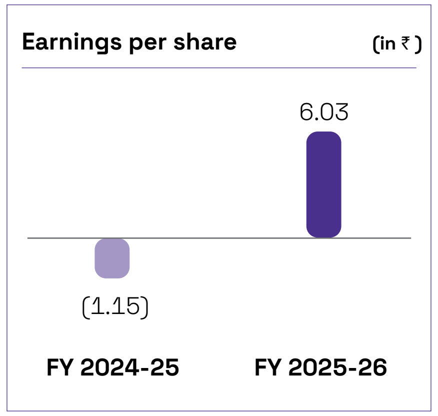




***Note:***

a) *Operating EBITDA represents EBITDA before considering Ind AS116 adjustments (lease), ESOP charges and other non-operating or one time income & expenses*

b) *FY 2025-26 PAT is after the impact of Deferred Tax Asset of INR 980.7 mn*

## KEY FINANCIAL RATIOS

| Particulars | FY 2025-26 | FY 2024-25 | Variance % | Reason (if variance is >25%) |
|---|---|---|---|---|
| Debtors Turnover | 364.4 | 74.8 | 387.25 | Debtors turnover ratio increased during the current year due to efficient collection of trade receivables, resulting in better receivables management compared to the previous year. |
| Inventory Turnover | 3.6 | 3.9 | (6.37) | |
| Debt service Coverage Ratio | 2.3 | 1.3 | 78.92 | Debt service coverage ratio improved due to higher earnings available for debt service during the current year as compared to the previous year. |
| Current Ratio | 2.1 | 1.7 | 26.47 | Current Ratio increased during the current year due to an increase in current assets, primarily on account of investible cash generated from IPO proceeds, thereby strengthening the Company's short-term liquidity position. |
| Debt Equity Ratio | 0.24 | 0.5 | (55) | Increase in profits during the current year resulted in a rise in shareholders' equity, which consequently led to a decrease in the debt-to-equity ratio. |
| Operating Profit Margin (%) | 7.5 | 1.4 | 435.7 | Operating Profit Margin improved during the current year due to an increase in revenue from operations and better control over operating expenses, resulting in higher operating profits compared to the previous year. |
| Net Profit Margin (%) | 12.7 | (2.7) | 562.31 | Net Profit Margin increased during the current year primarily due to higher Profit After Tax, which was supported by a one-time deferred tax credit, along with improved operational performance compared to the previous year. |
| Return on Capital Employed (ROCE) (%) | 8.76% | (0.68%) | 1384.24 | Return on Capital Employed (ROCE) increased during the current year primarily due to higher earnings before interest and tax (EBIT), driven by improved revenue and operational performance, resulting in better returns on the capital employed compared to the previous year. |

## KEY PERFORMANCE INDICATORS ("KPIs")

| Particulars | FY 2025-26 | FY 2024-25 |
|---|---|---|
| Revenue from Operations (INRmn) | 14,889.4 | 12,736.9 |
| Revenue from Operations Growth | 17% | 29% |
| Reported EBITDA | 1,819.6 | 591.0 |
| % Margin | 12% | 5% |
| Profit After Tax (INRmn) | 1,891.8 | (350.0) |
| Profit After Tax % Margin | 13% | (3%) |
| Return on Net Worth % | 16.71% | (7%) |
| Return on Capital Employed | 8.49% | (1%) |
| Net working capital days | 2.2 | 3.8 |
| **Revenue by category (INRmn)** | | |
| Mattresses | 9,138.7 | 7,813.7 |
| Furniture | 4,357.5 | 3,516.9 |
| Furnishings | 1,393.2 | 1,406.3 |
| Total | 14,889.4 | 12,736.9 |
| **Volume (mn units)** | | |
| Mattresses | 9,15,402 | 7,93,348 |
| Furniture | 4,20,001 | 3,51,492 |
| Furnishings | 15,65,972 | 14,55,037 |
| Total | 29,01,375 | 25,99,877 |
| COCO Stores | 139 | 105 |

- The Company delivered a strong financial performance in FY 2025-26, with revenue from operations growing 17% to ₹14,889 million from ₹12,737 million in FY 2024-25, reflecting robust demand and sustained operational efficiency. Operating EBITDA expanded 524% to ₹1,122.6 million while Reported EBITDA was at ₹1,819.6 million, underpinned by improved cost control and scale benefits, while PBT grew to ₹911 million and PAT rose to ₹1,891.8 million (include 981 mn deferred tax benefit). The Company's Return on Capital Employed stood at 8.76%% in FY 2025-26 compared to (0.68%) in FY 2024-25, reflecting efficient deployment of capital toward profitable growth. Return on Net worth grew to 16.71%, rising from (7%) in FY 2024-25 The Net Working Capital Days reduced from 3.8 days in FY 2024-25 to 2.2 days in FY 2025-26.

- The quality of earnings improved materially across operating metrics. Gross margins expanded by 18.5% year-on-year at 55.8% in FY 2025-26, driven by manufacturing efficiencies, reduced material wastage through the EPEI (Every Part Every Interval) process, and greater utilisation of automated precision machinery. Improved capacity utilisation at the Hosur furniture manufacturing facility contributed to a threefold jump in EBITDA on a year-on-year basis. Employee benefit expenses remained largely stable at ₹1,662 million in FY 2025-26 versus ₹1,657.4 million in FY 2024-25, while other expenses saw a slight increase in absolute terms from ₹4,755.2 million to ₹4,820.1 million over the same period - together evidencing meaningful operating discipline. The Company returned to profitability at the PAT level, recording ₹1,891.8 million in FY 2025-26 against a loss of ₹(350) million in FY2025.

- The offline retail network continues to demonstrate strong unit economics. Same-store sales growth for stores operational for at least one year is around 14%, with more mature stores in the 18–24 month cohort delivering even stronger performance. Average order value at COCO stores is significantly higher than the online channel, driven by in-store product trials, trained staff upselling, and direct customer engagement. Building on this momentum, the Company plans to accelerate store openings in FY2027.

## HUMAN RESOURCES

Wakefit's human capital philosophy is anchored in building a high-performance culture that supports long-term business continuity and operational excellence. People are a core strategic asset for Wakefit. The Company's human capital strategy is designed to attract, develop, and retain talent across its rapidly expanding operations - from manufacturing and supply chain to technology, marketing, retail, and corporate functions.

The Company operates with a lean, results-oriented organizational structure, with the senior leadership team bringing significant depth of experience across relevant industries. The Company also extends ESOPs across all designations, reflecting its commitment to broad-based employee ownership and alignment of interests. A healthy and supportive work environment, supported by diverse engagement programs and ISO 9001:2015-certified quality and compliance processes, underpins the Company's approach to talent retention and workforce development.

The Company continues to strengthen its human capital ecosystem through targeted workforce initiatives. Its Gurukul Programme supports vocational training and creates employment opportunities for carpenters, fitters, customer support executives, and retail staff, contributing to community development while building a skilled talent pipeline. Further, the ESOP 2019 Scheme aligns employee interests with long-term business performance, aiding talent retention and leadership continuity.

As on 31st March, 2026, the Company has a total of 2178 permanent employees on record.

## INTERNAL CONTROLS

Wakefit Innovations Limited has established a strong internal control framework aligned with the scale, nature, and complexity of its operations to safeguard assets, ensure accurate financial reporting, enhance operational efficiency, and maintain regulatory compliance. The Company's SAP-enabled ERP system provides integrated controls across procurement-to-pay, order-to-cash, and record-to-report processes through automated workflows, segregation of duties, and approval hierarchies, reducing manual errors and fraud risks. An independent internal audit function periodically reviews controls across manufacturing, supply chain, retail, and finance operations, with findings reported to the Audit Committee. The Company also maintains strong information security standards, supported by its ISO/IEC 27001:2022 certification, and regularly updates cybersecurity protocols to address evolving risks. In addition, a structured compliance framework ensures timely adherence to statutory requirements related to GST, income tax, customs, provident fund, ESI, and labour laws, with any delays escalated to senior management. Oversight from the Board and its committees, including the Audit Committee and Risk Management Committee, further strengthens governance practices. Notably, the Statutory Auditors have not issued any qualifications on the Financial Information ending March 31st, 2026, reflecting management's view that its internal controls are adequate and effective.

## RISK MANAGEMENT

Wakefit operates within a dynamic, consumer driven and highly competitive environment, making proactive risk management a critical part of its strategic and operational decision making. To strengthen enterprise risk governance, the Company constituted a Risk Management Committee on June 16, 2025, in accordance with SEBI Listing Regulations. The Committee identifies, assesses, monitors and mitigates material risks across financial, operational, sectoral, sustainability, ESG, information and cybersecurity areas, while overseeing the formulation and periodic review of the risk management policy, mitigation measures, internal control systems and business continuity planning. Regular reporting to the Board keeps the framework robust and aligned with the Company's evolving business strategy.

| Risk | Mitigation |
|---|---|
| **Inflation and Economic Factors** | The Company diligently monitored macroeconomic indicators to proactively adapt business strategies to changing conditions. It curated a diverse product range across price tiers to cater to varied customer budgets, while implementing strategic cost control measures to enhance operational efficiency. These initiatives collectively strengthened resilience, optimised resources, and positioned the business to capture emerging market opportunities effectively. |
| **Contract Manufacturing and Third-Party Goods Dependency** | The Company has built a robust, geographically diverse supplier ecosystem of contract manufacturers and third-party vendors to reduce dependence on single sources. Through rigorous vendor due diligence, strategic sourcing agreements, and stringent oversight of own brand merchandise from design to quality checks, it ensures consistent supply, favourable terms, and adherence to brand and compliance standards, even with outsourced manufacturing. |
| **Geographic Revenue Concentration** | The Company is strategically expanding its geographic presence by leveraging strong due diligence in existing catchments to unlock untapped potential within current states, while selectively exploring new markets. Regular market analysis and assessment of regional economic conditions enable timely responses to potential downturns, ensuring sustainable growth and a balanced regional expansion strategy aligned with long term business objectives. |
| **Seasonal Sales Fluctuations** | The Company ensures efficient inventory management by proactively monitoring and optimising stock levels to meet seasonal demand without overstocking. Flexible staffing strategies, including temporary hires during peak periods, enhance operational agility. Additionally, diversified product offerings with steady year-round demand help balance seasonal fluctuations, ensuring consistent sales performance and improved resource utilisation across varying market conditions. |
| **Intense Market Competition** | The Company employs strategic pricing models with competitive entry points, a unique merchandise mix, and strong own brands for a differentiated edge. Superior service, personalised shopping, and an engaging Loyalty Programme foster long term customer relationships. Investments in a robust ecommerce platform expand market reach, enhancing accessibility and capturing growing online demand while strengthening overall customer experience. |
| **Legal and Regulatory Challenges** | The Company strengthened its compliance programmes by enhancing internal controls to ensure strict adherence to applicable laws and regulations. It maintained transparent communication with stakeholders on legal and regulatory matters, fostering trust and proactively managing reputational risks. These measures reinforce governance standards and safeguard the Company's integrity in an evolving regulatory and business environment. |



## CAUTIONARY STATEMENT

The Management Discussion and Analysis may contain some statements describing the Company's views of the industry, objectives, projections, estimates or expectations, which may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results may differ substantially or materially from those either expressed or implied in the Statement, depending on the factors that could affect the Company's operations, such as economic conditions affecting demand and/or price conditions in the domestic and overseas markets in which the Company operates, changes in government regulations, tax laws and other statutes and incidental factors. The Company undertakes no responsibility to publicly amend, modify or revise any forward-looking statements, whether as a result of any subsequent developments, new information, future events, or otherwise.

# Board's Report

To,
The Members
**Wakefit Innovations Limited**
*(formerly known as Wakefit Innovations Private Limited)*
Bangalore, India.

Your Directors take pleasure in presenting the 10th Board's Report together with the Audited financial statements and the Auditors' Report of your Company for the Financial Year ended March 31, 2026.

## 1. FINANCIAL SUMMARY AND HIGHLIGHTS:

The Company's financial performance for the financial year ended March 31, 2026 is summarised below:

(Amount in ₹ Million)

| Particulars | Amount relating to current Financial Year (FY 2025-26) | Amount relating to previous Financial Year (FY 2024-25) |
|---|---|---|
| Revenue from Operations | 14,889.43 | 12,736.91 |
| Other Income | 454.29 | 317.35 |
| **Total Revenue** | **15,343.72** | **13,054.26** |
| Total Expenses | 13,069.85 | 12,145.96 |
| **Profit/ Loss before Depreciation, Finance Cost, Exceptional items and Tax Expenses** | **2,273.87** | **908.30** |
| Less: Depreciation, Amortization, Impairment | 1,044.54 | 962.42 |
| Profit/ Loss before Finance Cost, Exceptional items and Tax Expenses | 1,229.33 | -54.12 |
| Less: Finance Costs | 280.70 | 295.92 |
| Profit /loss before Exceptional items and Tax Expense | 948.63 | -350.04 |
| Add/(less): Exceptional items | 37.59 | - |
| Profit /loss before Tax Expense | 911.04 | -350.04 |
| Less: Tax Expense (Current & Deferred) | -980.71 | - |
| Profit /loss for the year | 1,891.75 | -350.04 |
| Other comprehensive income (OCI) | 6.99 | 2.09 |
| **Total** | **1,898.74** | **-347.95** |
| Earnings per share Basic (in ₹) | 6.03 | -1.15 |
| Earnings per share Diluted (in ₹) | 6.00 | -1.15 |

During the year under review, the income of the Company increased to ₹ 14,889.43 million compared to ₹12,736.91 million in the previous year, registering a growth of 16.90 %. The net profit after tax increased to ₹ 1,891.75 million compared to loss of ₹ (350.04) million in the previous year, reflecting a significant turnaround in profitability.

## 2. THE STATE OF THE COMPANY'S AFFAIR:

During the Financial Year 2025-26, the Company continued to strengthen its position as one of India's largest and fastest growing direct-to-consumer ("D2C") home and furnishing solutions provider. The Company offers a diversified portfolio of products across mattresses, furniture, furnishings and decor categories, catering to the evolving needs of customers through a combination of quality, innovation and value. The mattress segment witnessed healthy momentum with 17% Year-over-Year (YoY) growth. Furniture category delivered growth of 24% on a YoY basis and our retail channel growth stood at 49%.

The Company continued to leverage its vertically integrated business model encompassing product design, research and development, manufacturing, warehousing, logistics and omnichannel distribution. During the year, the Company strengthened its market presence through its website, online marketplaces,Company-OwnedCompany-Operated ("COCO") stores and an extensive network of multi-brand outlets (MBO). As on March 31, 2026, the Company operated 139 COCO stores and had a presence across 1,948 MBO stores in 536 cities, thereby enhancing customer reach, brand visibility and market penetration across the country.

The Company continued to invest in brand building, marketing, customer acquisition, and omnichannel expansion to grow market share and drive long-term growth. The Company's focus remains on strengthening the omnichannel ecosystem, deepening customer engagement, and investing in innovation across products and categories.

## 3. CHANGE IN NATURE OF BUSINESS:

During the year under review, there is no change in nature of business of your Company.

## 4. INITIAL PUBLIC OFFER (IPO) & LISTING OF THE COMPANY:

During the year under review, your Company initiated an Initial Public Offering (IPO) comprising a Fresh Issue of Equity Shares aggregating up to ₹ 3,771.78 million and an Offer for Sale aggregating up to ₹ 9,117.11 million by certain existing shareholders (collectively referred to as the "Offer"). The issue opened for subscription on December 8, 2025 and closed on December 10, 2025, receiving an encouraging response from investors across categories.

Pursuant to the successful completion of the IPO, the equity shares of the Company were listed on the National Stock Exchange of India Limited and BSE Limited with effect from December 15, 2025. The listing of the Company's equity shares represents a significant milestone in its corporate journey and reinforces its commitment to the highest standards of governance, transparency, accountability and sustainable value creation for all stakeholders.

## 5. SHARE CAPITAL:

### A) Authorized Share capital:-

As on March 31, 2026, the authorized share capital of the Company was ₹ 53,92,82,000/- comprising of 53,92,82,000 Equity shares of face value of ₹1/- each.

The Changes in authorized capital of the Company during the period is given below:

| Date of Shareholders' Resolution | Details of the amendments |
|---|---|
| April 15, 2025 | Clause 5 of our Memorandum of Association of our Company was amended to reflect the increase in authorized share capital of the Company from ₹ **29,80,50,000/- (Rupees Twenty-Nine Crore Eighty Lakh and Fifty Thousand only)** divided into 1,60,00,000 Equity shares of face value of ₹1/- each; 3,00,000 Preference shares of face value of ₹ 1/- each; 50,00,000 Series A Preference Shares of face value of ₹ 1/- each; 20,00,000 Series B Preference Shares of face value of ₹ 1/- each; 30,00,000 Series C Preference Shares of face value of ₹ 1/- each; 50,00,000 Series D Preference Shares of face value of ₹ 50/- each; 4,35,000 Series D1 Preference Shares of face value of ₹ 50/- each to ₹ **46,80,50,000/- (Rupees Forty-Six Crore Eighty Lakh Fifty Thousand Only)** divided into:18,60,00,000 (Eighteen crore Sixty Lakh) Equity shares of face value of ₹1/- (Rupee One) each; 3,00,000 (Three Lakh) Preference shares of face value of ₹ 1/- (Rupee One) each; 50,00,000 (Fifty Lakh) Series A Preference Shares of face value of ₹ 1/- (Rupee One) each; 20,00,000 (Twenty Lakh) Series B Preference Shares of face value of ₹ 1/- (Rupee One) each; 30,00,000 (Thirty Lakh) Series C Preference Shares of face value of ₹ 1/- (Rupee One) each; 50,00,000 (Fifty Lakh) Series D Preference Shares of face value of ₹ 50/- (Rupees Fifty) each; 4,35,000 (Four Lakh Thirty-Five Thousand) Series D1 Preference shares of face value of ₹ 50/- (Rupees Fifty) each |

| Date of Shareholders' Resolution | Details of the amendments |
|---|---|
| June 17, 2025 | Clause 5 of our Memorandum of Association of our Company was amended to reflect the increased the authorized share capital of the Company from ₹ **46,80,50,000/- (Rupees Forty-Six Crore Eighty Lakh Fifty Thousand Only)** divided into:18,60,00,000 (Eighteen crore Sixty Lakh) Equity shares of face value of ₹1/- (Rupee One) each; 3,00,000 (Three Lakh) Preference shares of face value of ₹ 1/- (Rupee One) each; 50,00,000 (Fifty Lakh) Series A Preference Shares of face value of ₹ 1/- (Rupee One) each; 20,00,000 (Twenty Lakh) Series B Preference Shares of face value of ₹ 1/- (Rupee One) each; 30,00,000 (Thirty Lakh) Series C Preference Shares of face value of ₹ 1/- (Rupee One) each; 50,00,000 (Fifty Lakh) Series D Preference Shares of face value of ₹ 50/- (Rupees Fifty) each; 4,35,000 (Four Lakh Thirty-Five Thousand) Series D1 Preference shares of face value of ₹ 50/- (Rupees Fifty) each to ₹ **51,05,82,000/- (Rupees Fifty-One Crore Five Lakh Eighty-Two Thousand Only)** divided into: 22,85,32,000 (Twenty-Two crore Eighty-Five Lakh Thirty-two thousand) Equity shares of face value of ₹1/- (Rupee One) each, 3,00,000 (Three Lakh) Preference shares of face value of ₹ 1/- (Rupee One) each, 50,00,000 (Fifty Lakh) Series A Preference Shares of face value of ₹ 1/- (Rupee One) each, 20,00,000 (Twenty Lakh) Series B Preference Shares of face value of ₹ 1/- (Rupee One) each, 30,00,000 (Thirty Lakh) Series C Preference Shares of face value of ₹ 1/- (Rupee One) each, 50,00,000 (Fifty Lakh) Series D Preference Shares of face value of ₹ 50/- (Rupees Fifty) each, 4,35,000 (Four Lakh Thirty-Five Thousand) Series D1 Preference shares of face value of ₹ 50/- (Rupees Fifty) each. |
| August 22, 2025 | Clause 5 of our Memorandum of Association of our Company was amended to reflect the authorized share capital of the Company from ₹ **51,05,82,000/- (Rupees Fifty-One Crore Five Lakh Eighty-Two Thousand Only)** divided into: 22,85,32,000 (Twenty-Two crore Eighty-Five Lakh Thirty-two thousand) Equity shares of face value of ₹1/- (Rupee One) each, 3,00,000 (Three Lakh) Preference shares of face value of ₹ 1/- (Rupee One) each, 50,00,000 (Fifty Lakh) Series A Preference Shares of face value of ₹ 1/- (Rupee One) each, 20,00,000 (Twenty Lakh) Series B Preference Shares of face value of ₹ 1/- (Rupee One) each, 30,00,000 (Thirty Lakh) Series C Preference Shares of face value of ₹ 1/- (Rupee One) each, 50,00,000 (Fifty Lakh) Series D Preference Shares of face value of ₹ 50/- (Rupees Fifty) each, 4,35,000 (Four Lakh Thirty-Five Thousand) Series D1 Preference shares of face value of ₹ 50/- (Rupees Fifty) each to ₹ **51,05,82,000/- (Rupees Fifty-One Crore Five Lakh Eighty-Two Thousand Only)** divided into: 31,60,52,050 (Thirty-One crore Sixty Lakh Fifty-two thousand Fifty) Equity shares of face value of ₹1/- (Rupee One) each, 50,00,000 (Fifty Lakh) Series A Preference Shares of face value of ₹ 1/- (Rupee One) each, 20,00,000 (Twenty Lakh) Series B Preference Shares of face value of ₹ 1/- (Rupee One) each, 30,00,000 (Thirty Lakh) Series C Preference Shares of face value of ₹ 1/- (Rupee One) each, 32,55,599 (Thirty Two Lakh, Fifty Five Thousand, Five Hundred Ninety Nine) Series D Preference Shares of face value of ₹ 50/- (Rupees Fifty) each, 4,35,000 (Four Lakh Thirty-Five Thousand) Series D1 Preference shares of face value of ₹ 50/- (Rupees Fifty) each |
| November 08, 2025 | Clause 5 of our Memorandum of Association of our Company was amended to reflect the increased the authorized share capital of the Company from ₹ **51,05,82,000/- (Rupees Fifty-One Crore Five Lakh Eighty-Two Thousand Only)** divided into: 31,60,52,050 (Thirty-One crore Sixty Lakh Fifty-two thousand Fifty) Equity shares of face value of ₹1/- (Rupee One) each, 50,00,000 (Fifty Lakh) Series A Preference Shares of face value of ₹ 1/- (Rupee One) each, 20,00,000 (Twenty Lakh) Series B Preference Shares of face value of ₹ 1/- (Rupee One) each, 30,00,000 (Thirty Lakh) Series C Preference Shares of face value of ₹ 1/- (Rupee One) each, 32,55,599 (Thirty Two Lakh, Fifty Five Thousand, Five Hundred Ninety Nine) Series D Preference Shares of face value of ₹ 50/- (Rupees Fifty) each, 4,35,000 (Four Lakh Thirty-Five Thousand) Series D1 Preference shares of face value of ₹ 50/- (Rupees Fifty) each to ₹ **53,92,82,000 (Rupees Fifty-Three Crores Ninety-Two Lakhs Eighty-Two Thousand only)** divided into: 34,47,52,050 (Thirty-Four crore Forty Seven Lakhs Fifty-two thousand Fifty) Equity shares of face value of ₹1/- (Rupee One) each, 50,00,000 (Fifty Lakh) Series A Preference Shares of face value of ₹ 1/- (Rupee One) each, 20,00,000 (Twenty Lakh) Series B Preference Shares of face value of ₹ 1/- (Rupee One) each, 30,00,000 (Thirty Lakh) Series C Preference Shares of face value of ₹ 1/- (Rupee One) each, 32,55,599 (Thirty Two Lakh, Fifty Five Thousand, Five Hundred Ninety Nine) Series D Preference Shares of face value of ₹ 50/- (Rupees Fifty) each, 4,35,000 (Four Lakh Thirty-Five Thousand) Series D1 Preference shares of face value of ₹ 50/- (Rupees Fifty) each. |
| January 18, 2026 | Clause 5 of our Memorandum of Association of our Company was amended to reflect the reclassification of authorized share capital from ₹ **53,92,82,000 /- (Rupees Fifty-Three Crore Ninety-Two Lakh Eighty-Two Thousand Only)** divided into: 34,47,52,050 (Thirty-Four Crore Forty-Seven Lakh Fifty-Two Thousand and Fifty) Equity shares of face value of ₹1/- (Rupee One) each, 50,00,000 (Fifty Lakh) Series A Preference Shares of face value of ₹ 1/- (Rupee One) each, 20,00,000 (Twenty Lakh) Series B Preference Shares of face value of ₹ 1/- (Rupee One) each, 30,00,000 (Thirty Lakh) Series C Preference Shares of face value of ₹ 1/- (Rupee One) each, 32,55,599 (Thirty-Two Lakh Fifty-Five Thousand Five Hundred Ninety-Nine) Series D Preference Shares of face value of ₹ 50/- (Rupees Fifty) each, 4,35,000 (Four Lakh Thirty-Five Thousand) Series D1 Preference shares of face value of ₹ 50/- (Rupees Fifty) each to ₹ **53,92,82,000/- (Rupees Fifty-Three Crore Ninety-Two Lakh Eighty-Two Thousand Only)** comprising of 53,92,82,000 (Fifty-Three Crore Ninety-Two Lakh Eighty-Two Thousand) Equity shares of face value of ₹ 1/- (Rupee One) each. |

**B) Issued, Subscribed and Paid-up Share capital:-**

The issued, subscribed and paid-up share capital as on March 31, 2026, was ₹ 32,99,66,749 ( Rupees Thirty Two Crore Ninety Nine Lakh Sixty-Six Thousand Seven Hundred and Forty-Nine) divided into 32,99,66,749 (Thirty Two Crore Ninety Nine Lakh Sixty-Six Thousand Seven Hundred and Forty-Nine) equity shares of ₹1/- (Rupee one) each.

The changes in issued, subscribed and paid-up share capital of the Company during the period is given below:

| Sr. No. | Date of Allotment/ Issuance | Brief Details | No. of Equity Shares |
|---|---|---|---|
| 1. | May 13, 2025 | Allotment of Equity Shares pursuant to Right issue | 26,03,745 |
| 2. | May 14, 2025 | Allotment of Equity Shares pursuant to Bonus issue in ratio 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) | 14,43,99,706 |
| 3. | November 12, 2025 | Allotment of Equity Shares pursuant to conversion of Series A, B, C, D and D1 Compulsory convertible Preference Shares ('CCPS'). | 14,70,87,468 |
| 4. | November 14, 2025 | Allotment of Equity Shares pursuant to Private Placement. | 28,71,794 |
| 5. | December 11, 2025 | Allotment pursuant to Public Issue (IPO) | 1,93,42,461 |
| 6. | March 18, 2026 | Allotment of Shares under Wakefit Employee Stock Option Plan – 2019 | 31,38,074 |

## 6. AMOUNT, IF ANY, WHICH THE BOARD PROPOSES TO CARRY TO ANY RESERVES:

There is no amount proposed to be transferred to the Reserves.

## 7. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

There were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

## 8. DIVIDEND:

During the financial year under review, the Board has not recommended any dividend. The dividend distribution policy of the Company can be accessed by clicking here

## 9. UTILISATION OF PROCEEDS OF INITIAL PUBLIC OFFER ("IPO"):

The Company has utilised the IPO proceeds in accordance with objects of the offer as on March 31, 2026:

(₹ in Millions)

| S. No | Particulars | Amount Allocated | Funds Utilized | Deviation(s) or Variation(s) in the use of proceeds of issue, if any |
|---|---|---|---|---|
| 1 | Capital expenditure to be incurred by our Company for setting up of 117 new COCO Regular Stores. | 308.42 | 0.00 | - |
| 2 | Expenditure for lease, sub-lease rent and license fee payments for our existing COCO – Regular Stores | 1,614.69 | 46.00 | - |
| 3 | Capital expenditure to be incurred by our Company for purchase of new equipment and Machinery | 154.08 | 0.00 | - |
| 4 | Marketing and advertisement expenses toward enhancing the awareness and visibility of our brand | 1,084.04 | 0.00 | - |
| 5 | General corporate purposes | 330.73 | 0.00 | - |
| 6 | Issue Expenses | 279.82 | 56.05 | - |
| Total | | 3,771.78 | 102.05 | |

There was no deviation or variation in the utilization of proceeds of IPO from the objects of Offer stated in the Prospectus dated December 10, 2025. Further, the detailed Monitoring Agency Report for such utilization of IPO proceeds received by the Company from its Monitoring Agency i.e., Care Ratings Limited on quarterly basis affirming no deviation or variation in utilisation of the issue proceeds from the objects stated in prospectus was submitted to Stock Exchanges in compliance with the aforesaid regulations.

## 10. THE DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE ACT:

The Company has not accepted any deposits during the year under review.

## 11. THE DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE COMPANIES ACT, 2013:

The Company has not accepted any deposits which are not in compliance of the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

## 12. BOARD COMPOSITION AND KEY MANAGERIAL PERSONNEL (KMP):

The composition of the Board and KMP as on March 31, 2026 is as follows:

| S. No. | Name of the Directors/KMP | DIN | Designation |
|---|---|---|---|
| 1. | Mr. Ankit Garg | 07451481 | Chairperson, Chief Executive Officer & Executive Director |
| 2. | Mr. Chaitanya Ramalingegowda | 03458997 | Executive Director |
| 3. | Ms. Sakshi Vijay Chopra | 07129633 | Non-Executive Nominee Director* |
| 4. | Mr. Mukul Arora | 01099294 | Non-Executive Nominee Director^ |
| 5. | Mr. Alok Chandra Misra | 01542028 | Non-Executive Independent Director |
| 6. | Ms. Sandhya Pottigari | 08247709 | Non-Executive Independent Director |
| 7. | Mr. Arindam Paul | 11022727 | Non-Executive Independent Director |
| 8. | Mr. Sudeep Nagar | 10883909 | Non-Executive Independent Director |
| 9. | Mr. Gunender Kapur | 01927304 | Non-Executive Independent Director |
| 10. | Ms. Parul Gupta | - | Chief Financial Officer |
| 11. | Ms. Surbhi Sharma | - | Company Secretary and Compliance Officer |

**Nominee Director on behalf of Peak XV Partners Investments VI*

*^ Nominee Director on behalf of Elevation Capital VIII Limited*



The details of Directors or KMP who were appointed or have resigned or whose designation changed during the year:

| S. No. | Name of the Director/ KMP | Designation | Appointment/ Resignation | Date of Appointment/ Resignation |
|---|---|---|---|---|
| 1. | Mr. Navesh Gupta | Chief Financial Officer | Appointment | May 13, 2025 |
| 2. | Mr. Navesh Gupta | Chief Financial Officer | Resignation | December 31, 2025 |
| 3. | Ms. Parul Gupta | Chief Financial Officer | Appointment | February 10, 2026 |
| 4. | Mr. Ankit Garg | Chairperson, Chief Executive Officer and Executive Director | Change in designation | June 4, 2025 |
| 5. | Mr. Alok Chandra Misra | Non-Executive Independent Director | Appointment | June 4, 2025 |
| 6. | Ms. Sandhya Pottigari | Non-Executive Independent Director | Appointment | June 4, 2025 |
| 7. | Mr. Arindam Paul | Non-Executive Independent Director | Appointment | June 4, 2025 |
| 8. | Mr. Sudeep Nagar | Non-Executive Independent Director | Appointment | June 4, 2025 |
| 9. | Mr. Gunender Kapur | Non-Executive Independent Director | Appointment | June 4, 2025 |
| 10. | Mr. Mukul Arora | Non-Executive Nominee Director* | Appointment | June 4, 2025 |
| 11. | Ms. Manvitha Janagam | Non-Executive Nominee Director^ | Resignation | June 6, 2025 |
| 12. | Mr. Varun Laul | Non-Executive Nominee Director# | Resignation | June 13, 2025 |
| 13. | Ms. Surbhi Sharma | Company Secretary and Compliance Officer | Change in designation | June 16, 2025 |

** Nominee Director on behalf of Elevation Capital VIII Limited*

*^Nominee Director on behalf of Verlinvest S.A.*

*#Nominee Director on behalf of Investcorp Growth Equity Fund & Investcorp Growth Opportunity Fund.*

*The term of appointment of Mr. Chaitanya Ramalingegowda, Executive Director and Ms. Sakshi Vijay Chopra, Nominee Director effective from June 04, 2025, was approved in Extra Ordinary General Meeting held on June 05, 2025.*

**Re-appointment**

In accordance with Articles of Association, Mr. Chaitanya Ramalingegowda (DIN: 03458997) Executive Director shall retire by rotation at the ensuing Annual General Meeting (AGM). The Director being eligible offers himself for re-appointment. The Notice of AGM of the Company contains the above proposal for the approval of the Members.

## 13. NUMBER OF MEETINGS OF BOARD OF DIRECTORS AND ITS COMMITTEE:

The Board met 15 (Fifteen) times during the financial year. The details of the meetings of the Board and Committee along with its composition and respective terms of reference thereof are given in the Corporate Governance Report, which forms an integral part of this Annual Report.

## 14. COMPANY'S POLICIES ON APPOINTMENT OF DIRECTORS, REMUNERATION AND OTHER MATTERS:

In compliance with the provisions of Section 178 of the Companies Act, 2013, ('Act') the Board has, on the recommendation of the Nomination & Remuneration Committee of the Company, framed a policy for selection and appointment of Directors, Key Managerial Personnel (KMP), Senior Management and their remuneration.

The Nomination and Remuneration Policy of the Company provides a framework for the appointment of Directors, Key Managerial Personnel and Senior Management Personnel, taking into account qualifications, skills, expertise, experience, diversity and independence requirements. The Policy seeks to ensure that remuneration is reasonable, sufficient and linked to individual and Company performance, while aligning with industry practices and applicable legal requirements. It also sets out the principles for payment of remuneration, sitting fees, commission and grant of stock options, as applicable, to Directors and employees.

There has been no change made in the Policy during the year under review.

The Nomination and Remuneration Policy of the Company is available on the website of the Company and can be accessed by clicking here

## 15. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015, ('SEBI Listing Regulations') the Board has carried out the annual evaluation of (i) its own performance; (ii) Individual Directors Performance (Including Independent Directors) (iii) Chairperson, Chief Executive Officer and Executive Director and (iv) Performance of all committees of the Board, for the Financial Year 2025-26.

A structured questionnaire, after taking into consideration the inputs received from Nomination and Remuneration Committee, was prepared and circulated to all the Directors for taking their responses. These questionnaires covered various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. To evaluate the performance of individual Directors, parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company were considered. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of Non-Independent Directors, Board as a whole and the Chairperson, Chief Executive Officer & Executive Director of the Company was evaluated in a separate meeting of Independent Directors after considering the views of Executive Directors and Non-Executive Directors. The feedback and results of the questionnaire were collated and consolidated summary report was placed before the Board of Directors.

## 16. RISK MANAGEMENT:

The ability to identify, assess, and effectively manage risks is a critical factor in ensuring the sustained growth and success of the Company. The Risk Management Committee is responsible for overseeing the Company's risk management framework, including monitoring the implementation of risk management policies and procedures by the management and evaluating their adequacy in addressing the various risks faced by the Company.

The Company has formulated a Risk Management Policy that provides a structured approach for identifying, evaluating, and mitigating significant risks that may impact its operations, business objectives, or long-term sustainability.

The Risk Management Policy of the Company can be accessed by Clicking here.

The details of the Risk Management Committee are given in the Corporate Governance Report which forms integral part of this Annual Report.

## 17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013:

In compliance with the requirements of the Companies Act, 2013 and SEBI Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website which can be accessed by Clicking here

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions which are of repetitive nature and/ or entered in the Ordinary Course of Business and are at Arm's Length basis.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is not applicable.

## 18. DETAILS OF FRAUD REPORT BY AUDITOR:

The Statutory Auditors and Secretarial Auditors of the Company have not reported any instances of fraud to the Audit Committee or the Board of Directors under Section 143(12) of the Companies Act, 2013, including the rules made thereunder.

## 19. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The company has in place a Policy for prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and also has a policy and framework for employees to report sexual harassment cases at workplace and its process ensures complete anonymity and confidentiality of information. Adequate workshops and awareness programs against sexual harassment are conducted across the organization.



The following is a summary of sexual harassment complaints received and disposed of during the year under review:

a) Number of complaints pending at the beginning of the year: NIL

b) Number of complaints received during the year: NIL

c) Number of complaints disposed of during the year: NIL

d) Number of cases pending at the end of the year: NIL

e) Number of complaints pending for more than 90 days: NIL

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee ('ICC') under the POSH Act. The ICC has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

## 20. AUDITORS:

### I. STATUTORY AUDITORS:

M/s. B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), were appointed as the Statutory Auditors of the Company in the Annual General Meeting held on September 30, 2024 for a term of five consecutive years from the conclusion of the Eighth ($8^{th}$) Annual General Meeting till the conclusion of the Thirteenth ($13^{th}$) Annual General Meeting to be held in the year 2029.

### II. SECRETARIAL AUDITORS:

Prior to the listing of the Company and on the recommendation of the Audit Committee, the Board of Directors at its meeting held on December 01, 2025 had appointed M/s. BMP & Co LLP, Practising Company Secretaries, as Secretarial Auditors of the Company for Financial Year 2025-26.

The Secretarial Audit Report as submitted by Secretarial Auditors in Form MR-3 is annexed to this Report as **Annexure-1**.

Pursuant to the listing of the Company and in compliance with the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Audit committee, the Board of Directors at its meeting held on May 21, 2026 had appointed M/s. BMP & Co LLP, Practising Company Secretaries, as Secretarial Auditors of the Company for a term of five consecutive years from Financial Year 2026-27 till Financial Year 2030-31, subject to the approval of Members of the Company.

### III. INTERNAL AUDITOR

During the year under review, the Board of Directors, at its meeting held on May 13, 2025, has appointed M/s. Pie-RAG Consulting LLP, as an Internal Auditors of the Company for the period of two financial years, i.e. FY 2025-26 and FY 2026-27. The Internal Audit Report submitted by the Internal Auditors was reviewed by the Audit Committee and thereafter recommended to Board for their adoption.

### IV. COST AUDITOR & COST RECORDS

Cost records are maintained by the Company. However, cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 is not applicable to the Company.

## 21. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(3)(c) and 134(5) of the Act, the Directors confirm that, to the best of their knowledge and belief:

a) in preparation of the annual accounts for the Financial Year ended March 31, 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures.

b) they had selected such accounting policies and applied consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as of March 31, 2026 and of the profit of the Company for the year ended on that date;

c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) they have prepared the annual financial statements on a going concern basis;

e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 22. COMPLIANCE WITH SECRETARIAL STANDARD:

The Company is in compliance with the applicable Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2), other Secretarial Standards voluntarily adopted by the company as issued by the Institute of Company Secretaries of India (ICSI).

## 23. EMPLOYEE STOCK OPTION PLAN (ESOP):

Wakefit Employee Stock Option Plan – 2019 [ESOP 2019] was adopted by the Company, pursuant to the resolutions passed by our Board on April 19, 2019, and our Members on May 21, 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.

During the period under review, ESOP 2019 was ratified by the Members of the Company by passing special resolution dated January 18, 2026, through Postal Ballot. The ESOP 2019 is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI SBEB & SE').

Applicable disclosures as stipulated under the SEBI SBEB & SE Regulations with regard to ESOP 2019 is available on website of the Company and can be accessed by Clicking here.

## 24. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:

The Company has, in all material respects, laid down adequate internal financial controls that commensurate with the scale and size of operations of the Company and such internal financial controls were operating effectively as at March 31, 2026.

The key internal financial controls have been documented, automated wherever possible and embedded in the respective business processes. These internal financial controls are periodically reviewed and monitored effectively.

## 25. EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE:

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors and Secretarial Auditors in their report.

## 26. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Corporate Social Responsibility (CSR) Committee has been constituted in accordance with Section 135 of the Act. The details of the composition of the Committee are listed in the annual report on CSR activities in **Annexure-2** which forms part of this Board's Report.

The CSR Policy formulated by the Corporate Social Responsibility Committee and approved by the Board can be accessed on the Company's website by clicking here.

The Company was not required to make a contribution towards the CSR activities with respect to the CSR obligation of the Company for the Financial Year 2025-26, as the Company, as per the provisions of Section 135 of the Act and the rules made thereunder, did not have any such obligation.

## 27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186 OF THE ACT:

Details of the loans, guarantees and investments, as required under Section 186 of the Act and Schedule V of the SEBI Listing Regulations, are provided as part of the notes to the financial statements of the Company.

## 28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS/ OUTGO:

The details regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings/ Outgo is annexed as **Annexure-3**.

## 29. MAJOR EVENTS OCCURRED DURING THE YEAR:

**a. Change in the nature of business/ Status of the Company:**

There was no change in the nature of business of the Company during the year under review. The details pertaining to the change in the status of the Company have been disclosed in the Board's report under the section "Initial Public Offer (IPO) & Listing of Company".

**b. Change in the financial year:**

There have been no changes made in the financial year by your Company for the year to which the financial statements and the report relate to.

**c. Details and status of acquisition, merger, expansion, modernization and diversification:**

There have been no acquisition, merger, expansion, modernization and diversification by your Company for the year to which the financial statements and the report relate to.

**d. Material changes and commitments, if any, affecting the financial position of the company, having occurred since the end of the year and till the date of the Report:**

There have been no material changes and commitments, which affect the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

## 30. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS:

No significant and material order has been passed by the regulators, tribunals impacting the going concern status & company's operations in future.

## 31. INFORMATION ABOUT SUBSIDIARY/ JOINT VENTURES (JV)/ ASSOCIATE COMPANY:

There are no Companies which have become or ceased to be Subsidiaries, JV or Associate Companies during the year.

## 32. WEB LINK OF ANNUAL RETURN:

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the Financial Year ended March 31, 2026, shall be available and it can be accessed on the Company's website by Clicking here.

## 33. PARTICULARS OF EMPLOYEES' REMUNERATION:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are set out in prescribed format and annexed herewith as **Annexure-4** to this Report.

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Further, the Report is being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, any shareholder interested in obtaining a copy thereof may write to the Company Secretary of the Company at investorscompliance@wakefit.co.

## 34. DECLARATION BY INDEPENDENT DIRECTORS:

In accordance with Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, each Independent Director has confirmed to the Company that they continue to meet the criteria of independence as laid down in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations.

In opinion of the Board, Independent Directors of the Company possess necessary expertise, integrity, experience and proficiency in their respective fields. Further, all Independent Directors have confirmed that they have registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs in accordance with the provisions of Section 150 of the Act and have either completed the online proficiency self-assessment test, where applicable, or are required to complete the same within the prescribed timeline.

## 35. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the financial year, no application or proceeding was initiated against the Company under the Insolvency and Bankruptcy Code, 2016.

## 36. VIGIL MECHANISM/ WHISTLE-BLOWER POLICY:

Pursuant to the provisions of Section 177 of the Companies Act, 2013, read with Regulation 22 of the SEBI Listing Regulations, the Company has duly established a Whistle Blower Policy as part of its vigil mechanism. This policy enables Directors and Employees to report concerns regarding unethical behavior, actual or suspected fraud, or violations of the Company's Code of Conduct and access to the Chairman of the Audit Committee in exceptional circumstances.

## 37. THE DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

During the financial year under review, the Company has not made any one-time settlement with the banks or financial institutions, therefore, the same is not applicable.

## 38. OBLIGATION OF COMPANY UNDER THE MATERNITY BENEFITS ACT, 1961:

The Company is in compliance with the applicable provisions of Maternity Benefits Act, 1961.

## 39. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis as required under the Regulation 34(2)(e) of the Listing Regulations and Schedule V(B) to the said regulation forms part of the Annual Report.

## 40. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:

In terms of Regulation 34 of the SEBI Listing Regulations, the Company is not statutorily required to publish a Business Responsibility and Sustainability Report (BRSR) for the financial year 2025-2026.

## 41. CORPORATE GOVERNANCE

As per Regulation 34 and Schedule V(C) to the Listing Regulations, the Corporate Governance along with the Compliance certificate from the Practicing Company Secretary forms part of this Annual Report .

## 42. OTHER DISCLOSURES / CONFIRMATIONS:

a) The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act is furnished.

b) The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act is furnished.

c) There was no revision of financial statements and Board's Report of the Company during the year under review.

d) During the year under review, the Company raised funds through a preferential allotment at a time when it was an unlisted company. Although the submission of a Monitoring Agency Report was not mandatory, the Company has voluntarily filed the same with the Stock Exchanges. The Monitoring Agency Report can be accessed by clicking here.

## 43. CAUTIONARY STATEMENT:

Members and readers are cautioned that, in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness, though the same are based on sources believed to be reliable. Utmost care has been taken to ensure that the opinions expressed by the management herein contain its perceptions, as on the date of the report, on the material impacts on the Company's operations, but it is not exhaustive as they contain forward looking statements which are extremely dynamic and increasingly fraught with risk and uncertainties. Actual results, performance, achievements or sequence of events may be materially different from the views expressed herein.

## 44. ACKNOWLEDGEMENTS AND APPRECIATIONS:

Your Directors acknowledge and appreciate all stakeholders of the Company viz. customers, members, clients, employees, consultants, associates, solicitors, vendors, shareholders, bankers and business associates for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of
**Wakefit Innovations Limited**
*(formerly known as Wakefit Innovations Private Limited)*

**Chaitanya Ramalingegowda**
Executive Director
DIN: 03458997

**Ankit Garg**
Chairperson, Chief Executive Officer and Executive Director
DIN: 07451481

Date: August 06, 2026
Place: Bangalore



# Annexure-1

## FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED 31st MARCH 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
**Wakefit Innovations Limited**
CIN: L52590KA2016PLC086582
2nd and 4th Floor, Umiya Emporium, 97-99, Adugodi, Tavarekere, Opposite Forum Mall, Hosur Road, Bangalore-560029,
Karnataka, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Wakefit Innovations Limited (hereinafter called "**the Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026, according to the provisions of:

i. The Companies Act, 2013 ("**the Act**") and the Rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; The provisions of external commercial borrowings and overseas direct investment were not applicable to the Company during the year under review.

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):

a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

d. The Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018;

e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – Not applicable as the Company has not issued any debt securities during the financial year under review;

g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review; and

i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable as the Company has not done any buyback of its securities during the financial year under review.

vi. The Company has identified the following laws as specifically applicable to the Company:

1. The Environment (Protection) Act 1986
2. The Water (Prevention and Control of Pollution) Act, 1974 and Rules, 1975
3. The Air (Prevention and Control of Pollution) Act 1981 and Rules 1982
4. Revised National Ambient Air Quality Standard, Notification, 2009
5. Bureau of Indian Standards Act, 2016
6. Public Liability Insurance Act, 1991
7. Petroleum Act, 1934
8. The Manufacture, Storage and Import of Hazardous Chemical Rules, 1989
9. The Factories Act, 1948 and The Karnataka Factories Rules, 1969
10. The Karnataka Factories (Safety Audit) Rule, 2016
11. The Electricity Act, 2003 and The Central Electricity Authority (Measures Relating to Safety and Electric Supply) Regulations, 2010
12. The Employees' State Insurance Act, 1948 & its Central Rules/ Concerned State Rules
13. The Payment of Bonus Act, 1965 & its Central Rules/ Concerned State Rules if any
14. The Payment of Gratuity Act & its Central Rules/ Concerned State Rules if any
15. The Maternity Benefit Act, 1961 & its Rules
16. The Employee's Compensation Act, 1923.
17. Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal) Act 2013
18. Employees' Provident Funds and Miscellaneous Provisions Act, 1952
19. Contract Labour (Regulation and Abolition) Act, 1970
20. Labour Codes, 2025

We have also examined compliance with the applicable clauses/regulations of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI);

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that: -**

i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

ii. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except for few meetings held at a shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

iii. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

iv. We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines; and

v. Following were specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines etc., having a major bearing on the Company's affairs:

a) 26,03,745 equity shares of ₹ 1/- each, were allotted on May 13, 2025, on rights issue basis.

b) 14,43,99,706 equity shares of ₹ 1/- each, were allotted as a bonus issue on May 14, 2025.

c) The Company was converted from a Private Limited Company to a Public Limited Company with effect from June 16, 2025, accompanied by a subsequent change in name from **"Wakefit Innovations Private Limited"** to **"Wakefit Innovations Limited"**.

d) 14,70,87,468 equity shares of ₹ 1/- each, were allotted on November 12, 2025, pursuant to the conversion of CCCPS – Series A, B, C, D, and D1 into equity shares.

e) 28,71,794 equity shares of ₹ 1/- each, were allotted on November 14, 2025, on a private placement basis at an issue price of ₹ 195/- per share (including a premium of ₹ 194/- per share).

f) The Company's equity shares were listed on the Bombay Stock Exchange ("BSE") and the National Stock Exchange of India ("NSE") on December 15, 2025. This marked its transition to a publicly listed company, enabling trading of its shares on recognized stock exchanges.

g) 1,93,42,461 equity shares of ₹ 1/- each, were allotted on December 11, 2025, on public issue basis at an issue price of ₹ 195/- per share (including a premium of ₹ 194/- per share).

h) 31,38,074 equity shares of ₹ 1/- each, were allotted on March 18, 2026, pursuant to the exercise of options under the Employee Stock Option Plan ("ESOP").

For **BMP & Co. LLP,**
Company Secretaries

**Komal S. Shrimankar**
Partner
ACS No. 47702 CP No. 27905
UDIN: A047702H001036404
Peer Review Certificate No: 6562/2025

Place: Mumbai
Date: August 06, 2026

*This report to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.*

**'Annexure A'**

To,
The Members,
**Wakefit Innovations Limited**
CIN: L52590KA2016PLC086582
2nd and 4th Floor, Umiya Emporium, 97-99, Adugodi,
Tavarekere, Opposite Forum Mall, Hosur Road, Bangalore-560029,
Karnataka, India.

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We further report that, based on the information provided by the Company, its officers, authorised representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/Company Secretary/Managing Director, taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws, & Environment laws and Data protection policy.
8. We further report that the Compliance by the Company of applicable financial laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

For **BMP & Co. LLP,**
Company Secretaries

**Komal S. Shrimankar**
Partner
ACS No. 47702 CP No. 27905
UDIN: A047702H001036404
Peer Review Certificate No: 6562/2025

Place: Mumbai
Date: August 06, 2026



# Annexure-2

## THE ANNUAL REPORT ON CSR ACTIVITIES

**1. Brief outline on CSR Policy of the Company:**

Wakefit Innovations Limited (formerly known as Wakefit Innovations Private Limited) has been at the forefront of voluntary CSR irrespective of the mandatory provisions of the Companies Act, 2013. The objectives of the CSR policy are aligned with the provisions of the Companies Act, 2013 read with Schedule VII of the Companies Act, 2013 and inter alia include:

- Strive for economic development that positively impacts society at large.
- Embrace responsibility for the Company's actions and encourage a positive impact through its activities on supporting preventive healthcare related to sleep disorders, rural development and promoting education including skill development.

**Focus Areas:**

The focus areas for CSR spending are aligned with the provisions of the Companies Act read with Schedule VII and inter alia include:

- Healthcare: Conducting preventive healthcare programs for the general welfare of the community at large emphasizing the positive aspects of sound and good quality sleep leading to enhanced productivity and general wellness and highlighting the negative effects of improper sleep.
- Education: Promoting education by creating basic school infrastructure like provision for chairs, desks, cupboards and storage; monetary contributions to academic institutions for establishing library, laboratory, chairs, school infrastructure etc.
- Rural Development Projects: Strengthening rural areas by improving accessibility, housing, drinking water, sanitation, power and livelihoods thereby creating sustainable villages.

Any surplus arising out of the CSR projects, programs, or activities shall not form part of the business profit of the Company.

**2. Composition of CSR Committee:**

| Sl. No. | Name of Director | Designation/ Nature of Directorship | Number of meetings of CSR Committee held during the year* | Number of meetings of CSR Committee attended during the year* |
|---|---|---|---|---|
| 1 | Mr. Chaitanya Ramalingegowda | Executive Director - Chairperson | - | - |
| 2 | Mr. Ankit Garg | Chairperson, Chief Executive Officer and Executive Director -Member | - | - |
| 3. | Mr. Arindam Paul | Non-Executive Independent Director - Member | - | - |

** The Company was not obligated to contribute towards CSR activities for the financial year 2025-26, as the same was not applicable as per the Section 135 of the Act. Consequently, no CSR Committee meetings were held during the year under review*

**3. Weblink of CSR activities of the Company:**

The Company has a website which can be accessed by clicking here and the details of Composition of CSR committee, CSR Policy and CSR projects approved by the Board of Directors of the Company shall be published on the website.

**4. Details of Impact assessment of CSR projects:**

There were no CSR Obligations in the three immediately preceding financial years of the Company. Hence, Impact Assessment is not applicable during the financial year under review.

**5. (a) Average net profit of the company as per sub-section (5) of section 135:**

Nil

**(b) Two percent of the average net profit of the company as per section 135(5):**

Nil

**(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:**

Nil

**(d) Amount required to be set off for the financial year, if any:**

Nil

**(e) Total CSR obligation for the financial year [(b)+(c)-(d)]:**

Nil

**6. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):**

Nil

**b) Amount spent in Administrative Overheads:**

Nil

**c) Amount spent on Impact Assessment, if applicable:**

Nil

**d) Total amount spent for the Financial Year [(a)+(b)+(c)]:**

Nil

**e) CSR amount spent or unspent for the financial year:**

| Total Amount Spent for the Financial Year. (In ₹) | Amount Unspent (In ₹) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per sub-section (6) section 135. | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) section 135. | | |
| | Amount. | Date of transfer. | Name of the Fund | Amount. | Date of transfer. |
| NIL | NIL | NA | NIL | NIL | NIL |

**(f) Excess amount for setoff, if any: Nil**

| Sl. No. | Particular | Amount (In ₹) |
|---|---|---|
| (i) | Two percent of average net profit of the company as per sub-section (5) of section 135 | NIL |
| (ii) | Total amount spent for the financial year | NIL |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | NIL |
| (iv) | Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any | NIL |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | NIL |

**7. Details of Unspent Corporate Social Responsibility amount for the Preceding three Financial Years:**

| 1 | 2 | 3 | 4 | 5 | 6 | | 7 | 8 |
|---|---|---|---|---|---|---|---|---|
| Sl. No. | Preceding Financial Year (s) | Amount Transferred to Unspent CSR Account under Sub-Section (6) Of Section 135 (In ₹) | Balance Amount in Unspent CSR Account Under Sub-Section (6) Of Section 135 (In ₹) | Amount Spent in the Financial Year (In ₹) | Amount Transferred to any Fund Specified Under Schedule VII As per Section 135(5), if any. | | Amount Remaining to be Spent in Succeeding Financial Years (In ₹) | Deficiency, if any |
| | | | | | Amount (In ₹) | Date of Transfer | | |
| 1 | Fy 2024-25 | | | | NIL | | | |
| 2 | FY 2023-24 | | | | | | | |
| 3 | FY 2022-23 | | | | | | | |



**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** Nil

If Yes, enter the number of Capital assets created/ acquired:

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

| Sl. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pin code of the property or asset (s) | Date of creation | Amount of CSR spent | Details of entity/ authority/ beneficiary of the registered owner | | |
|---|---|---|---|---|---|---|---|
| | | | | | CSR Registration Number, if Applicable | Name | Registered Address |
| 1 | 2 | 3 | 4 | 5 | 6.i | 6.ii | 6.iii |
| - | - | - | - | - | - | - | - |

**9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per section 135(5):**

Not Applicable

**For Wakefit Innovations Limited**
(formerly known as Wakefit Innovations Private Limited)

**Chaitanya Ramalingegowda**
Executive Director
DIN: 03458997

Date: August 06, 2026
Place: Bangalore

**Ankit Garg**
Chairperson, Chief Executive Officer and Executive Director
DIN: 07451481

Date: August 06, 2026
Place: Bangalore

# Annexure-3

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

**[Pursuant to Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014]**

We are committed to minimizing energy consumption and advancing our sustainability goals through various initiatives.

The following disclosure on conservation of energy and technology absorption has been prepared in accordance with Rule 8(3)(A) and (B) of the Companies (Accounts) Rules, 2014. The disclosures cover measures and technologies that are actively employed by the Company in its operations, including initiatives undertaken in prior years that continue to be in use, as well as refinements and additions made during the current financial year. The Company views energy conservation and technology absorption as continuous and evolving endeavours, and the disclosures below reflect the cumulative state of such efforts.

## A. CONSERVATION OF ENERGY

### 1. Steps taken or impact on conservation of energy:

- **Logistics Optimisation via Roll-Packing:** Roll-packing technology compresses mattresses into compact cylinders, optimising transportation loads, reducing fuel consumption and logistics costs compared to conventional transportation of open full-form mattresses;

- **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 consistency of components and robot-made parts have 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.

- **Sustainable Packaging Materials:** We focus on sustainability by minimizing waste with polyurethane ("PU") rollers and adopting 3-ply cardboard packaging. We also use reusable covers for delivering sofas, thereby minimizing waste and promoting sustainability.

- **Waste-to-Energy Conversion:** 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

- **Solar Power under Open Access Arrangement:** The Company sources a portion of its electricity requirements at one of its manufacturing facilities from a dedicated solar power plant under a long-term open access arrangement. This supplements conventional grid supply and contributes to reducing the overall power cost and utilization of natural energy sources for manufacturing operations.

- **Diesel Generator (DG) Consolidation:** At one of its manufacturing facilities, the Company consolidated power supply for the foaming machine and plant lighting onto an existing 500 KVA DG set already forming part of the facility's infrastructure, enabling the retirement / decommissioning of two dedicated DG sets of 200 KVA and 320 KVA respectively. This was achieved without any additional capital expenditure and has resulted in improved asset utilisation and reduced fuel consumption.

- **Inverter based power backup for foaming process:** The Company replaced a 200 kVA DG set, which had been operating daily to ensure uninterrupted power supply for the foaming process, with a 200 kVA inverter system. This substitution has reduced diesel consumption and fossil fuel dependency, resulting in meaningful energy cost savings.

- **High Volume Low Speed (HVLS) Fan Installation:** Two HVLS industrial fans (2 × 2.2 kW) were installed to replace 30 high-velocity pedestal fans (30 × 0.75 kW) across an area of approximately 10,000 sq. ft. This substitution reduced the connected load by an estimated 18 kW, resulting in substantial energy savings.

- **Air Compressor Synchronisation:** The Company synchronised the operation of its 50 kW and 30 kW air compressors to align with actual plant air demand, optimising energy consumption. This has resulted in estimated energy savings of approximately 3,000 kWh per month.

- **UPS Air Conditioning Control:** Automatic temperature-based cut-off was configured for UPS air conditioning units, ensuring they operate only to the prescribed set temperature and avoiding unnecessary energy consumption

- **Idle Machine Shutdown Protocol:** The Company implemented structured shutdown procedures for machines during idle periods, eliminating unnecessary energy consumption and improving overall power efficiency

- **EW Furniture Line Efficiency Improvement:** Operational improvements in the Engineered Wood furniture production line enabled the consolidation of production shifts, eliminating one shift and achieving consequent energy savings.

### 2. Steps taken for utilising the alternate sources of energy:

- **Solar Power under Open Access Arrangement:** At one of its manufacturing facilities, the Company sources a portion of its electricity from a dedicated solar power plant under a long-term open access arrangement. The facility continues to draw the balance of its power requirements from the conventional electricity grid. Approximately 2.3 lakh units of solar power per month were utilized with a cost saving of INR 1.65 per month, contributing to lower energy costs and reduced carbon emissions with alternate source.

- **Replacement of chemical mixing motors:** The electrically driven chemical mixing motors in the foaming machine were replaced with pneumatically operated motors. This initiative reduced monthly electrical energy consumption from approximately 160 kWh to 50 kWh, achieving an energy saving of around 110 kWh per month while improving overall process efficiency.

### 3. Capital investment on energy conservation equipment:

| Investment made | Amount (INR Million) |
|---|---|
| 200 KVA Inverter | 1.6 |
| HVLS Industrial Fan | 0.3 |

## B. TECHNOLOGY ABSORPTION

### 1. Efforts made towards technology absorption

The Company has undertaken significant efforts to absorb and integrate technology across product development, manufacturing, supply chain, and customer experience. Key initiatives include:

- **Product and Sleep Technology**

  Development and launch of Zense, an AI-powered sleep ecosystem comprising:

  - Track8 – a contactless, non-wearable sleep tracker that monitors heart rate, breathing patterns, and body movement, providing personalised sleep insights to users.

  - Regul8 – a water-based active temperature regulation system for mattresses that adjusts temperature based on personal preferences and sleep stages. This also has the added advantage of being able to reduce the air conditioning usage in the particular room.

- **Manufacturing & Process Technology**

  - **Advanced Foaming Machine:** The advanced foaming machine, equipped with the capability to manufacture a wider range of foam densities and grades, was effectively utilized during the year. This enabled the Company to increase its product portfolio from 7 variants to 15 variants, enhancing manufacturing flexibility, improving responsiveness to customer requirements, and expanding product offerings.

  - **CAD/CAM Integration:** Use of Computer-Aided Design (CAD) and Computer-Aided Manufacturing (CAM) for accurate product design and precision-controlled manufacturing across five facilities;

  - **Cloud-Linked Machinery:** Cloud-connected machinery enables real-time propagation of design changes across all production facilities, eliminating manual reconfiguration and reducing errors;

  - **Automation:** Robotic arms, roller belts, and automated roll-packing infrastructure have been deployed to improve production efficiency and reduce labour costs;

- **AI-Driven Safety Systems:** AI-based probe systems monitor foam curing temperatures in real time to prevent hazards and ensure product quality. A modular safety system including extinguishers and sensing mechanisms is integrated into the curing process.

- **Engineered Wood Manufacturing:** CNC machines, high-speed sanders, and optimised saws are used in engineered wood manufacturing for precision, speed, and material efficiency.

- **Process Efficiency (EPEI):** Agile manufacturing methods such as Every Part Every Interval (EPEI) have been adopted to minimise wastage and improve process efficiency.

- **In-House Lamination:** In-house lamination of raw boards in furniture manufacturing reduces costs and enables product customisation.

- **Engineering Innovation:** Introduction of half-moon washers in engineering processes enhances product strength without additional cost.

- **Supply Chain & Logistics Technology**
  - **Roll-Packing:** Roll-packing technology compresses mattresses into compact cylinders/spherocubes, enabling efficient storage and reducing logistics costs.

  - **Flat-Pack Design:** Flat-pack furniture design optimises space across manufacturing, storage, and logistics, enabling high-volume production and component reusability.

  - **SAP-ERP Integration:** SAP-ERP integration ensures end-to-end operational efficiency across manufacturing, supply chain, and sales processes.

- **Data Analytics & Customer Technology**
  - **Data & Analytics Platform:** A data-driven approach harnesses inputs from website interactions, customer feedback, surveys, and supply chain nodes to identify purchase patterns, segment customers, and align product and marketing strategies;

  - **Data Visualisation Tools:** Tableau and Snowflake are used for data warehousing, visualisation, and generating actionable business insights;

  - **Chatbot:** Wixy is an interactive chatbot that handles customer queries on the website, enhancing service transparency and efficiency;

  - **Live Video Demos:** Live video demo capability enables website users to connect with store executives in real time for product demonstrations;

**2. Benefits derived from technology absorption**

- The absorption of technology across the Company's operations has resulted in improved product quality and differentiation, reduction in manufacturing and logistics costs, enhanced operational efficiency, and an improved customer experience. The Company's technology investments have also contributed to its sustainability objectives through better resource utilisation and waste reduction.

- The enhanced efficiency of the foaming facility and conversion line enabled the Company to transition from a Make-to-Stock (MTS) model to a Make-to-Order (MTO) manufacturing model for mattresses. This significantly increased the Company's customization capability, expanding the number of product variants that can be manufactured from 1,840 SKUs to 3,824 SKUs per day, without increasing processing time, thereby improving customer responsiveness and operational efficiency.

- The Establishment of in-house manufacturing capability for office chair child parts, reducing dependence on external suppliers, improving supply chain reliability, enhancing quality control, and contributing to cost optimization.

- The Consolidation of Furniture EW manufacturing operations at the Hosur facility and integrated Northern Region Sofa and Mattress manufacturing operations at the Sonipat facility has improved capacity utilization, streamlined operations, reduced logistics complexity, and enhanced overall manufacturing efficiency.

**3. Imported Technology (imported during the last three years)**

NIL

**4. Expenditure incurred on Research and Development**

The Company had incurred an expenditure of INR 34.47 million on Research and Development (R&D) during the financial year, as recognised under the applicable accounting standards. This figure represents expenditure formally classified as R&D in the books of account. The Company's broader innovation efforts spans across product development, engineering and prototyping encompassing the development of AI-powered sleep technology products such as the Zense range (including Track8 and Regul8), CAD/CAM based product design infrastructure, testing of new products, development of customer-facing digital tools such as the Wixy chatbot, and the cost of personnel and machinery engaged in development and experimentation activities. A significant portion of these costs are embedded across multiple cost heads such as employee costs, machinery, power and fuel, and other expenses, and are therefore not entirely captured in the disclosed R&D expenditure figure. The Company's commitment to continuous innovation is therefore more extensive than what is reflected in the above figure alone.

## C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Amount (₹ in Million)

| S. No. | Particulars | FY 2025-26 | FY 2024-25 |
|---|---|---|---|
| 1 | Foreign Exchange Earnings | 6.44 | 24.99 |
| 2 | Foreign Exchange Outgo | 2,514.27 | 1,491.83 |

**For and on behalf of Board of Directors**

**Ankit Garg**
Chairperson, CEO & Executive Director
DIN: 07451481

Date : August 06, 2026
Place: Bangalore

# Annexure-4

## DISCLOSURES PERTAINING TO REMUNERATION UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED MARCH 31, 2026.

**A. The ratio of the remuneration paid to each Director during the year to the median remuneration of the employees of the Company for the Financial Year:**

| S. No. | Name of the Director | Category | Ratio of Remuneration to the median remuneration of the employees |
|---|---|---|---|
| 1. | Mr. Ankit Garg | Chairperson, Chief Executive Officer & Executive Director | 21.06 |
| 2. | Mr. Chaitanya Ramalingegowda | Executive Director | 22.07 |
| 3. | Mr. Alok Chandra Misra | Non-Executive Independent Director | 7.39 |
| 4. | Mr. Arindam Paul | Non-Executive Independent Director | 4.92 |
| 5. | Mr. Gunender Kapur | Non-Executive Independent Director | 8.21 |
| 6. | Ms. Sandhya Pottigari | Non-Executive Independent Director | 6.15 |
| 7. | Mr. Sudeep Nagar | Non-Executive Independent Director | 4.92 |
| 8. | Mr. Mukul Arora | Non-Executive Nominee Director* | - |
| 9. | Ms. Sakshi Vijay Chopra | Non-Executive Nominee Director* | - |
| 10. | Mr. Varun Laul | Non-Executive Nominee Director* | - |
| 11. | Ms. Manvitha Janagam | Non-Executive Nominee Director* | - |

**The Company has not paid any remuneration and sitting fees to the Nominee Directors of the Company.*

**B. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary, in the Financial Year:**

| S. No. | Name | Designation | % Increase in Remuneration in the Financial Year |
|---|---|---|---|
| 1. | Mr. Ankit Garg | Chairperson, Chief Executive Officer & Executive Director | - |
| 2. | Mr.Chaitanya Ramalingegowda | Executive Director | - |
| 3. | Mr. Alok Chandra Misra | Non-Executive Independent Director | Not Applicable* |
| 4. | Mr. Arindam Paul | Non-Executive Independent Director | Not Applicable* |
| 5. | Mr. Gunender Kapur | Non-Executive Independent Director | Not Applicable* |
| 6. | Ms. Sandhya Pottigari | Non-Executive Independent Director | Not Applicable* |
| 7. | Mr. Sudeep Nagar | Non-Executive Independent Director | Not Applicable* |
| 8. | Mr. Mukul Arora | Non-Executive Nominee Director | Not Applicable# |
| 9. | Ms. Sakshi Vijay Chopra | Non-Executive Nominee Director | Not Applicable# |
| 10. | Mr. Varun Laul[1] | Non-Executive Nominee Director | Not Applicable# |
| 11. | Ms. Manvitha Janagam[2] | Non-Executive Nominee Director | Not Applicable# |
| 12. | Mr. Navesh Gupta[3] | Chief Financial Officer | Not Applicable@ |
| 13. | Ms. Parul Gupta | Chief Financial Officer | Not Applicable@ |
| 14. | Ms. Surbhi Sharma | Company Secretary & Compliance Officer | Not Applicable^ |

** Since the remuneration is only for part of the year, the percentage increase in remuneration is not comparable and hence, not stated.*

*# The Company has not paid any remuneration and sitting fees to the Nominee Directors of the Company.*

*@ The concerned KMP was on the employment of the company for part of FY 2026, so % increase in the remuneration of KMP in the Financial year is not comparable.*

*^ The concerned KMP was on the employment of the company for part of FY 2025, so % increase in the remuneration of KMP in the current financial year is not comparable.*

*[1] Mr. Varun Laul Ceased to be Nominee Director with effect from June 13, 2025*

*[2] Ms. Manvitha Janagam Ceased to be Nominee Director with effect from June 06, 2025*

*[3] Mr. Navesh Gupta resigned from the post of Chief Financial Officer of the Company w.e.f. December 31, 2025.*

**C. Percentage increase in the median remuneration of employees in the Financial Year:**

The average percentage increase in the median remuneration of employees in the Financial Year is 10%

**D. Number of permanent employees on the rolls of the Company:**

The number of permanent employees on the rolls of the Company as of March 31, 2026 is 2178.

**E. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average increase in the salaries of employees other than Managerial Personnel was 10%.

**F. Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

It is hereby confirmed that the remuneration is as per the Nomination and Remuneration Policy of the Company.

**For and on behalf of Board of Directors**

**Ankit Garg**
Chairperson, CEO & Executive Director
DIN: 07451481
Date : August 06, 2026
Place: Bangalore

# Corporate Governance Report

In compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto ("SEBI Listing Regulations"), the Company submits the Corporate Governance Report (Report) for the financial year ended March 31, 2026.

## A BRIEF STATEMENT ON LISTED ENTITY'S PHILOSOPHY ON CODE OF GOVERNANCE

Wakefit Innovations Limited believes that good Corporate Governance is fundamental to building a sustainable and value-driven business. The Company's governance philosophy is founded on the principles of transparency, accountability, integrity, and fairness in all its dealings with stakeholders. The Board of Directors supports the broad principles of Corporate Governance and remains committed to aligning the Company's actions with its stated objectives. In pursuit of its corporate goals, the Company accords high importance to the welfare of all its stakeholders — shareholders, customers, employees, business partners, and the communities it serves. The Board remains steadfast in its commitment to enhance long-term stakeholder value while ensuring that the highest standards of ethical conduct are upheld across the organisation. Our philosophy is principle-based and is aligned with the SEBI Listing Regulations, and encompasses the principles of stakeholder rights, timely and accurate disclosures, equitable treatment, transparency and board responsibility and accountability.

## BOARD OF DIRECTORS

The Board of Directors is entrusted with the overall governance of the Company and provides strategic guidance to the management, while ensuring effective supervision and oversight of the Company's overall functioning. The Board, in discharging its responsibilities, remains guided by the principles of good governance and an unwavering commitment to long-term value creation for all stakeholders. The Board has been entrusted with the requisite powers, authorities and duties to enable it to discharge its responsibilities and provide effective leadership to the Business. The Company has an optimum combination of Executive and Non-executive Directors who are eminent persons with professional expertise and valuable experience in their respective areas of specialisation and bring a wide range of skills and experience to the Board.

As of March 31, 2026, the Board of Directors of your Company comprised of 9 Directors out of which 2 are Promoter Executive Directors, 2 are Non-executive Nominee Directors representing equity investors and 5 are Independent Directors. None of our Directors are related to each other.

The profiles of Directors are available on the website of the Company. Click here to access the profiles of the Directors.

## Corporate Governance Philosophy

- Transparency
- Fairness
- Accountability
- Value Creation
- Integrity
- Strategic Guidance

The name and categories of Directors on the Board during the Financial Year 2025-26, their attendance at Board Meetings held during the Financial Year 2025-26 and at the last Annual General Meeting and the number of Directorships and Committees Chairmanships/ Memberships held by them as on March 31, 2026 are given hereunder:

| Name of Director | Category# | Attendance Particulars | | | No. of other Directorships and Committee Memberships/ Chairmanships | | | Name of the Listed Companies where Company's Director is also a Director | |
|---|---|---|---|---|---|---|---|---|---|
| | | Board Meetings | | Last AGM held on 29.09.2025 | Other Directorships^ | Committee Memberships** | Committee Chairmanships** | Name of Listed Company | Category of Directorship |
| | | Entitled | Attended | | | | | | |
| Mr. Ankit Garg (DIN: 07451481) | Chairperson, Chief Executive Officer & Executive Director | 15 | 14 | Yes | - | 01 | - | - | - |
| Mr. Chaitanya Ramalingegowda (DIN: 03458997) | Executive Director | 15 | 15 | Yes | - | 02 | - | - | - |
| Mr. Alok Chandra Misra (DIN: 01542028) | Non-Executive Independent Director | 11 | 11 | No | 03 | 05 | 03 | 1. Kfin Technologies Limited<br>2. Hexaware Technologies Limited | NED<br>IDNE |
| Mr. Arindam Paul (DIN: 11022727) | Non-Executive Independent Director | 11 | 10 | No | - | - | - | - | - |
| Mr. Gunender Kapur (DIN: 01927304) | Non-Executive Independent Director | 11 | 06 | No | 01 | 01 | - | 1. Vishal Mega Mart Limited | MD & CEO |
| Ms. Sandhya Pottigari (DIN: 08247709) | Non-Executive Independent Director | 11 | 10 | No | - | - | - | - | - |
| Mr. Sudeep Nagar (DIN: 10883909) | Non-Executive Independent Director | 11 | 10 | No | - | 01 | 01 | - | - |
| Mr. Mukul Arora (DIN: 01099294) | Non-Executive Nominee Director | 11 | 10 | No | 01 | 01 | - | 1. Meesho Limited | NEND |
| Ms. Sakshi Vijay Chopra (DIN: 07129633) | Non-Executive Nominee Director | 15 | 08 | No | 01 | 02 | - | 1. Go Fashion (India) Limited | IDNE |
| Mr. Varun Laul* (DIN: 03489931) | Non-Executive Nominee Director | 04 | 04 | NA | | | | | |
| Ms. Manvitha Janagam* (DIN: 07190309) | Non-Executive Nominee Director | 04 | 03 | NA | | | | | |

# IDNE - Independent Non-Executive Director, NED – Non Executive Director, MD & CEO- Managing Director& Chief Executive officer, NEND- Non Executive Nominee Director.

* Mr. Varun Laul Ceased to be Nominee Director with effect from June 13, 2025.

* Ms. Manvitha Janagam Ceased to be Nominee Director with effect from June 06, 2025.

**Notes:**

^Excludes Directorship in Wakefit Innovations Limited, other Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 ("Act").

** For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of Indian Public Companies have only been considered.

## NUMBER OF BOARD MEETINGS

During the Financial Year 2025-26, fifteen (15) meetings of the Board of Directors were held and the maximum time gap between two consecutive meetings did not exceed one hundred and twenty (120) days.

| S. No | Date(s) on which meeting(s) were held |
|---|---|
| 1 | May 05, 2025 |
| 2 | May 13, 2025 |
| 3 | May 14, 2025 |
| 4 | June 04, 2025 |
| 5 | June 16, 2025 |
| 6 | June 25, 2025 |
| 7 | June 26, 2025 |
| 8 | September 26, 2025 |
| 9 | November 08, 2025 |
| 10 | November 20, 2025 |
| 11 | November 29, 2025 |
| 12 | December 01, 2025 |
| 13 | December 10, 2025 |
| 14 | December 19, 2025 |
| 15 | February 10, 2026 |

## SHAREHOLDING BY NON-EXECUTIVE DIRECTORS

None of the Non-Executive Nominee Directors or the Non-Executive Independent Directors hold any Equity Shares of the Company.

## FAMILIARIZATION PROGRAMS FOR BOARD MEMBERS

The Executive Directors periodically brief the Board on the Company's operations, while also acquainting newly appointed Directors with the Company's vision, values, and overall business framework. As part of the quarterly Board meetings, Directors are presented with updates on the Company's performance, operational developments, and significant trends within the industry. The Board is also kept apprised of evolving regulatory requirements, relevant legal developments, and the duties, roles, and responsibilities expected of them in their capacity as Directors. The details of familiarization programs imparted to the Independent Directors are disclosed on the Company's website. Please click here to access the details of the familiarisation programme.

## REASON FOR RESIGNATION OF THE INDEPENDENT DIRECTORS

None of the Independent Directors have resigned during the financial year 2025-2026.

**Core skills/expertise/competencies.**

Core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board; and names of Directors who have such skills / expertise / competence.

| Name of Director(s) | Skills/ Expertise/ Competencies | | | | | |
|---|---|---|---|---|---|---|
| | Leadership Experience | Industry knowledge (Home furnishing/Retail/ Customer & Market Insight) | Information Technology | Governance including legal compliance | Expertise/ Experience in Finance / Risk Management areas | Driving corporate ethics and values |
| Mr. Ankit Garg | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Chaitanya Ramalingegowda | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Alok Chandra Misra | ✓ | ✓ | - | ✓ | ✓ | ✓ |
| Mr. Arindam Paul | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Gunender Kapur | ✓ | ✓ | - | ✓ | ✓ | ✓ |
| Ms. Sandhya Pottigari | ✓ | ✓ | - | ✓ | ✓ | ✓ |
| Mr. Sudeep Nagar | ✓ | ✓ | ✓ | ✓ | - | ✓ |
| Mr. Mukul Arora | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Ms. Sakshi Vijay Chopra | ✓ | ✓ | - | ✓ | ✓ | ✓ |

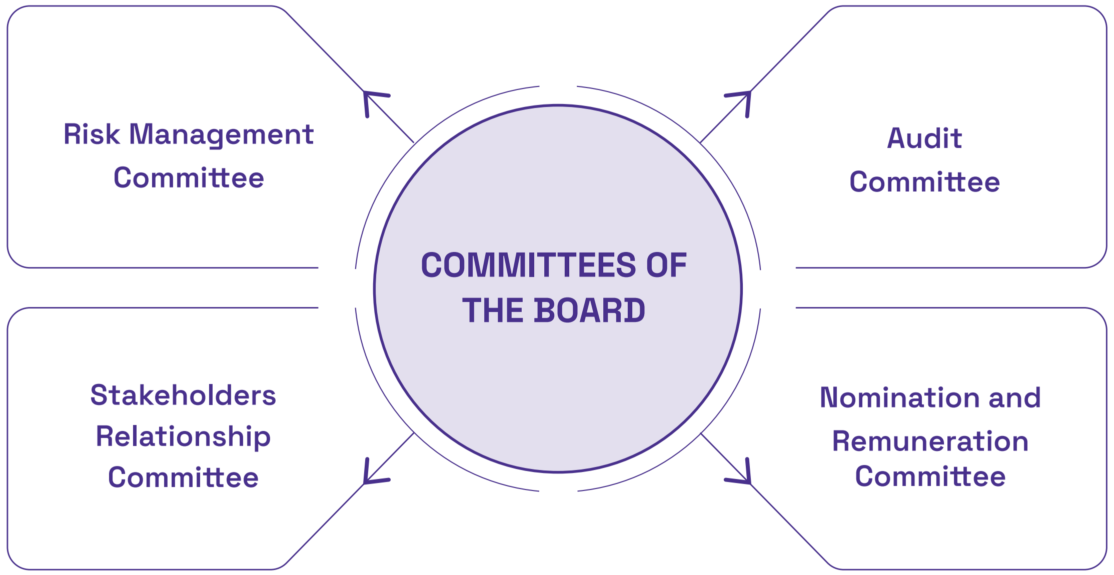
Leadership Industry Knowledge Information Technology Governance including Legal Compliance Finance / Risk Management Corporate Ethics and Values



## DECLARATION BY INDEPENDENT DIRECTORS

Your Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 and under Regulation 25(8) of SEBI Listing Regulations, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 read with Rules and Schedule IV and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board of Directors, the Independent Directors fulfil the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations and are Independent of the Management.

## COMMITTEES OF THE BOARD




**Audit Committee**

### Brief Description of term of reference

The terms of reference of the Audit Committee are aligned with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations.

Broadly, the Committee assists the Board in overseeing the integrity of the Company's financial reporting process, the adequacy and effectiveness of internal financial controls and risk management systems, the performance and independence of the Statutory and Internal Auditors, and compliance with applicable legal and regulatory requirements. The Committee also reviews financial statements, internal audit findings, related party transactions and other matters within its oversight framework before recommending the same to the Board, wherever required. Please click here for viewing the detailed terms of reference of the Audit Committee.

The composition of the Audit Committee and the attendance details of the Members as on March 31, 2026 are given below:-

| Names of Members^ | Category* | Position | No. of meetings attended |
|---|---|---|---|
| Mr. Alok Chandra Misra | IDNE | Chairperson | 7 |
| Mr. Gunender Kapur | IDNE | Member | 7 |
| Mr. Chaitanya Ramalingegowda | ED | Member | 7 |

*IDNE – Independent Non-Executive Director, ED – Executive Director.

^Ms. Sandhya Pottigari (IDNE) was appointed as a Member of the Committee with effect from May 01, 2026.

During the Financial Year 2025-26, the Audit Committee met 7 (Seven) times on the below mentioned dates and the time gap between any two meetings was not more than 120 (One Hundred and Twenty) days.

| Name of the Member | Chairperson/ Member | Attendance Details | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | 2025 | | | | | | 2026 |
| | | June 24 | June 26 | September 26 | November 20 | November 29 | December 01 | February 10 |
| Mr. Alok Chandra Misra | Chairperson | Present | Present | Present | Present | Present | Present | Present |
| Mr. Gunender Kapur | Member | Present | Present | Present | Present | Present | Present | Present |
| Mr. Chaitanya Ramalingegowda | Member | Present | Present | Present | Present | Present | Present | Present |

Present | Leave of absence | Not Applicable (N/A)

Ms. Surbhi Sharma, Company Secretary & Compliance Officer of the Company is the Secretary of the Committee.

### Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee are aligned with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations.

Broadly, the Committee is responsible for identifying and recommending individuals qualified to become Directors and Senior Management Personnel (SMP) formulating criteria for determining qualifications, positive attributes and independence of Directors, and recommending to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management. The Committee also oversees the evaluation of the performance of the Board, its Committees and individual Directors, and reviews succession planning for the Board and Senior Management. Please click here for viewing the detailed terms of reference of the Nomination and Remuneration Committee.

The composition of the Nomination and Remuneration Committee and the attendance details of the Members as on March 31, 2026 are given below: -

| Names of Members^ | Category* | Position | No. of meetings attended |
|---|---|---|---|
| Ms. Sandhya Pottigari | IDNE | Chairperson | 4 |
| Mr. Gunender Kapur | IDNE | Member | 3 |
| Mr. Mukul Arora | NEND | Member | 4 |

*IDNE – Independent Non-Executive Director, NEND – Non-Executive Nominee Director.

^Mr. Arindam Paul (IDNE) was appointed as Member of the Committee with effect from May 07, 2026.

During the Financial Year 2025-26, the Nomination and Remuneration Committee met 4 (Four) times on the below mentioned dates and necessary quorum was present for all the meetings.

| Name of the Member | Chairperson/ Member | Attendance Details | | | |
|---|---|---|---|---|---|
| | | 2025 | | | 2026 |
| | | June 13 | September 23 | December 19 | February 09 |
| Ms. Sandhya Pottigari | Chairperson | Present | Present | Present | Present |
| Mr. Gunender Kapur | Member | Leave of absence | Present | Present | Present |
| Mr. Mukul Arora | Member | Present | Present | Present | Present |

Present | Leave of absence | Not Applicable (N/A)

### Performance evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Board has carried out the annual evaluation of (i) its own performance; (ii) Individual Directors Performance (Including Independent Directors) (iii) Chairperson, Chief Executive Officer and Executive Director and (iv) Performance of all committees of the Board, for the Financial Year 2025-26.

A structured questionnaire, after taking into consideration the inputs received from Nomination and Remuneration Committee, was prepared and circulated to all the Directors for taking their responses. These questionnaires covered various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. To evaluate the performance of individual Directors, parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company were considered. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of Non-Independent Directors, Board as a whole and the Chairperson, Chief Executive Officer & Executive Director of the Company was evaluated in a separate meeting of Independent Directors after considering the views of Executive Directors and Non-Executive Directors. The feedback and results of the questionnaire were collated and consolidated summary report was placed before the Board of Directors.

### Stakeholders' Relationship Committee

The terms of reference of the Stakeholders' Relationship Committee are in line with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations.

The Committee primarily oversees and resolves the grievances of security holders of the Company, including matters relating to transfer and transmission of securities, non-receipt of dividends or annual reports, issue of duplicate share certificates, and other investor service matters. The Committee also monitors the effectiveness of the investor grievance redressal mechanism and ensures timely and satisfactory resolution of investor complaints. Please click here for viewing the detailed terms of reference of the stakeholder's Relationship Committee.

The composition of the Stakeholders' Relationship Committee and the attendance details of the Members as on March 31, 2026, are given below: -

| Names of Members | Category* | Position | No. of meetings attended |
|---|---|---|---|
| Mr. Sudeep Nagar | IDNE | Chairperson | 01 |
| Mr. Chaitanya Ramalingegowda | ED | Member | 01 |
| Mr. Ankit Garg | ED | Member | 01 |

*IDNE – Independent Non-Executive Director, ED – Executive Director.

During the Financial Year 2025-26, the Stakeholders' Relationship Committee met once on February 09, 2026, and all the Committee Members were present in the said meeting.

### Compliance Officer

Ms. Surbhi Sharma, Company Secretary is the Compliance Officer of the Company. Her contact details are as follows:

**Wakefit Innovations Limited**
2nd and 4th Floor, Umiya Emporium,
97-99, Adugodi, Tavarekere,
Opposite forum Mall, Hosur Road,
Bangalore 560029, India
Telephone No: 080-67335544
Email: investorscompliance@wakefit.co

The details of shareholders' complaints received and resolved during the Financial Year ended March 31, 2026 are given in the table below:

| Particulars | No. of Investor Complaints |
|---|---|
| Number of shareholders' complaints received during the Financial Year | 07 |
| Number of shareholders' complaints resolved to the satisfaction of shareholders during the Financial Year | 07 |
| Number of pending shareholders' complaints as at March 31, 2026 | 0 |

### Risk Management Committee

The terms of reference of the Risk Management Committee are in line with the requirements of Regulation 21 read with Part D of Schedule II of the SEBI Listing Regulations.

The Committee assists the Board in overseeing the Company's risk management framework and ensuring that appropriate policies and procedures are in place to identify, assess, monitor and mitigate key business risks. The Committee reviews the adequacy and effectiveness of the risk management systems and processes, monitors the implementation of risk mitigation measures, and periodically reviews the key risks faced by the Company, including strategic, operational, financial, regulatory and technology-related risks. Please click here for viewing the detailed terms of reference.

The composition of the Risk Management Committee and the attendance details of the Members as on March 31, 2026 are given below:-

| Names of Members | Category* | Position | No. of meetings attended |
|---|---|---|---|
| Mr. Chaitanya Ramalingegowda | ED | Chairperson | 01 |
| Mr. Ankit Garg | ED | Member | 01 |
| Mr. Arindam Paul | IDNE | Member | 01 |
| Ms. Sakshi Vijay Chopra | NEND | Member | - |

*IDNE – Independent Non-Executive Director, ED – Executive Director, NEND – Non Executive Nominee Director.

During the Financial Year 2025-26, the Risk Management Committee met once on March 26, 2026 and necessary quorum was present for the meeting. Except Ms. Sakshi Vijay Chopra all other Committee Members attended the meeting.

## SENIOR MANAGEMENT PERSONNEL

Particulars of Senior Management Personnel ("SMP") as on 31st March, 2026 and changes therein:

| Sl. No | Name of the Senior Management Personnel of the Company |
|---|---|
| 1. | Mr. Dibyendu Panda** |
| 2. | Mr. Kunal Chandel |
| 3. | Mr. Kunal O Dubey* |
| 4. | Mr. Navesh Gupta^ |
| 5. | Mr. Nitesh Prakash$ |
| 6. | Ms. Parul Gupta# |
| 7. | Ms. Surbhi Sharma |
| 8. | Mr. Umanath Nayak |

**Ceased to be the Vice President – Retail Operation with effect from April 10, 2026.

*Ceased to be the Chief Marketing Officer of the Company with effect from September 26, 2025.

^Ceased to be the Chief Financial Officer of the Company with effect from December 31, 2025.

$Appointed as Senior Vice President- Home Interiors with effect from March 30, 2026.

#Appointed as the Chief Financial Officer of the Company with effect from February 10, 2026.

## REMUNERATION TO DIRECTORS

### Pecuniary relationship or transactions of the Non-Executive Directors

During the year under review, apart from payment of sitting fees there were no pecuniary relationships or transactions with Non-Executive Directors of the Company. Further, Non-Executive Independent Directors are entitled to receive remuneration as per the provisions of Section II of Part II of Schedule V of the Act for the FY 2025-26. The Company has not paid any amount as remuneration and sitting fees to Non-Executive Nominee Directors of the Company.

### Criteria for making payment to Non-Executive Directors

The policy for payment to Non-Executive Independent Directors has been made available on the website of the Company. Please click here to access the Policy.

The table below gives details of Remuneration of Directors for the Financial Year ended March 31, 2026.

### A. Non-Executive Independent Directors

(Rs. in Millions)

| Name of the Directors | Sitting Fees | Remuneration |
|---|---|---|
| Mr. Alok Chandra Misra | 2.00 | 1.00 |
| Mr. Arindam Paul | 1.18 | 0.83 |
| Mr. Gunender Kapur | 1.63 | 1.71 |
| Ms. Sandhya Pottigari | 1.40 | 1.10 |
| Mr. Sudeep Nagar | 1.28 | 0.73 |

*The disclosures relating to allowances, perquisites, commission, contribution to provident fund, severance fees, service contracts, notice period, bonuses, stock options, and performance-linked incentives are not applicable for non-executive independent directors.*

### B. Executive Directors

(Rs. in Millions)

| Particulars | Mr. Ankit Garg | Mr. Chaitanya Ramalingegowda |
|---|---|---|
| | Chairperson, Chief Executive Officer & Executive Director | Executive Director |
| Salary & Allowances | 8.55 | 8.96 |
| Performance linked incentives | - | - |
| Perquisites | - | - |
| Notice Period and Severances | - | - |
| Bonuses, stock options and pensions | - | - |

### General Body Meetings

**Details of Annual General Meetings ("AGM") held during the last three years, are as under:**

| Sr. No. | Date and time | Venue | No. of Special Resolutions set out at the AGM |
|---|---|---|---|
| 1. | September 29, 2025, at 11:00 A.M | Registered Office | - |
| 2. | September 30, 2024, at 11.00 AM | Registered Office | - |
| 3, | September 29, 2023, at 04.00 P.M | Registered Office | 1. Approval for Reduction of ESOP Pool of Wakefit Employee Stock option Plan 2019.<br>2. Approval for the Amendment of the Existing Articles of Association by adopting the restated Articles of Association. |



## POSTAL BALLOT

During the Financial Year 2025-26, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations"), the Members of the Company have passed the following Resolutions through postal ballot via remote e-voting facility:

a. Approval of Ratification of Wakefit Employee Stock Option Plan – 2019 (ESOP 2019).

b. Approval for insertion of Article 168 in the Articles of Association of the Company.

| S. No | Particulars | Response |
|---|---|---|
| 1 | Date of Postal Ballot | December 19, 2025 |
| 2 | Cut-off Date of register of members for dispatch of notice | December 17, 2025 |
| 3 | Dispatch of Postal Ballot | December 19, 2025 |
| 4 | Voting Period | December 20, 2025 at 9:00 AM to January 18, 2026 at 5:00 PM |
| 5 | Date of Passing resolution | January 18, 2026 |
| 6 | Date of declaration of result | January 18, 2026 |

The Board had appointed Mr. Pramod S M (FCS No.: 7834, CP No.: 13784) or in his absence Mr. Biswajit Ghosh (FCS: 8750, CP No.: 8239), Partners of M/s. BMP & Co. LLP, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

The details of voting pattern in respect of the Special Resolution passed through postal Ballot is as under:

**Resolution No: 1**

**Approval of Ratification of Wakefit Employee Stock Option Plan – 2019 (ESOP 2019)**

Resolution required: (Ordinary/ Special) Special

Whether promoter/ promoter group are interested in the agenda/ resolution? No

| Category | Mode of voting | No. of shares held | No. of Votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of votes in against | % of Votes in favour on votes polled | % of votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3)=[(2)/ (1)] *100 | (4) | (5) | (6)=[(4)/ (2)]*100 | (7)=[(5)/ (2)]*100 |
| Promoter and Promoter Group | E-Voting | 12,21,89,371 | 12,21,89,371 | 100 | 12,21,89,371 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | **12,21,89,371** | **12,21,89,371** | **100** | **12,21,89,371** | **0** | **100** | **0** |
| Public Institutions | E-Voting | 18,87,29,032 | 15,07,29,598 | 79.8656 | 12,87,48,427 | 2,19,81,171 | 85.4168 | 14.5832 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | **18,87,29,032** | **15,07,29,598** | **79.8656** | **12,87,48,427** | **2,19,81,171** | **85.4168** | **14.5832** |
| Public- Non Institutions | E-Voting | 1,59,10,196 | 42,35,405 | 26.6207 | 16,297 | 42,19,108 | 0.3848 | 99.6152 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | **1,59,10,196** | **42,35,405** | **26.6207** | **16,297** | **42,19,108** | **0.3848** | **99.6152** |
| **Total** | | **32,68,28,599** | **27,71,54,374** | **84.8011** | **25,09,54,095** | **2,62,00,279** | **90.5467** | **9.4533** |

**Resolution No: 2**

**Approval for insertion of Article 168 in the Articles of Association of the Company**

| | |
|---|---|
| Resolution required: (Ordinary/ Special) | Special |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | No |

| Category | Mode of voting | No. of shares held | No. of Votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of votes in against | % of Votes in favour on votes polled | % of votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3)=[(2)/(1)] *100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 12,21,89,371 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | **12,21,89,371** | **0** | **0** | **0** | **0** | **0** | **0** |
| Public Institutions | E-Voting | 18,87,29,032 | 15,07,29,598 | 79.8656 | 12,73,54,907 | 2,33,74,691 | 84.4923 | 15.5077 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | **18,87,29,032** | **15,07,29,598** | **79.8656** | **12,73,54,907** | **2,33,74,691** | **84.4923** | **15.5077** |
| Public- Non Institutions | E-Voting | 1,59,10,196 | 42,35,587 | 26.6218 | 16,785 | 42,18,802 | 0.3963 | 99.6037 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | **1,59,10,196** | **42,35,587** | **26.6218** | **16,785** | **42,18,802** | **0.3963** | **99.6037** |
| **Total** | | **32,68,28,599** | **15,49,65,185** | **47.4148** | **12,73,71,692** | **2,75,93,493** | **82.1937** | **17.8063** |

## PROCEDURE FOR POSTAL BALLOTS:

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") and SEBI Listing Regulations, the Company provided E-Voting facility to its shareholders to cast their votes electronically through E-Voting platform by National Securities Depository Limited ("NSDL").

The Company completed dispatch of Postal Ballot Notices one day before the start of e-voting to all the Members whose names appeared in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories respectively as at close of business hours on Cut-off date and whose e-mail addresses were registered with the Company/ Depositories. The Company also published a notice in newspaper regarding completion of dispatch of postal ballot notices.

The scrutinizers submitted their reports after completion of the scrutiny and the results of voting by postal ballot were then announced. The voting results were communicated to the Stock Exchanges besides being displayed on the website of the Company, i.e. https://www.wakefit.co/investor-relations and on the website of NSDL at www.evoting.nsdl.com.

As on the date of this report, no special resolution is proposed to be conducted through postal ballot.

## MEANS OF COMMUNICATION

The quarterly/ half-yearly/ annual financial results of the Company are intimated to the Stock Exchanges immediately after the Board Meeting at which they are approved. The results along with press releases/ presentations made by the Company to Analysts/ Investors are also posted on the website of the Company viz and can be accessed through this link.

The Company's website also displays all official press releases. The results of the Company are also published in English and Kannada language newspapers normally in Financial Express and Hosadigantha respectively.

The Company organizes Investor conference calls to discuss its financial results every quarter, where Investors queries are answered by the Executive Management of the Company. The audio recording and transcripts of the conference calls are posted on our website and on website of the Stock Exchanges.



All price sensitive information and matters that are material to shareholders were disclosed to the Stock Exchanges, where the securities of the Company are listed.

## GENERAL SHAREHOLDER INFORMATION

**Corporate Identification Number:**
L52590KA2016PLC086582

**Annual General Meeting:** The 10th Annual General Meeting of the Company is scheduled to be held as under:-

**10th Annual General Meeting:**

**Day, Date & Time**

**Wednesday, September 09, 2026 at 11.00 A.M. (IST)**

Venue:
The Company is conducting meeting through VC/ OAVM. For details please refer to the Notice of the AGM.

### (a) Financial Year:

The Company follows Financial Year from April 1 to March 31. The Current Financial Year of the Company is April 1, 2025, to March 31, 2026.

### (b) Dividend Payment Date:

During the Financial Year 2025-2026, no Dividend was declared by the Company.

### (c) Listing on Stock Exchanges:

| Name of Stock Exchange | Security Code/ Symbol | Address |
|---|---|---|
| BSE Limited | 544642 | Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001. |
| National Stock Exchange of India Limited | WAKEFIT | Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 |

### (d) Listing fees

The Company has paid annual listing fees to both the Stock Exchanges.

### (e) Suspension of Trading

The securities of the Company were not suspended from trading on stock exchanges during the year under review.

### (f) Registrar and Share Transfer Agent:

MUFG Intime India Pvt Ltd (formerly known as Link Intime India Private Limited)
C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India
Telephone Number: +91 810 811 8484
Website: www.in.mpms.mufg.com
Investor Grievance E-mail: investor.helpdesk@in.mpms.mufg.com
Queries or service requests can be raised through the link: https://web.in.mpms.mufg.com/helpdesk/Service_Request.html
SEBI Registration Number: INR000004058

### (g) Share Transfer System

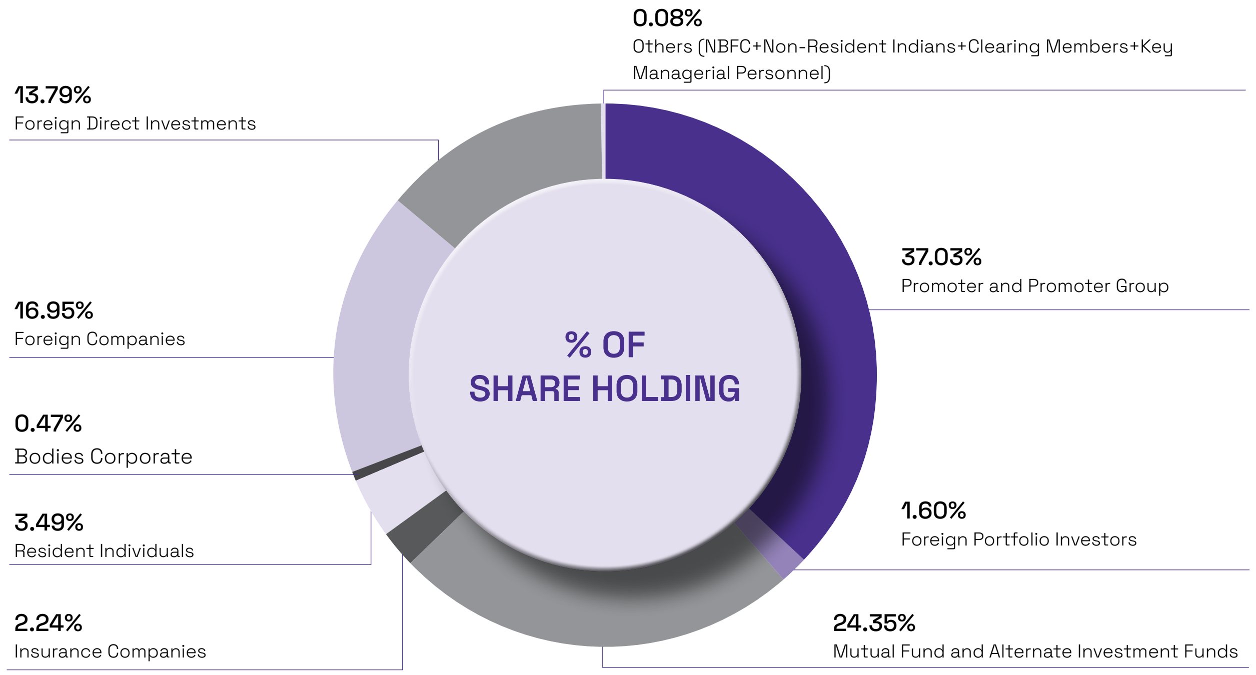
Trading in equity shares of the Company through recognized stock exchanges is permitted only in dematerialized form. Pursuant to amended in Regulation 40 of Listing Regulations with effect from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a Depository hence shares shall be transferred only through demat. However, Investors are not barred from holding shares in physical form. Further, the shareholders holding shares in demat form are requested to register their email address, bank account details and mobile number with their depository participants.

### (h) Distribution of shareholding:

| Slab | Shareholders | | No. of Shares | |
|---|---|---|---|---|
| | Number | % to total | Shares | % to total |
| 1 - 5000 | 27,811 | 99.13 | 33,27,923 | 1.01 |
| 5001 – 10,000 | 93 | 0.33 | 5,96,636 | 0.18 |
| 10,001 – 20,000 | 31 | 0.11 | 4,38,835 | 0.13 |
| 20,001 & above | 121 | 0.43 | 32,56,03,355 | 98.68 |
| Total | 28,056 | 100 | 32,99,66,749 | 100 |

**(i) Categories of Equity Shareholders as on March 31, 2026:**

| S. No. | Category | No. of Shares held | % of Share holding |
|---|---|---|---|
| 1 | Promoter and Promoter Group | 12,21,89,371 | 37.03 |
| 2 | Foreign Portfolio Investors | 52,65,051 | 1.60 |
| 3 | Mutual Fund and Alternate Investment Funds | 8,03,58,911 | 24.35 |
| 4 | Insurance Companies | 73,99,985 | 2.24 |
| 5 | Resident Individuals | 1,15,30,338 | 3.49 |
| 6 | Key Management Personnel | 945 | 0.00 |
| 7 | NBFC | 74,100 | 0.02 |
| 8 | Bodies Corporate | 15,42,238 | 0.47 |
| 9 | Non - Resident Indians | 1,62,542 | 0.05 |
| 10 | Clearing Members | 22,922 | 0.01 |
| 11 | Foreign Companies | 5,59,28,998 | 16.95 |
| 12 | Foreign Direct Investments | 4,54,91,348 | 13.79 |
| **Total** | | **32,99,66,749** | **100.00** |




**(j) Dematerialisation of Shares and Liquidity**

| Particulars | NSDL | CDSL | Physical | Total |
|---|---|---|---|---|
| Shares (nos.) | 15,29,47,399 | 17,70,19,349 | 1 | 32,99,66,749 |
| Shares (%) | 46.35 | 53.65 | 0 | 100 |

**(k) Outstanding GDRs/ ADRs/ Warrants or Convertible Instruments** - None

**(l) Commodity price risk or foreign risk and hedging activities**

Information on foreign exchange risk and hedging activities are provided under Notes to Accounts of Financial Statements section of Annual Report. You are requested to refer to Note No. 38 of financial statements.

The Company does not have commodity price risk nor does the Company engage in hedging activities.

**(m) Plant Locations**

The table below provides details of manufacturing or processing plants of the Company:

| S. No | Type of Property | Location |
|---|---|---|
| 1 | Manu-facturing 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, Haryana, 131021 |
| 2 | Manu-facturing Facility II | Plot no.275, In Survey No.110, Sublayout of Kachanayakanahalli Village, Bomasandra 1st Phase, Jigani Hobli, Anekal Taluk, Bengaluru (Bangalore) Urban, Karnataka, 560099 |
| 3 | Manu-facturing Facility III | Plot No.277, In Sub Layout of Kachanayakanahalli, Bommasandra, 1st Phase, Jigani, Anekal Taluk, Bengaluru (Bangalore) Urban, Karnataka, 560099 |
| 4 | Manu-facturing 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 |
| 5 | Manu-facturing Facility V | Block-02, Avigna Industrial Park, Survey No. 167/1C6, 168/1C, Nagondapalli Village, Hosur, Krishnagiri, Tamil Nadu, 635 110 |

**(n) Address for Correspondence**

**Registered Office Address**

Wakefit Innovations Limited
2nd and 4th Floor, Umiya Emporium, 97-99, Adugodi, Tavarekere, Opposite forum Mall, Hosur Road, Bangalore 560029, India

Your Company has also designated investors compliance@wakefit.co as an exclusive email ID for Analysts and Investors, for the purpose of registering their complaints and the same has been displayed on Company's website also.

**(o) List of Credit Ratings:**

During the period under review, the Company did not obtain any corporate credit rating from any credit rating agency.

## Other Disclosures

*(a) Related Party Transactions (RPTs)*

The Company has not entered into any materially significant transactions with the related parties that may have potential conflict with the interests of the Company at large. Transactions with related parties are being disclosed in Note 39 to the Standalone Financial Statements of the Company forming part of the Annual Report and are transacted after obtaining applicable approval(s), wherever required. Please click here to access the Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions.

*(b) Non-Compliances by the Company*

During the last three years and during the Financial Year 2025-26, there were no strictures or penalties imposed on the Company either by the Stock Exchanges or SEBI, or any other statutory authority for non-compliance of any matter related to capital markets.

*(c) Vigil Mechanism and Whistle Blower Policy*

In Compliance with the provisions of section 177 of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations, the Company has in place the Whistle Blower Policy and Vigil Mechanism for Directors, employees and other stakeholders which provides a platform to them for raising their voice about any breach of code of conduct, financial irregularities, illegal or unethical practices, unethical behaviour, actual or suspected fraud. Adequate safeguards are provided against victimization to those who use such mechanism and direct access to the Chairperson of the Audit Committee in appropriate cases is provided. During the year under review, no employee was denied access to the Audit Committee.

The policy on Vigil Mechanism and Whistle Blower Policy has been posted on the website of the Company. The Policy can be accessed through this link.

*(d) Details of compliance with mandatory requirements on Corporate Governance under the SEBI Listing Regulations*

The Company has complied with the mandatory requirements on Corporate Governance under the SEBI Listing Regulations.

*(e) Material Subsidiary Companies*

Your Company does not have any material subsidiary company in terms of Regulation 16(c) of the SEBI Listing Regulations. The Board of Directors of the Company formulated a policy for determining "material" subsidiaries. The said Policy has been placed on the website of the Company. Please click here to access the policy.

*(f) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)*

During the year under review, the Company raised funds through a preferential allotment at a time when it was an unlisted company. Although the submission of a Monitoring Agency Report was not mandatory, the Company has voluntarily filed the same with the Stock Exchanges. The Monitoring Agency Report can be accessed by clicking here.

*(g) Practicing Company Secretary Certification*

A certificate from a Company Secretary in Practice that as on March 31, 2026, none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as

Directors of Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority is annexed to this Report as **Annexure - 1.**

(h) ***Recommendation of Committee(s) of the Board of Directors***

During the year, all recommendations of Committees of Board of Directors, were accepted by the Board.

(i) ***Statutory Auditor Fee and all entities in the network firm/network entity of which the statutory auditor is a part***

The total fee paid by the Company to the Statutory Auditors for all the services during the Financial Year 2025-26 is ₹ 49.98 Million.

(j) ***Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013***

In compliance of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder, the Company has in place a policy to prevent and deal with sexual harassment at workplace.

During the period under review, no complaints were received under the Sexual Harassment of Women at Workplace (prevention, prohibition and redressal) Act, 2013.

(k) ***Loans and advances in the nature of loans to firms/ companies in which Directors are interested by name and amount.***

The Company has neither advanced any loans nor given any guarantees and / or provided any securities, whether directly or indirectly to Firms/ Companies in which Directors are interested.

(l) The Company has complied with the requirements of Schedule V Corporate Governance Report sub-paras (2) to (10) of the SEBI Listing Regulations.

(m) ***Detail of compliance with the corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub - regulation (2) of Regulation 46 of SEBI Listing Regulations.***

The Company is in compliance with the applicable corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of Regulation 46(2) of the SEBI Listing Regulations as well as the disclosure requirements as enumerated under Schedule V of the SEBI Listing Regulations.

(n) ***Disclosures with respect to demat suspense account/ unclaimed suspense account.***

There are no shares which are lying in demat suspense account/ unclaimed suspense account as on March 31, 2026.

(o) ***Disclosure of agreements impacting management or control***

In terms of Regulation 30A of the SEBI Listing Regulations, there are no such agreements entered which will impact the management or control of the Company.

(p) ***Code of Conduct***

The Board of Directors has laid down a Code of Conduct, which is applicable to all Directors and Senior Management Personnel of the Company. The Code has also been posted on the website of the Company Please click here to access the code of conduct.

All Board Members and Senior Management Personnel have affirmed with the compliance of Code of Conduct for the Financial Year 2025-26.

An annual declaration signed by the Chairperson, Chief Executive Officer and Executive Director of the Company affirming compliance to the Code by the Board of Directors and the Senior Management is annexed to this Report as **Annexure - 2**.

(q) ***Compliance Certificate on Corporate Governance***

In compliance with SEBI Listing Regulations, a certificate on Corporate Governance issued by Company Secretary in Practice is annexed to this Report as **Annexure - 3**.

## CERTIFICATE FROM THE CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

In accordance with the provisions of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate duly signed by the Chairperson, Chief Executive Officer and Executive Director of the Company and the and Chief Financial Officer of the Company, confirming the accuracy of the financial statements and the adequacy of internal controls, forms part of this report and is annexed herewith as **Annexure - 4.**

For and on behalf of
**Wakefit Innovations Limited**
*(formerly known as Wakefit Innovations Private Limited)*

**Chaitanya Ramalingegowda**
Executive Director
DIN: 03458997

**Ankit Garg**
Chairperson, Chief Executive Officer and Executive Director
DIN: 07451481
Date: August 06, 2026
Place: Bangalore



# Annexure -1

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of Wakefit Innovations Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Wakefit Innovations Limited having CIN L52590KA2016PLC086582 and having registered office at 2nd and 4th Floor, Umiya Emporium, 97-99, Adugodi, Tavarekere, Opposite Forum Mall, Hosur Road, Bangalore 560029, Karnataka, India (hereinafter referred to as "the Company"), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sl. No. | Name of the Director | DIN | Designation |
|---|---|---|---|
| 1. | Mr. Ankit Garg | 07451481 | Chairperson, Chief Executive Officer & Executive Director |
| 2. | Mr. Chaitanya Ramalingegowda | 03458997 | Executive Director |
| 3. | Mr. Alok Chandra Misra | 01542028 | Non-Executive Independent Director |
| 4. | Mr. Arindam Paul | 11022727 | Non-Executive Independent Director |
| 5. | Mr. Gunender Kapur | 01927304 | Non-Executive Independent Director |
| 6. | Ms. Sandhya Pottigari | 08247709 | Non-Executive Independent Director |
| 7. | Mr. Sudeep Nagar | 10883909 | Non-Executive Independent Director |
| 8. | Mr. Mukul Arora | 01099294 | Non-Executive Nominee Director |
| 9. | Ms. Sakshi Vijay Chopra | 07129633 | Non-Executive Nominee Director |

**Notes:**

a. Mr. Varun Laul (DIN: 03489931) Non-Executive Nominee Director of the Company resigned from the Board of Directors with effect from June 13, 2025.

b. Ms. Manvitha Janagam (DIN: 07190309) Non-Executive Nominee Director of the Company resigned from the Board of Directors with effect from June 06, 2025.

Ensuring the eligibility of/for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **BMP & Co. LLP,**
Company Secretaries

**Komal S. Shrimankar**
Partner
ACS No. 47702 CP No.27905
UDIN: A047702H001036351
Peer Review Certificate No: 6562/2025

Place: Mumbai
Date: August 06, 2026

# Annexure -2

## DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

As required under Regulation 34(3) read with Part D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, hereby declare that the Board Members and the Senior Management Personnel have affirmed compliance with the Code of conduct of the Company during the Financial Year ended on March 31, 2026.

Place: Bangalore
Date: August 06, 2026

**Ankit Garg**
Chairperson, CEO & Executive Director



# Annexure -3

## AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

**[Schedule V para E of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

**To,**
The Members of
**Wakefit Innovations Limited**
CIN: L52590KA2016PLC086582
2nd and 4th Floor, Umiya Emporium, 97-99, Adugodi,
Tavarekere, Opposite Forum Mall, Hosur Road, Bangalore-560029,
Karnataka, India.

We have examined the compliance of conditions of Corporate Governance by Wakefit Innovations Limited ("the Company") having CIN: L52590KA2016PLC086582, for the purpose of certifying the Corporate Governance under Regulation 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from April 01, 2025, to March 31, 2026. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **BMP & Co. LLP**,
Company Secretaries

**Komal S. Shrimankar**
Partner
ACS No. 47702 CP No.27905
UDIN: A047702H001036239
Peer Review Certificate No: 6562/2025

Place: Mumbai
Date: August 06, 2026

# Annexure - 4

## CEO AND CFO CERTIFICATE

To
Members of Audit Committee and
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, Karnataka, 560029

**Sub: Compliance Certification under Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").**

We, the undersigned to the best of our knowledge and belief, certify in accordance with Regulation 17(8) read with Part B of Schedule II of SEBI Listing Regulations, that:

A. We have reviewed financial statements and the cash flow statement for the Financial Year 2025-26 and that to the best of our knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

(2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit committee:

(1) Significant changes, if any, in the internal control over financial reporting during this year;

(2) Significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

For **Wakefit Innovations Limited**
(formerly known as Wakefit Innovations Private Limited)

**Ankit Garg**
Chairperson, Chief Executive Officer and Executive Director
DIN: 07451481

**Parul Gupta**
Chief Financial Officer

Date : May 21, 2026
Place: Bangalore



# Financial Statements

# Independent Auditor's Report

To the Members of
**Wakefit Innovations Limited**
(formerly known as Wakefit Innovations Private Limited)

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### OPINION

We have audited the financial statements of Wakefit Innovations Limited (formerly known as Wakefit Innovations Private Limited) (the "Company") which comprise the balance sheet as at March 31, 2026, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

### KEY AUDIT MATTER

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Key audit matter**

**See Note 2.5(i) and 24 to the financial statements**

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| Revenue from sale of goods is recognized at the point in time when the control of the goods has been transferred to the customer and there is no unfulfilled performance obligation.<br><br>Revenue is recognized at the transaction price net of any taxes collected from customers on behalf of the government and variable consideration on account of various discounts and schemes offered by the Company.<br><br>Revenue recognition from sale of goods during the year and at the year end has been identified as a key audit matter since the Company and its external stakeholders focus on revenue as a key performance metric and this may create incentives or external pressures to meet expectations resulting in revenue being overstated or recognized before the control has been transferred. | Our audit procedures include the following:<br><br>i. Assessed the appropriateness of the Company's revenue recognition policy are consistent with relevant accounting standard.<br><br>ii. Obtained an understanding and inspected relevant documentation of the systems, processes and controls implemented by the Company for recognition of revenue.<br><br>iii. Evaluated the design and implementation of key internal financial controls with respect to revenue recognition and tested the operating effectiveness of such controls.<br><br>iv. Performed substantive testing to assess that the amount of revenue has been recognized accurately by selecting statistical samples of revenue transactions recorded during the year by verifying the underlying documents i.e., sales invoices, proof of deliveries and receipt of payment.<br><br>v. Tested, on a sample basis, specific revenue transactions recorded before and after the financial year-end date to determine that revenue is recognised in the financial year in which control is transferred.<br><br>vi. Tested journal entries posted to revenue account, based upon specific risk- based criteria, to identify unusual or irregular items.<br><br>vii. Assessed the adequacy of the disclosures made in the financial statements in compliance with the relevant accounting standard. |

### OTHER INFORMATION

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2A. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

a. 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.

b. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

c. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

d. On the basis of the written representations received from the directors as on March 31, 2026 to April 2, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

e. 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) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

A. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations as at March 31, 2026 on its financial position in its financial statements - Refer Note 40 to the financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of their knowledge and belief, other than as disclosed in the Note 47(iv) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of their knowledge and belief, other than as disclosed in the Note 47(v) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

d. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

- In case of an accounting software used for maintaining details relating to revenue, the feature of recording audit trail (edit log) facility was not enabled.

- In the absence of sufficient and appropriate reporting on compliance with the audit trail requirements at databse layer in the independent auditor's report of service organisation for accounting software used for maintaining the books of account relating to general ledger, which is operated by a third-party software service provider, we are unable to comment whether audit trail feature of the said software was enabled at the database level to log any direct data changes and operated throughout the year for all relevant transactions recorded in the software.

Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with.

Additionally, where audit trail (edit log) facility was enabled and operated in the previous year, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

B. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

**Umang Banka**
Partner
Membership No.: 223018
ICAI UDIN:26223018NUPHRB1668

Place: Bengaluru
Date: May 21, 2026



# Annexure A

**to the Independent Auditor's Report on the Financial Statements of Wakefit Innovations Limited (formerly known as Wakefit Innovations Private Limited) for the year ended March 31, 2026**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) 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 noticed on such verification.

(c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(d) 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 not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, except goods in transit has been physically verified by the management during the year. For goods in transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) 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:

Amount in Rs. million

| 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 |
|---|---|---|---|---|---|---|
| June 2025 | Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank | Trade payables | 2,165.31 | 2,100.46 | 64.85 | No |
| | | Inventories | 1,724.92 | 1,734.18 | (9.26) | No |
| | | Trade receivables | 37.58 | 335.71 | (298.13) | No |

Amount in Rs. million

| 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 |
|---|---|---|---|---|---|---|
| Sep 2025 | Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank | Trade payables | 2,697.25 | 2,734.74 | (37.49) | No |
| | | Inventories | 2,617.94 | 2,633.12 | (15.18) | No |
| | | Trade receivables | 36.62 | 32.60 | 4.02 | No |
| Dec 2025 | Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank | Trade payables | 2,654.72 | 2,741.43 | (86.71) | No |
| | | Inventories | 2,016.94 | 2,062.74 | (45.80) | No |
| | | Trade and other receivables | 313.45 | 361.78 | (48.33) | No |

(iii) 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 not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, firms, limited liability partnership or any other parties during the year. The Company has made investment in a Company and other parties during the year. The Company has not made any investments in firms and limited liability partnership.

(a) Basis on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, firms, limited liability partnership or any other parties during the year. Accordingly, provisions of clause 3(iii)(a), 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order are not applicable.

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, the investments made during the year are, prima facie, not prejudical to the interest of the Company. Further, as mentioned in clause (a) above, the Company has neither provided loans nor provided advances in the nature of loans, or stood guarantee or provided security to any other entity.

(iv) 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 not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

(vii) (a) 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, the 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 by the Company with the appropriate authorities, though there have been slight delays in a few cases of Provident Fund and Professional Tax. Further, the Company has currently estimated an amount of INR 71.80 Million (excluding interest) with respect to Goods and Service Tax on certain items on which the GST credit is no longer available which is yet to be deposited.

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 March 31, 2026 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 (Rs in million) | Period to which the amount relates | Due date | Date of payment |
|---|---|---|---|---|---|
| Goods and ServiceTax Act, 2017 (Various) | Goods and Service Tax | 65.11 | FY 2022-23 to 2025-26 | Various | Not yet paid |

(b) 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 (Rs. in million) | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 46.31 | FY 2019-20 to FY 2022-23 | Assistant Commissioner |
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 3.06 | FY 2019-20 to FY 2021-22 | Deputy Commissioner |
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 0.28 | FY 2023-24 to FY 2024-25 | Deputy Commercial Tax Officer |
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 15.55 | FY 2021–22, FY 2022 - 23 | Additional Commissioner (Appeals) |

(viii) 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 not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) 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 not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended March 31, 2026. Accordingly, clause 3(ix)(e) is not applicable.

(f) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended March 31, 2026. Accordingly, clause 3(ix)(f) is not applicable.

(x) (a) In our opinion, moneys raised by way of initial public offer during the year, have been, prima facie, applied by the Company for the purpose for which they were raised. However, some portion of the amount raised, which remain unutilised during the year, have been temporarily invested in bank deposits as on March 31, 2026.

(b) 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 not made any allotment of fully or partly convertible debentures during the year. In our opinion, in respect of preferential allotment and private placement of equity shares made during the year, the Company has duly complied with the requirements of Section 42 and Section 62 of the Act. The proceeds with respect to preferential allotment and private placement of equity shares remains unutilised at the year end and has been temporarily invested in bank deposits.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued for the period from April 1, 2025 to September 30, 2025 under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in Annual report is expected to be made available to us after the date of this auditor's report.



(xx) In our opinion and according to the information and explanations given to us, due to losses in last three preceding years, the Company is not required to spend any amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

**Umang Banka**
Partner
Membership No.: 223018
ICAI UDIN:26223018NUPHRB1668

Place: Bengaluru
Date: May 21, 2026

# Annexure B

**to the Independent Auditor's Report on the financial statements of Wakefit Innovations Limited (formerly known as Wakefit Innovations Private Limited) for the year ended March 31, 2026**

**Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

**(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

## OPINION

We have audited the internal financial controls with reference to financial statements of Wakefit Innovations Limited (formerly known as Wakefit Innovations Private Limited) ("the Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

## MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

## MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

**Umang Banka**
Partner
Membership No.: 223018
ICAI UDIN:26223018NUPHRB1668

Place: Bengaluru
Date: May 21, 2026

# Balance Sheet

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

| Particulars | Notes | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 3 | 1,493.31 | 1,652.01 |
| Capital work-in-progress | 3A | 16.58 | 7.35 |
| Right of use assets | 4 | 2,386.51 | 2,493.07 |
| Intangible assets | 5 | 11.30 | 9.05 |
| Financial assets | | | |
| Other financial assets | 6 | 3,516.66 | 890.40 |
| Deferred tax assets (net) | 44 | 1,034.40 | - |
| Income tax assets (net) | 7 | 61.33 | 36.21 |
| Other non-current assets | 8 | 63.34 | 44.63 |
| **Total non-current assets** | | **8,583.43** | **5,132.72** |
| **Current assets** | | | |
| Inventories | 9 | 1,975.54 | 1,636.29 |
| Financial assets | | | |
| (i) Investments | 10 | 799.40 | 512.45 |
| (ii) Trade receivables | 11 | 21.95 | 58.58 |
| (iii) Cash and cash equivalents | 12 | 884.86 | 71.19 |
| (iv) Bank balances other than (iii) above | 13 | 1,543.61 | 30.83 |
| (v) Other financial assets | 14 | 3,403.34 | 2,902.52 |
| Other current assets | 15 | 299.86 | 162.92 |
| **Total current assets** | | **8,928.56** | **5,374.78** |
| **Total assets** | | **17,511.99** | **10,507.50** |
| **Equity and liabilities** | | | |
| **Equity** | | | |
| Equity share capital | 16 | 329.97 | 10.52 |
| Instruments entirely equity in nature | 16 | - | 192.45 |
| Other equity | 17 | 10,988.23 | 5,002.73 |
| **Total equity** | | **11,318.20** | **5,205.70** |
| **Liabilities** | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| Lease liabilities | 18 | 1,909.63 | 2,023.37 |
| Provisions | 19 | 89.15 | 84.62 |
| **Total non-current liabilities** | | **1,998.78** | **2,107.99** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| (i) Lease liabilities | 18 | 809.15 | 709.90 |
| (ii) Trade payables | 20 | | |
| - total outstanding dues of micro enterprises and small enterprises; and | | 362.90 | 210.00 |
| - total outstanding dues of creditors other than micro enterprises and small enterprises | | 1,577.68 | 1,360.08 |
| (iii) Other financial liabilities | 21 | 509.56 | 179.99 |
| Other current liabilities | 22 | 809.72 | 653.09 |
| Provisions | 23 | 126.00 | 80.75 |
| **Total current liabilities** | | **4,195.01** | **3,193.81** |
| **Total equity and liabilities** | | **17,511.99** | **10,507.50** |
| Material accounting policies | 2 | | |

The accompanying notes are an integral part of these financial statements.

As per our report of even date attached:

*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

**Ankit Garg**
*Chairperson, CEO and Executive Director*
DIN: 07451481

**Chaitanya Ramalingegowda**
*Executive Director*
DIN: 03458997

**Parul Gupta**
*Chief Financial Officer*

**Surbhi Sharma**
*Company Secretary and Compliance Officer*
Membership Number: A57349

Place: Bengaluru
Date: May 21, 2026

Place: Bengaluru
Date: May 21, 2026

Place: Bengaluru
Date: May 21, 2026



# Statement of Profit and Loss

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

| Particulars | Notes | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|---|
| **Income** | | | |
| Revenue from operations | 24 | 14,889.43 | 12,736.91 |
| Other income | 25 | 454.29 | 317.35 |
| **Total Income (A)** | | **15,343.72** | **13,054.26** |
| **Expenses** | | | |
| Cost of materials consumed | 26 | 6,370.64 | 5,817.61 |
| Purchases of stock-in-trade | 27 | 65.94 | 47.96 |
| Changes in inventories of finished goods, work in progress and stock in trade | 28 | 151.18 | (132.20) |
| Employee benefits expense | 29 | 1,662.00 | 1,657.43 |
| Other expenses | 32 | 4,820.09 | 4,755.16 |
| **Expenses before finance costs, depreciation and amortisation (B)** | | **13,069.85** | **12,145.96** |
| **Earnings before finance costs, depreciation, amortisation and tax (A-B)** | | **2,273.87** | **908.30** |
| Finance costs (C) | 30 | 280.70 | 295.92 |
| Depreciation and amortisation expense (D) | 31 | 1,044.54 | 962.42 |
| **Total expenses (E) = (B+C+D)** | | **14,395.09** | **13,404.30** |
| **Profit/(loss) before exceptional items and tax (F) = (A-E)** | | **948.63** | **(350.04)** |
| **Exceptional items (G)** | 48 | **37.59** | **-** |
| **Profit/(loss) before tax (H) = (F-G)** | | **911.04** | **(350.04)** |
| **Tax expense / (credit):** | 44 | | |
| Current tax | | - | - |
| Deferred tax credit | | (980.71) | - |
| **Total tax expense / (credit) (I)** | | **(980.71)** | **-** |
| **Profit / (loss) for the year (J) = (H-I)** | | **1,891.75** | **(350.04)** |
| **Other comprehensive income (OCI)** | | | |
| Items that will not be reclassified subsequently to profit or loss | | | |
| - Remeasurement gain /(loss) on defined benefit plans | | 10.74 | 2.09 |
| - Income tax relating to above | | (3.75) | - |
| **Other comprehensive income / (loss) for the year (K)** | | **6.99** | **2.09** |
| **Total comprehensive income / (loss) for the year (L)= (J+K)** | | **1,898.74** | **(347.95)** |
| **Earnings per share** | | | |
| Basic (in ₹) | 33 | 6.03 | (1.15) |
| Diluted (in ₹) | | 6.00 | (1.15) |
| Material accounting policies | 2 | | |

The accompanying notes are an integral part of these financial statements.

As per our report of even date attached:

*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

**Ankit Garg**
*Chairperson, CEO and Executive Director*
DIN: 07451481

**Chaitanya Ramalingegowda**
*Executive Director*
DIN: 03458997

**Parul Gupta**
*Chief Financial Officer*

**Surbhi Sharma**
*Company Secretary and Compliance Officer*
Membership Number: A57349

Place: Bengaluru
Date: May 21, 2026

Place: Bengaluru
Date: May 21, 2026

Place: Bengaluru
Date: May 21, 2026

# Statement of Changes in Equity

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

## A. EQUITY SHARE CAPITAL :

| Equity share of ₹ 1 each issued, subscribed & fully paid | No. of Shares | Amount |
|---|---|---|
| **Balance at April 01, 2025** | **10,523,501** | **10.52** |
| Changes in equity share capital during the year (refer note 16) | 319,443,248 | 319.45 |
| **Balance at March 31, 2026** | **329,966,749** | **329.97** |
| **Balance at April 01, 2024** | 10,344,430 | 10.34 |
| Changes in equity share capital during the year (refer note 16) | 179,071 | 0.18 |
| **Balance at March 31, 2025** | **10,523,501** | **10.52** |

## B. INSTRUMENTS ENTIRELY EQUITY IN NATURE :

### (i) Compulsorily Convertible Cumulative Preference Shares (CCCPS) of ₹ 1 each issued, subscribed and fully paid

| | No. of Shares | Amount |
|---|---|---|
| **Balance at April 01, 2025** | **7,970,250** | **7.97** |
| Conversion of CCCPS to equity shares during the year (refer note 16) | (7,970,250) | (7.97) |
| **Balance at March 31, 2026** | **-** | **-** |
| **Balance at April 01, 2024** | **7,970,250** | **7.97** |
| Changes in CCCPS shares during the year | - | - |
| **Balance at March 31, 2025** | **7,970,250** | **7.97** |

### (ii) CCCPS of ₹ 50 each issued, subscribed and fully paid

| | No. of Shares | Amount |
|---|---|---|
| **Balance at April 01, 2025** | **3,689,491** | **184.48** |
| Changes in CCCPS shares during the year (refer note 16) | (3,689,491) | (184.48) |
| **Balance at March 31, 2026** | **-** | **-** |
| **Balance at April 01, 2024** | **3,689,491** | **184.48** |
| Changes in CCCPS shares during the year | - | - |
| **Balance at March 31, 2025** | **3,689,491** | **184.48** |

## C. OTHER EQUITY

| | Reserves and surplus | | | Total Other Equity |
|---|---|---|---|---|
| | Securities premium | Share based payment reserve | Retained earnings | |
| **Balance at April 01, 2025** | **7,970.29** | **232.01** | **(3,199.57)** | **5,002.73** |
| Profit for the year | - | - | 1,891.75 | **1,891.75** |
| Other Comprehensive income for the year, net of taxes | - | - | 6.99 | **6.99** |
| **Total comprehensive income for the year** | **-** | **-** | **1,898.74** | **1,898.74** |
| **Transactions with owners of the Company** | | | | |
| **Contributions and distributions** | | | | **-** |
| Security premium utilised for issue of bonus shares to existing equity shareholders (refer note 16(i)(b)) | (144.40) | - | - | **(144.40)** |
| Issue of equity shares on conversion of CCCPS (refer note 16(i)(c)) | 45.36 | - | - | **45.36** |
| Fresh issue of shares (refer note 16(i)(d)) | 4,309.56 | - | - | **4,309.56** |
| Utilization towards share issue expenses (net) (refer note 17) | (214.23) | - | - | **(214.23)** |
| Deferred tax impact on share issue expenses (refer note 44) | 57.44 | | | **57.44** |
| Exercise of shares options (refer note 41) | 149.37 | (149.37) | - | **-** |
| Share based payment expense | - | 33.03 | - | **33.03** |
| **Balance at March 31, 2026** | **12,173.39** | **115.67** | **(1,300.83)** | **10,988.23** |
| **Balance at April 01, 2024** | **7,875.41** | **209.48** | **(2,851.62)** | **5,233.27** |
| Loss for the year | - | - | (350.04) | **(350.04)** |
| Other Comprehensive income for the year, net of taxes | - | - | 2.09 | **2.09** |
| **Total comprehensive loss for the year** | **-** | **-** | **(347.95)** | **(347.95)** |
| **Transactions with owners of the Company** | | | | |
| **Contributions and distributions** | | | | **-** |
| Exercise of shares options (refer note 41) | 94.88 | (94.88) | - | **-** |
| Share based payment expense | - | 117.41 | - | **117.41** |
| **Balance at March 31, 2025** | **7,970.29** | **232.01** | **(3,199.57)** | **5,002.73** |

Material accounting policies (refer note 2)

The accompanying notes are an integral part of these financial statements.

As per our report of even date attached:

*for* **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

**Umang Banka**
*Partner*
Membership Number: 223018

Place: Bengaluru
Date: May 21, 2026

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

**Chaitanya Ramalingegowda**
*Executive Director*
DIN: 03458997

**Parul Gupta**
*Chief Financial Officer*

**Surbhi Sharma**
*Company Secretary and Compliance Officer*
Membership Number: A57349

Place: Bengaluru
Date: May 21, 2026

Place: Bengaluru
Date: May 21, 2026

# Statement of Cash flows

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

| Particulars | Notes | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| **Profit/ (loss) before tax** | | **911.04** | **(350.04)** |
| **Adjustments for:** | | | |
| Depreciation and amortisation expense | 31 | 1,044.54 | 962.42 |
| Interest income on financial assets carried at amortised cost | 25 | (373.29) | (210.17) |
| Finance costs | 30 | 280.70 | 295.92 |
| Profit on sale of investments, net | 25 | (68.86) | (70.40) |
| Share based payment expense | 29 | 33.03 | 117.41 |
| Unrealised foreign currency loss/(gain), net | | 30.69 | 6.74 |
| "Change in fair value of financial instruments at fair value through profit or loss (FVTPL)" | 25 & 32 | 26.23 | (2.03) |
| Loss allowance for security deposits, net | | 13.50 | - |
| Write off of property, plant and equipment, net | 32 | 6.57 | 19.31 |
| Provision for doubtful advances, net | 32 | 6.51 | 5.12 |
| Gain on termination of leases, net | 25 | (6.28) | (25.08) |
| Allowance for expected credit loss, net | 32 | 3.90 | 1.20 |
| | | **1,908.28** | **750.40** |
| **Change in operating assets and liabilities :** | | | |
| Movement in trade receivables | | 32.73 | 221.10 |
| Movement in inventories | | (339.25) | (329.46) |
| Movement in other financial assets | | 121.20 | (553.96) |
| Movement in other current assets | | (152.27) | 45.89 |
| Movement in trade payables | | 330.13 | 89.25 |
| Movement in provisions | | 56.09 | 27.86 |
| Movement in other financial liabilities | | 353.09 | 117.52 |
| Movement in other current liabilities | | 156.65 | 380.50 |
| **Cash generated from operations** | | **2,466.65** | **749.10** |
| Income taxes refunds/(paid), net | | (21.37) | 13.10 |
| **Net cash generated from operating activities (A)** | | **2,445.28** | **762.20** |
| **Cash flows from investing activities** | | | |
| Acquisition of property, plant and equipment and intangible assets | | (295.93) | (507.70) |
| Proceeds from sale of property, plant and equipment | | 2.01 | - |
| Purchase of mutual fund units | | (3,207.55) | (4,245.00) |
| Proceeds from sale of mutual fund units | | 2,963.24 | 5,189.16 |
| Investment in fixed deposits | | (7,189.78) | (3,498.09) |
| Proceeds from fixed deposits | | 2,511.59 | 2,847.15 |
| Interest received | | 229.75 | 193.38 |
| **Net cash used in investing activities (B)** | | **(4,986.67)** | **(21.10)** |
| **Cash flows from financing activities** | | | |
| Proceeds from issue of equity shares, net of issue expenses | | 4,123.28 | 0.18 |
| Repayments of current borrowings, net | | - | (73.61) |
| Payment of lease liabilities (including interest) | | (768.22) | (632.74) |
| **Net cash generated from / (used in) financing activities (C)** | | **3,355.06** | **(706.17)** |
| **Net increase/(decrease) in cash and cash equivalents (A+B+C)** | | **813.67** | **34.93** |
| Cash and cash equivalents at the beginning of the year | | 71.19 | 36.26 |
| **Cash and cash equivalents at the end of the year** | | **884.86** | **71.19** |



# Statement of Cash flows

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

| Particulars | Notes | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **Components of Cash and cash equivalents** | | | |
| Cash on hand | | 7.22 | 5.95 |
| **Balances with banks*** | | | |
| -In the current accounts | | 831.16 | 65.24 |
| -Deposits with original maturity of three Months or less | | 46.48 | - |
| **Total Cash and cash equivalents** | 12 | **884.86** | **71.19** |

*Includes unutilised balance of Net IPO proceeds which will be utilised as per the Company's prospectus dated December 10, 2025.

**Reconciliation of liabilities arising from financing activities**

| | As at April 01, 2025 | Cash flows | Non cash changes* | As at March 31, 2026 |
|---|---|---|---|---|
| Lease Liabilities (including interest) | 2,733.27 | (768.22) | 753.73 | 2,718.78 |

| | As at April 01, 2024 | Cash flows | Non cash changes* | As at March 31, 2025 |
|---|---|---|---|---|
| Lease Liabilities (including interest) | 1,825.40 | (632.74) | 1,540.61 | 2,733.27 |
| Borrowings | 73.61 | (73.61) | - | - |

* Non-cash changes with respect to lease liabilities represent additions to lease liabilities during the year, as increased by interest expense thereon during the year, and as reduced by the value of lease liabilities related to leases terminated during the year.

Material accounting policies (refer note 2)

The accompanying notes are an integral part of these financial statements.

As per our report of even date attached:

*for* **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

**Umang Banka**
*Partner*
Membership Number: 223018

Place: Bengaluru
Date: May 21, 2026

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

**Chaitanya Ramalingegowda**
*Executive Director*
DIN: 03458997

**Parul Gupta**
*Chief Financial Officer*

**Surbhi Sharma**
*Company Secretary and Compliance Officer*
Membership Number: A57349

Place: Bengaluru
Date: May 21, 2026

Place: Bengaluru
Date: May 21, 2026

# Material accounting policies and notes to the financial statements

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

## 1. CORPORATE INFORMATION

Wakefit Innovations Limited (Formerly known as Wakefit Innovations Private Limited) ('the Company') [Company Unique Identification Number L52590KA2016PLC086582] 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 got listed on National stock exchange and Bombay stock exchange on December 15, 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

#### A. Statement of Compliance

These financial statements 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 financial statements have been prepared on a going concern basis and is approved for issue by the Company's Board of Directors on May 21, 2026.

#### B. Functional and presentation currency

These financial statements have been prepared in Indian Rupee (₹) which is the functional currency of the Company. All amounts disclosed in the financial statements 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 financial statements.

### 2.2 Basis of measurement

The financial statements have 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 financial statements have been discussed in the respective notes.

### 2.3 Use of estimates, assumptions and judgements

The preparation of financial statements 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 financial statements and the reported amounts of revenues and expenses for the 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.

#### Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Leases - lease tenure for Ind AS 116 measurement – Note 2.13.
- Deferred tax– Note 2.17.





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

#### 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 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)
- Recognition of deferred tax assets for carried forward tax losses and other items (refer note 2.17)

### 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.

#### 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

# Material accounting policies and notes to the financial statements

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

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.

### (ii) Assets and liabilities arising from right to return

The Company has contracts with customers which entitles them the unconditional right to return for a specified period as per the policy.

*Right to return assets*

A right of return gives an entity a contractual right to recover the products from a customer (right to return asset), if the customer exercises its option to return the products and obtain a refund or replacement. The asset is measured at the carrying amount of the inventory, less any expected costs to recover the products, including any potential decreases in the value of the returned products.

The Company has presented its right to return under "Inventory".

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".

### (iii) 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



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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).

## 2.6 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 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 financial statements on disposal / write off 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 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 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

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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 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.

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 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 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 37).

## 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.

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 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 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 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

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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.

### 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 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 statement of profit and loss during the 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 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 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 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



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#### (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 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 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 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 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.

#### Financial assets

*(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*

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).

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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.

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 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



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losses and impairment are recognized in the statement of profit and loss. Any gain or loss on derecognition is recognized in the 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 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 statement of profit and loss.

**Equity instruments at FVOCI-** Subsequently measured at fair value. Dividends are recognized as income in the 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 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 and 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 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.

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

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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 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.

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 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.

### 2.17 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 year and any adjustment to the tax payable or receivable in respect of previous 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

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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.

### 2.18 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 financial statements.

**Contingent asset:**

Contingent asset is not recognised in financial statements 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 between three months to twenty years.

### 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



# Material accounting policies and notes to the financial statements

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

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 year end exchange rates are recognised in the 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'

### 2.23 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and in hand, cheque at hand / remittance in transit and short-term deposits with an original maturity of three months or less, 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 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 Earnings before finance costs, depreciation and amortisation expense, exceptional items and tax

As permitted by the Guidance Note on Division II - Ind AS Schedule III to the Companies Act 2013, the Company has elected to present earnings before finance costs, depreciation and amortisation expense, and tax as a separate line item on the face of the statement of profit and loss. The Company measures earnings before finance costs, depreciation and amortisation expense, and tax on the basis of profit/(loss) . In its measurement, the Company does not include finance costs, depreciation and amortisation expense, and income tax expenses.

### 2.26 Recent accounting pronouncements

On May 07, 2025, and August 13, 2025, the Ministry of Corporate Affairs (MCA), notified Companies (Indian Accounting Standards) Amendment Rules, 2025 and Companies (Indian Accounting Standards) Second Amendment Rules, 2025, respectively, effective on or after April 01, 2025.

These amendments did not impact the financial statements of the Company.

**Standards / Specific amendments issued but not yet effective**

*Ind AS 1 - Presentation of Financial Statements –*

For accounting periods beginning on or after April 01, 2026, when an entity breaches any covenant of a

# Material accounting policies and notes to the financial statements

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

long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand, it classifies the liability as current, even if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. An entity classifies the liability as current because, at the end of the reporting period, it does not have the right to defer its settlement for at least 12 months after that date. However, an entity classifies the liability as non-current if the lender agreed by the end of the reporting period to provide a period of grace ending at least 12 months after the reporting period, within which the entity can rectify the breach and during which the lender cannot demand immediate repayment.

This amendment is to be applied retrospectively for annual reporting periods beginning on or after April 01, 2026, in accordance with Ind AS 8, Accounting Policies, Accounting Estimates and Errors



Material accounting policies and notes to the financial statements

(Amount in ₹ 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, 2024** | **203.39** | **1,795.76** | **87.21** | **95.69** | **77.84** | **0.60** | **2,260.49** |
| Additions | 248.47 | 65.83 | 81.90 | 18.02 | 52.01 | 0.25 | 466.48 |
| Deletions / adjustments* | (37.98) | (4.07) | (7.43) | (0.67) | (1.33) | (0.05) | (51.53) |
| **At March 31, 2025** | **413.88** | **1,857.52** | **161.68** | **113.04** | **128.52** | **0.80** | **2,675.44** |
| Additions | 90.40 | 69.32 | 40.50 | 27.94 | 40.95 | 0.07 | 269.18 |
| Deletions / adjustments* | (40.23) | (4.31) | (2.08) | (32.09) | (1.04) | - | (79.75) |
| **At March 31, 2026** | **464.05** | **1,922.53** | **200.10** | **108.89** | **168.43** | **0.87** | **2,864.87** |
| **Accumulated Depreciation** | | | | | | | |
| **At April 01, 2024** | **94.50** | **431.77** | **22.32** | **59.47** | **16.53** | **0.27** | **624.86** |
| Charge for the year | 123.83 | 249.40 | 25.49 | 21.62 | 10.39 | 0.07 | 430.80 |
| Deletions / adjustments* | (26.87) | (1.71) | (2.72) | (0.57) | (0.32) | (0.04) | (32.23) |
| **At March 31, 2025** | **191.46** | **679.46** | **45.09** | **80.52** | **26.60** | **0.30** | **1,023.43** |
| Charge for the year | 95.94 | 224.00 | 35.05 | 16.70 | 14.30 | 0.09 | 386.08 |
| Deletions / adjustments* | (3.79) | (2.67) | (0.62) | (30.56) | (0.31) | - | (37.95) |
| **At March 31, 2026** | **283.61** | **900.79** | **79.52** | **66.66** | **40.59** | **0.39** | **1,371.56** |
| **Carrying amounts** | | | | | | | |
| **At March 31, 2025** | **222.42** | **1,178.06** | **116.59** | **32.52** | **101.92** | **0.50** | **1,652.01** |
| **At March 31, 2026** | **180.44** | **1,021.74** | **120.58** | **42.23** | **127.84** | **0.48** | **1,493.31** |

* include assets written off.

Refer note 40 for disclosure of contractual commitments for acquisition of property, plant and equipment.

### 3A A. Capital work-in-progress

| Particulars | CWIP Amount | Total |
|---|---|---|
| **At April 01, 2024** | **21.40** | **21.40** |
| Additions | 11.14 | 11.14 |
| Capitalisation | (25.19) | (25.19) |
| **At March 31, 2025** | **7.35** | **7.35** |
| Additions | 15.83 | 15.83 |
| Capitalisation | (6.60) | (6.60) |
| **At March 31, 2026** | **16.58** | **16.58** |

# Material accounting policies and notes to the financial statements

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

**B. Ageing of Capital work-in-progress:**

| As at March 31, 2026 | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | > 3 years | Total |
| Projects in progress | 15.82 | 0.76 | - | - | 16.58 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **15.82** | **0.76** | **-** | **-** | **16.58** |

| As at March 31, 2025 | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | > 3 years | Total |
| Projects in progress | 7.35 | - | - | - | 7.35 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **7.35** | **-** | **-** | **-** | **7.35** |

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 March 31, 2026 and March 31, 2025.

## 4 RIGHT OF USE ASSETS *

A.

| | Buildings** | Furniture | Total |
|---|---|---|---|
| **Gross Block** | | | |
| **Balance at April 01, 2024** | **2,268.16** | **2.03** | **2,270.19** |
| Additions | 1,575.75 | - | 1,575.75 |
| Derecognition*** | (419.47) | (2.03) | (421.50) |
| **Balance at March 31, 2025** | **3,424.44** | **-** | **3,424.44** |
| Additions | 762.23 | - | 762.23 |
| Derecognition*** | (234.59) | - | (234.59) |
| **Balance at March 31, 2026** | **3,952.08** | **-** | **3,952.08** |
| **Accumulated Depreciation** | | | |
| **Balance at April 01, 2024** | **615.83** | **2.03** | **617.86** |
| Depreciation | 526.28 | - | 526.28 |
| Derecognition*** | (210.74) | (2.03) | (212.77) |
| **Balance at March 31, 2025** | **931.37** | **-** | **931.37** |
| Depreciation | 653.49 | - | 653.49 |
| Derecognition*** | (19.29) | - | (19.29) |
| **Balance at March 31, 2026** | **1,565.57** | **-** | **1,565.57** |
| **Net Block** | | | |
| **As at March 31, 2025** | **2,493.07** | **-** | **2,493.07** |
| **As at March 31, 2026** | **2,386.51** | **-** | **2,386.51** |

** Buildings primarily comprises office premises, manufacturing plants, warehouses and retail stores.

*** During the year ended March 31, 2026, the Company has terminated certain leases prior to the end of the lease term and has accordingly derecognised the Right of use asset and corresponding Lease liability. The derecognition has resulted in a net gain of ₹ 6.28 Million (March 31, 2025: ₹ 25.08 Million) which has been accounted as other income.



# Material accounting policies and notes to the financial statements

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

**B. Amounts recognised in the statement of profit and loss**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Depreciation expense of right-of-use assets (refer note 31) | 653.49 | 526.28 |
| Interest expense on lease liabilities (refer note 18 & 30) | 270.35 | 261.07 |
| Expense relating to short-term leases (refer note 32) | 113.97 | 95.17 |
| Gain on termination of leases, net (refer note 25) | (6.28) | (25.08) |
| | **1,031.53** | **857.44** |

**C. Amounts recognised in the statement of cash flows**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Payment of lease liabilities (including interest) | 768.22 | 632.74 |
| | **768.22** | **632.74** |

* Also refer note 18 - Lease liabilities.

## 5 INTANGIBLE ASSETS

| Particulars | Software | Total |
|---|---|---|
| **Cost** | | |
| **At April 01, 2024** | **20.96** | **20.96** |
| Additions | 8.63 | 8.63 |
| Disposals | - | - |
| **At March 31, 2025** | **29.59** | **29.59** |
| Additions | 7.22 | 7.22 |
| Disposals | - | - |
| **At March 31, 2026** | **36.81** | **36.81** |
| **Accumulated Amortisation** | | |
| **At April 01, 2024** | **15.20** | **15.20** |
| Amortisation | 5.34 | 5.34 |
| Disposals | - | - |
| **At March 31, 2025** | **20.54** | **20.54** |
| Amortisation | 4.97 | 4.97 |
| Disposals | - | - |
| **At March 31, 2026** | **25.51** | **25.51** |
| **Carrying amounts** | | |
| **At March 31, 2025** | **9.05** | **9.05** |
| **At March 31, 2026** | **11.30** | **11.30** |

# Material accounting policies and notes to the financial statements

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

## 6 OTHER FINANCIAL ASSETS - NON CURRENT

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Unsecured and considered good, unless otherwise stated** | | |
| Security deposits | 222.54 | 167.45 |
| Bank deposits with remaining maturity more than twelve months* | 3,294.12 | 722.95 |
| | **3,516.66** | **890.40** |

*As on March 31, 2026, proceeds from IPO included in deposits amounted to ₹. 1,977.91 Million (refer note 49).

## 7 INCOME TAX ASSETS (NET)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Advance tax including tax deducted at source | 61.33 | 36.21 |
| | **61.33** | **36.21** |

## 8 OTHER NON-CURRENT ASSETS

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Capital advances | 50.07 | 40.18 |
| Prepayments | 13.27 | 4.45 |
| | **63.34** | **44.63** |

## 9 INVENTORIES *

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Valued at lower of Cost or Net realisable value** | | |
| Raw materials | 1,299.77 | 809.34 |
| Work in progress | 167.68 | 136.12 |
| Finished goods ** | 456.65 | 648.64 |
| Stock in trade | 51.44 | 42.19 |
| | **1,975.54** | **1,636.29** |

Raw materials inventory includes goods in transit of ₹ 151.02 Million as at March 31, 2026 (March 31, 2025: ₹ 87.66 Million).

The provision estimated by the management for slow moving and non-moving inventories as at March 31, 2026 amounted to ₹ 483.05 Million (March 31, 2025: ₹ 358.30 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.

** Finished goods include right to recover returned assets.



# Material accounting policies and notes to the financial statements

(Amount in ₹ 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 March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No. of Units | Amount | No. of Units | Amount |
| **Investments in mutual funds** | | | | |
| Aditya Birla Sun Life Liquid (Direct Growth)* | 5,36,250 | 238.66 | 5,76,422 | 241.36 |
| Bandhan Liquid Fund (Direct Growth) | 84,278 | 280.37 | 63,460 | 198.79 |
| SBI Liquid Fund (Direct Growth) | 65,109 | 280.37 | 17,826 | 72.30 |
| **Total** | **6,85,637** | **799.40** | **6,57,708** | **512.45** |
| Aggregate value of unquoted investments and market value thereof | | 799.40 | | 512.45 |
| Aggregate book value of unquoted investments | | 784.82 | | 475.70 |

* Out of the total number of mutual fund units as at March 31, 2025, units of Aditya Birla Sun Life Liquid (Direct Growth) were held under lien as security against working capital facilities sanctioned by HDFC Bank.

## 11 TRADE RECEIVABLES *

**(Carried at amortised cost)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Trade receivables - Unsecured, considered good | 21.95 | 58.58 |
| Trade receivables - Credit impaired | 5.10 | 1.20 |
| | **27.05** | **59.78** |
| Less: Allowance for expected credit loss | (5.10) | (1.20) |
| **Net Trade receivables** | **21.95** | **58.58** |

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Movement in allowance for expected credit loss** | | |
| Balance at beginning of the year | 1.20 | - |
| Allowance for expected credit loss for the year | 3.90 | 1.20 |
| **Balance at end of the year** | **5.10** | **1.20** |

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 38.

* Working capital facilities are secured by hypothecation of trade receivables of the Company, both present and future.

# Material accounting policies and notes to the financial statements

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

### (a) Ageing as at March 31, 2026

| 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 | - | - | 14.46 | 5.06 | - | - | - | 19.52 |
| – which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| – credit impaired | - | - | - | 5.10 | - | - | - | 5.10 |
| **Disputed trade receivables** | | | | | | | | |
| – considered good | - | - | - | - | - | - | - | - |
| – which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| – credit impaired | - | - | - | - | - | - | - | - |
| **Unbilled revenue** | 2.43 | - | - | - | - | - | - | 2.43 |
| **Total** | **2.43** | **-** | **14.46** | **10.16** | **-** | **-** | **-** | **27.05** |

### (b) Ageing as at March 31, 2025

| 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 | - | - | 37.12 | 2.77 | 3.46 | 0.40 | - | 43.75 |
| – which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| – credit impaired | - | - | - | 0.72 | 0.48 | - | - | 1.20 |
| **Disputed trade receivables** | | | | | | | | |
| – considered good | - | - | - | - | - | - | - | - |
| – which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| – credit impaired | - | - | - | - | - | - | - | - |
| **Unbilled revenue** | 14.83 | - | - | - | - | - | - | 14.83 |
| **Total** | **14.83** | **-** | **37.12** | **3.49** | **3.94** | **0.40** | **-** | **59.78** |

## 12 CASH AND CASH EQUIVALENTS

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Balances with banks | | |
| On current accounts* | 831.16 | 65.24 |
| Deposits with original maturity of less than three months** | 46.48 | - |
| Cash on hand | 7.22 | 5.95 |
| | **884.86** | **71.19** |

* As on March 31, 2026, proceeds from IPO included in current accounts amounted to ₹. 610.96 Million to be utilised towards share issue expenses.

** As on March 31, 2026, proceeds from IPO included in deposits amounted to ₹. 46.00 Million (refer note 49).



# Material accounting policies and notes to the financial statements

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

## 13 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Deposits with banks with original maturity of more than three months but less than twelve months* | 1,543.61 | 30.83 |
| | **1,543.61** | **30.83** |

* As on March 31, 2026, proceeds from IPO included in deposits amounted to ₹. 1,142.96 Million (refer note 49).

## 14 OTHER FINANCIAL ASSETS - CURRENT

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| *Unsecured, considered good* | | |
| Bank deposits with original maturity of more than three months and remaining maturity of less than twelve months* | 3,064.45 | 2,364.16 |
| Employee advances | 14.23 | 5.97 |
| Security deposits | 61.41 | 84.90 |
| IPO expenses recoverable | - | 51.79 |
| Investment in others** | 0.29 | - |
| Other receivables*** | 262.96 | 395.70 |
| | **3,403.34** | **2,902.52** |
| *Unsecured, considered doubtful* | | |
| Security deposits | 13.50 | - |
| Less: Loss allowance for security deposits, net | (13.50) | - |
| | **-** | **-** |

* Out of the above bank deposits as on March 31, 2026, certain bank deposits aggregating to ₹ 583.64 Million (March 31, 2025: 445.75 Million) are held under lien as security against working capital facilities sanctioned by banks.

** Investment in others represents refundable security deposits placed pursuant to power purchase agreements with Shaswat Solpro Private Limited. These deposits are recoverable at par value upon completion of the contract period

*** This includes amounts receivable from marketplaces, payment gateways and others.

**** As on March 31, 2026, proceeds from IPO included in deposits amounted to ₹. 279.09 Million (refer note 49).

## 15 OTHER CURRENT ASSETS

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| *Unsecured, considered good* | | |
| Balances with government authorities | 111.93 | 70.55 |
| Advances to suppliers | 84.19 | 43.06 |
| Prepayments | 103.74 | 49.31 |
| | **299.86** | **162.92** |
| *Unsecured, considered doubtful* | | |
| Advances to suppliers | 21.49 | 14.98 |
| Less: Provision for doubtful advances | (21.49) | (14.98) |
| | **-** | **-** |
| **Total other current assets** | **299.86** | **162.92** |

# Material accounting policies and notes to the financial statements

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

## 16 SHARE CAPITAL

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Authorised share capital** | | |
| (i) 539,282,000 (March 31, 2025 - 16,000,000) Equity shares of ₹ 1 each | 539.28 | 16.00 |
| (ii) Nil (March 31, 2025 - 10,300,000) 0.0001% CCCPS of face value of ₹ 1 each | - | 10.30 |
| (iii) Nil (March 31, 2025 - 5,435,000) 0.0001% CCCPS of face value of ₹ 50 each | - | 271.75 |
| | **539.28** | **298.05** |
| **Issued, subscribed and fully paid-up** | | |
| *Equity Shares* | | |
| 329,966,749 (March 31, 2025: 10,523,501) Equity shares of ₹ 1 each | 329.97 | 10.52 |
| **Total Equity shares (A)** | **329.97** | **10.52** |
| *Instruments entirely equity in nature* | | |
| (i) Nil (March 31, 2025: 7,970,250) 0.0001% CCCPS of ₹ 1 each (Series A, B & C) | - | 7.97 |
| (ii) Nil (March 31, 2025: 3,255,599) 0.0001% Series D CCCPS of ₹ 50 each | - | 162.78 |
| (iii) Nil (March 31, 2025: 433,892) 0.0001% Series D1 CCCPS of ₹ 50 each | - | 21.70 |
| **Total Instruments entirely equity in nature(B)** | **-** | **192.45** |
| **Total (A +B)** | **329.97** | **202.97** |

### (i) Reconciliation of number of Shares

**Equity Shares**

| Particulars | No. of Shares | Amount |
|---|---|---|
| **As at April 01, 2024** | **10,344,430** | **10.34** |
| Shares issued during the year | 179,071 | 0.18 |
| **As at March 31, 2025** | **10,523,501** | **10.52** |
| Issue of right equity shares during the year (refer note (a) below) | 2,603,745 | 2.60 |
| Issue of bonus shares during the year (refer note (b) below) | 144,399,706 | 144.40 |
| Shares issued on conversion of CCCPS (refer note (c) below) | 147,087,468 | 147.09 |
| Shares issued during the year (refer note (d) below) | 22,214,255 | 22.21 |
| Shares issued on exercise of employee stock options (refer note (e) below) | 3,138,074 | 3.15 |
| **As at March 31, 2026** | **329,966,749** | **329.97** |

(a) The Board of Directors at its meeting held on May 05, 2025, 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 vide special resolution in their Extra Ordinary General Meeting dated May 05, 2025. Further, through a Board resolution dated May 13, 2025, the Company allotted 2,603,745 equity shares of ₹ 1/- each as rights shares to certain existing equity shareholders of the Company.



# Material accounting policies and notes to the financial statements

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

(b) The Board of Directors at its meeting held on May 13, 2025, 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 vide special resolution in their Extra Ordinary General Meeting dated May 13, 2025. The record date for the bonus issue was May 13, 2025 and the allotment date for the bonus issue was May 14, 2025. Accordingly, 144,399,706 equity shares were issued.

(c) The Board of Directors, at its meeting held on November 12, 2025, approved the conversion of entire CCCPS i.e Series A, Series B, Series C, Series D and Series D1, into 147,087,468 equity shares of the Company, in accordance with the approved conversion ratio. The date of allotment was November 12, 2025.

(d) During the year ended March 31, 2026, the Company has raised ₹ 559.99 Million as part of Pre-IPO proceeds from issue of 2,871,794 equity shares with a face value of ₹ 1 each at an issue price of ₹ 195 each, which was further approved by the Shareholders vide special resolution in their Extra Ordinary General Meeting dated November 08, 2025. The date of allotment was November 14, 2025.

(e) During the years ended March 31, 2026, and March 31, 2025, certain employees of the Company exercised their vested ESOPs. As a result, during the year ended March 31, 2026, the Company issued 3,138,074 equity shares (March 31, 2025: 179,071 equity shares) of ₹ 1 each.

**Instruments entirely equity in nature**

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount |
| **Series A CCCPS (Face value - ₹ 1)** | | | | |
| Balance at the beginning of the year | 4,736,900 | 4.74 | 4,736,900 | 4.74 |
| Converted to equirty shares (refer note 16(i)c) | (4,736,900) | (4.74) | - | - |
| Balance at the end of the year | - | - | **4,736,900** | **4.74** |
| **Series B CCCPS (Face value - ₹ 1)** | | | | |
| Balance at the beginning of the year | 1,752,350 | 1.75 | 1,752,350 | 1.75 |
| Converted to equirty shares (refer note 16(i)c) | (1,752,350) | (1.75) | - | - |
| Balance at the end of the year | - | - | **1,752,350** | **1.75** |
| **Series C CCCPS (Face value - ₹ 1)** | | | | |
| Balance at the beginning of the year | 1,481,000 | 1.48 | 1,481,000 | 1.48 |
| Converted to equirty shares (refer note 16(i)c) | (1,481,000) | (1.48) | - | - |
| Balance at the end of the year | - | - | **1,481,000** | **1.48** |
| **Series D CCCPS (Face value - ₹ 50)** | | | | |
| Balance at the beginning of the year | 3,255,599 | 162.78 | 3,255,599 | 162.78 |
| Converted to equirty shares (refer note 16(i)c) | (3,255,599) | (162.78) | - | - |
| Balance at the end of the year | - | - | **3,255,599** | **162.78** |
| **Series D1 CCCPS (Face value - ₹ 50)** | | | | |
| Balance at the beginning of the year | 433,892 | 21.70 | 433,892 | 21.70 |
| Converted to equirty shares (refer note 16(i)c) | (433,892) | (21.70) | - | - |
| Balance at the end of the year | - | - | **433,892** | **21.70** |

During the year ended 31 March 2026, the existing CCCPS has been fully converted into 147,087,468 equity shares of ₹ 1 each. The difference of ₹ 45.36 Million, between the value of CCCPS converted and equity share capital issued is adjusted against securities premium (refer note 16(i)c).

# Material accounting policies and notes to the financial statements

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

**(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 (before their conversion on November 12, 2025)**

***CCCPS - Series A***

Subject to compliance with law, each Series A CCCPS shall automatically be converted into equity shares in the ratio of 1:11.9964, at the conversion price then in effect, upon the 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 the filing of a red herring prospectus by the Company with the competent authority or such later date as may be permitted under law. Refer note 16(i)(c) for further details.

***CCCPS - Series B***

Subject to compliance with law, each Series B CCCPS shall automatically be converted into equity shares in the ratio of 1:13.0044, at the conversion price then in effect, upon the 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 the filing of a red herring prospectus by the Company with the competent authority or such later date as may be permitted under law.

Refer note 16(i)(c) for further details.

***CCCPS - Series C***

Subject to compliance with law, each Series C CCCPS shall automatically be converted into equity shares in the ratio of 1:15.6648, at the conversion price then in effect, upon the 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 the filing of a red herring prospectus by the Company with the competent authority or such later date as may be permitted under law.

Refer note 16(i)(c) for further details.

***CCCPS- Series D***

Subject to compliance with law, each Series D CCCPS shall automatically be converted into equity shares in the ratio of 1:12.00, at the conversion price then in effect, upon the 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 the filing of a red herring prospectus by the Company with the competent authority or such later date as may be permitted under law.

Refer note 16(i)(c) for further details.





# Material accounting policies and notes to the financial statements

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

***CCCPS - Series D1***

Subject to compliance with Law, each Series D1 CCCPS shall automatically be converted into equity shares in the ratio of 1:12.00, at the conversion price then in effect, upon the 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 the filing of a red herring prospectus by the Company with the competent authority or such later date as may be permitted under law.

Refer note 16(i)(c) for further details.

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 |

**Rights attached to preference share holders (before their conversion on November 12, 2025)**

(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 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, under clause 7.8 of the SHA, 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") in accordance with applicable laws. 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 accounted for the aforementioned CCCPS as equity instrument as on March 31, 2025.

(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.

# Material accounting policies and notes to the financial statements

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

**(iii) Details of share holders holding more than 5% shares in the Company**

### Equity Shares

| Name of the shareholder | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No. of shares | % of holding | No. of shares | % of holding |
| Ankit Garg | 95,460,648 | 28.93% | 6,682,816 | 63.50% |
| Peak XV Partners Investments VI | 45,491,348 | 13.79% | - | - |
| Chaitanya Ramalingegowda | 26,728,723 | 8.10% | 1,911,040 | 18.16% |
| Investcorp Private Equity Fund III - Investcorp Growth Equity Fund | 25,625,748 | 7.77% | - | - |
| HDFC Mutual Fund | 18,915,996 | 5.73% | - | - |
| Elevation Capital VIII Limited | - | - | 1,201,498 | 11.42% |
| | **212,222,463** | **64.32%** | **9,795,354** | **93.08%** |

### Series A CCCPS

| Name of the shareholder | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No. of shares | % of holding | No. of shares | % of holding |
| Peak XV Partners Investments VI | - | - | 4,703,570 | 99.30% |
| | **-** | **-** | **4,703,570** | **99.30%** |

### Series B CCCPS

| Name of the shareholder | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No. of shares | % of holding | No. of shares | % of holding |
| Verlinvest S.A. | - | - | 1,371,580 | 78.27% |
| Peak XV Partners Investments VI | - | - | 377,740 | 21.56% |
| | **-** | **-** | **1,749,320** | **99.83%** |

### Series C CCCPS

| Name of the shareholder | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No. of shares | % of holding | No. of shares | % of holding |
| SAI Global India Fund I, LLP | - | - | 802,500 | 54.19% |
| Verlinvest S.A. | - | - | 547,200 | 36.95% |
| Peak XV Partners Investments VI | - | - | 131,300 | 8.86% |
| | **-** | **-** | **1,481,000** | **100.00%** |

### Series D CCCPS

| Name of the shareholder | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No. of shares | % of holding | No. of shares | % of holding |
| Investcorp India Private Equity Fund III - Investcorp Growth Equity Fund | - | - | 2,135,469 | 65.59% |
| Verlinvest S.A. | - | - | 337,585 | 10.37% |
| SAI Global India Fund I, LLP | - | - | 329,496 | 10.12% |
| Investcorp Growth Opportunity Fund | - | - | 284,257 | 8.73% |
| Peak XV Partners Investments VI | - | - | 168,792 | 5.19% |
| | **-** | **-** | **3,255,599** | **100.00%** |



# Material accounting policies and notes to the financial statements

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

### Series D1 CCCPS

| Name of the shareholder | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No. of shares | % of holding | No. of shares | % of holding |
| Paramark KB Fund I | - | - | 425,665 | 98.10% |
| | **-** | **-** | **425,665** | **98.10%** |

**(iv)** Terms attached to stock options granted to employees are disclosed in note 41 regarding share based payments.

**(v) Information regarding issue of shares in the last five years:**

The Company had issued bonus shares for consideration other than cash 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 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 ₹ 16.44 Million. The bonus shares shall rank pari passu in all respects and carry the same rights as the existing shareholders. During the financial year ended March 31, 2021, the Shareholders had approved bonus issue in the ratio of 100:1. The Company had allotted 1,00,10,000 equity shares as fully paid up bonus shares on February 20, 2021 by utilising securities premium account amounting to ₹ 100 Lakhs. 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 ₹ 10 each fully paid up into ₹ 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)** The Company has not done any buyback of shares in any of the preceding five years.

# Material accounting policies and notes to the financial statements

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

**(viii) Details of equity shares held by the Promoters**

| Name of the shareholder | As at March 31, 2026 No. of shares | As at March 31, 2026 % of holding | As at March 31, 2026 % Change during the year (refer note 16(i)) | As at March 31, 2025 No. of shares | As at March 31, 2025 % of holding | As at March 31, 2025 % Change during the year |
|---|---|---|---|---|---|---|
| Ankit Garg | 95,460,648 | 28.93% | 1,328.45% | 6,682,816 | 63.50% | -1.10% |
| Chaitanya Ramalingegowda | 26,728,723 | 8.10% | 1,298.65% | 1,911,040 | 18.16% | -0.31% |
| | **122,189,371** | **37.03%** | **2,627.10%** | **8,593,856** | **81.66%** | **-1.41%** |

## 17 OTHER EQUITY

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Retained earnings | (1,300.83) | (3,199.57) |
| Securities premium | 12,173.39 | 7,970.29 |
| Share based payment reserve | 115.67 | 232.01 |
| | **10,988.23** | **5,002.73** |
| **Retained earnings** | | |
| **Balance at the beginning of year** | **(3,199.57)** | **(2,851.62)** |
| Profit/ (loss) for the year | 1,891.75 | (350.04) |
| Items of other comprehensive income | | |
| Remeasurement gain/(loss) on defined benefit plans, net of taxes | 6.99 | 2.09 |
| **Balance at the end of the year** | **(1,300.83)** | **(3,199.57)** |
| **Securities premium** | | |
| **Balance at the beginning of year** | 7,970.29 | 7,875.41 |
| Additions during the year on account on exercise of stock options (refer note 41) | 149.37 | 94.88 |
| Security premium utilised for issue of bonus shares to existing equity shareholders (refer note 16(i)(b)) | (144.40) | - |
| Issue of equity shares on conversion of CCCPS (refer note 16(i)(c)) | 45.36 | - |
| Fresh issue of shares (refer note 16(i)(d)) | 4,309.56 | - |
| Utilization towards share issue expenses (net) (refer note 17) | (214.23) | - |
| Deferred tax impact on share issue expenses (refer note 44) | 57.44 | - |
| **Balance at the end of the year** | **12,173.39** | **7,970.29** |
| **Share based payment reserve** | | |
| Balance at the beginning of year | 232.01 | 209.48 |
| Add: Compensation cost for the year | 33.03 | 117.41 |
| Less: Exercise of share options (refer note 41) | (149.37) | (94.88) |
| **Balance at the end of the year** | **115.67** | **232.01** |
| **Total other equity** | **10,988.23** | **5,002.73** |



# Material accounting policies and notes to the financial statements

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

**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.

## 18 LEASE LIABILITIES *

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Non current** | | |
| Lease liabilities | 1,909.63 | 2,023.37 |
| | **1,909.63** | **2,023.37** |
| **Current** | | |
| Lease liabilities | 809.15 | 709.90 |
| | **809.15** | **709.90** |
| **Total** | **2,718.78** | **2,733.27** |

The incremental borrowing rate ranging between 9.25% to 10.50% p.a. (March 31, 2025: 10.55% p.a.) has been applied to lease liabilities in the Balance sheet.

The Company has entered into various lease arrangements relating to office premises, manufacturing plants, warehouses and retail stores. These lease contracts of office premises, manufacturing plants, warehouses and retail stores have lease terms ranging from 2 to 20 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 statement of profit and loss over the lease term.

**(i) Movement of lease liabilities**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Opening lease liabilites** | **2,733.27** | **1,825.40** |
| Additions during the year | 704.96 | 1,513.35 |
| Interest expense on lease liabilities | 270.35 | 261.07 |
| Payment of lease liabilities | (768.22) | (632.74) |
| Terminations during the year | (221.58) | (233.81) |
| **Closing lease liabilities** | **2,718.78** | **2,733.27** |

# Material accounting policies and notes to the financial statements

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

**(ii) Maturity analysis of the lease liabilities**

| Contractual undiscounted cash flows | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Less than 1 year | 817.14 | 749.08 |
| 1-2 years | 762.11 | 731.47 |
| 2-5 years | 1,295.81 | 1,562.42 |
| More than 5 years | 928.95 | 492.85 |
| | **3,804.01** | **3,535.82** |

* Also refer note 4 - Right of use assets

## 19 PROVISIONS

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Non current** | | |
| Provision for employee benefits | | |
| - Provision for gratuity (refer note 43) | 56.05 | 39.24 |
| Provision for warranties (refer note 23) | 33.10 | 45.38 |
| | **89.15** | **84.62** |

## 20 TRADE PAYABLES

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Total outstanding dues of micro enterprises and small enterprises; and | 362.90 | 210.00 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 1,577.68 | 1,360.08 |
| | **1,940.58** | **1,570.08** |

**(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 financial statements based on information received and available with the Company.

| Particulars | March 31, 2026 | March 31, 2025 |
|---|---|---|
| (i) the amount remaining unpaid to MSMED suppliers as at the end of the year; | | |
| principal | 323.33 | 180.11 |
| interest due thereon | 39.57 | 29.89 |
| (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 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 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 year; | 39.57 | 29.89 |
| (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 | 9.68 | 29.89 |



# Material accounting policies and notes to the financial statements

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

**(b) Ageing for trade payables outstanding as at March 31, 2026 is as follows:**

| Particulars | Accrued expenses | 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 (including interest) | - | 236.15 | 69.13 | 44.75 | 6.47 | 6.40 | **362.90** |
| **Outstanding dues other than micro and small enterprises** | | | | | | | |
| – Disputed dues | - | - | - | - | - | - | - |
| – Others | - | 600.96 | 315.85 | 8.19 | 3.42 | 9.01 | **937.43** |
| **Accrued expenses** | 640.25 | - | - | - | - | - | **640.25** |
| **Total** | **640.25** | **837.11** | **384.98** | **52.94** | **9.89** | **15.41** | **1,940.58** |

**(c) Ageing for trade payables outstanding as at March 31, 2025 is as follows:**

| Particulars | Accrued expenses | 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 (including interest) | - | 145.79 | 57.99 | 3.91 | 1.56 | 0.75 | **210.00** |
| **Outstanding dues other than micro and small enterprises** | | | | | | | |
| – Disputed dues | - | - | - | - | - | - | - |
| – Others | - | 733.06 | 184.95 | 2.71 | 6.48 | 3.92 | **931.12** |
| **Accrued expenses** | 428.96 | - | - | - | - | - | **428.96** |
| **Total** | **428.96** | **878.85** | **242.94** | **6.62** | **8.04** | **4.67** | **1,570.08** |

## 21 OTHER FINANCIAL LIABILITIES

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Capital creditors | 16.03 | 39.55 |
| Accrued salaries and benefits | 52.51 | 58.61 |
| Refund liabilities | 97.71 | 81.83 |
| IPO expenses payable | 343.31 | - |
| | **509.56** | **179.99** |

# Material accounting policies and notes to the financial statements

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

## 22 OTHER CURRENT LIABILITIES

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Advances from customers | 417.27 | 333.84 |
| Statutory dues payable | 392.45 | 297.88 |
| Others | - | 21.37 |
| | **809.72** | **653.09** |

## 23 PROVISIONS

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Current** | | |
| Provision for employee benefits | | |
| - Provision for compensated absences | 58.76 | 45.51 |
| - Provision for gratuity (refer note 43) | 15.19 | 9.51 |
| **Other Provisions** | | |
| - Provision for warranties (refer foot note (i)) | 28.37 | 12.61 |
| - Others | 23.68 | 13.12 |
| | **126.00** | **80.75** |

**(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 3 months to 20 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 March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **At the beginning of the year** | **57.99** | **45.60** |
| Addition during the year | 32.04 | 32.91 |
| Utilised during the year | (28.56) | (20.52) |
| **At the end of the year** | **61.47** | **57.99** |

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Current | 28.37 | 12.61 |
| Non current | 33.10 | 45.38 |
| | **61.47** | **57.99** |



Material accounting policies and notes to the financial statements

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

## 24 REVENUE FROM OPERATIONS

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **Sale of products** | | |
| Sale of manufactured goods | 14,644.46 | 12,492.57 |
| Sale of traded goods | 107.18 | 67.92 |
| | **14,751.64** | **12,560.49** |
| **Other operating revenue** | | |
| Scrap sales | 109.08 | 104.54 |
| Others | 28.71 | 71.88 |
| | **137.79** | **176.42** |
| **Total revenue from operations** | **14,889.43** | **12,736.91** |

**Disaggregation of revenue from contracts with customers is detailed below :**

**a) Disaggregation by primary geographical market**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| India | 14,732.40 | 12,526.92 |
| Outside India | 19.24 | 33.57 |
| **Total revenue from contracts with customers** | **14,751.64** | **12,560.49** |

**b) Disaggregation by timing of revenue recognition**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Goods transferred at a point in time | 14,751.64 | 12,560.49 |
| **Total revenue from contracts with customers** | **14,751.64** | **12,560.49** |

**c) Reconciliation of revenue recognised with contract price**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Revenue as per contracted price | 14,807.12 | 12,670.09 |
| Refund liabilities | 5.49 | (60.93) |
| Incentives | (60.97) | (48.67) |
| Contract liabilities – Customer loyalty points | - | - |
| **Total revenue from contracts with customers** | **14,751.64** | **12,560.49** |

**d) Changes in contract liabilities (Advances from customers and Customer loyalty points) are as follows:**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Balance at the beginning of the year | 341.53 | 206.29 |
| Increase in contract liabilities during the year | 424.96 | 337.93 |
| Revenue recognised during the year | (341.53) | (202.69) |
| **Closing balance** | **424.96** | **341.53** |

# Material accounting policies and notes to the financial statements

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

e) **Contract balances**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Trade receivables | 21.95 | 58.58 |
| Contract liabilites | | |
| Advance from customers | 417.27 | 333.84 |
| Provision for customer loyalty points | 7.69 | 7.69 |

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 years ended March 31, 2026 and March 31, 2025.

## 25 OTHER INCOME

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **Interest Income under the effective interest method on financial assets carried at amortised cost:** | | |
| Bank deposits | 335.79 | 195.33 |
| Others | 37.50 | 14.84 |
| Profit on sale of investments, net | 68.86 | 70.40 |
| Fair valuation gain from investments designated at FVTPL (net) | - | 2.03 |
| Gain on termination of leases, net | 6.28 | 25.08 |
| Miscellaneous income | 5.86 | 9.67 |
| | **454.29** | **317.35** |

## 26 COST OF MATERIALS CONSUMED

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Raw materials | | |
| Inventory at the beginning of the year | 809.34 | 612.08 |
| Add: Purchases (net) | 6,861.07 | 6,014.87 |
| Less: Inventory at the end of the year | (1,299.77) | (809.34) |
| | **6,370.64** | **5,817.61** |

## 27 PURCHASES OF STOCK-IN-TRADE

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Purchases of stock-in-trade | 65.94 | 47.96 |
| | **65.94** | **47.96** |



# Material accounting policies and notes to the financial statements

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

## 28 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **Inventories at the end of the year** | | |
| Finished goods | 456.65 | 648.64 |
| Work-in-progress | 167.68 | 136.12 |
| Stock in trade | 51.44 | 42.19 |
| | **675.77** | **826.95** |
| **Inventories at the beginning of the year** | | |
| Finished goods | 648.64 | 434.92 |
| Work-in-progress | 136.12 | 223.04 |
| Stock in trade | 42.19 | 36.79 |
| | **826.95** | **694.75** |
| | **151.18** | **(132.20)** |

## 29 EMPLOYEE BENEFITS EXPENSE

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Salaries, wages and bonus | 1,496.72 | 1,425.15 |
| Contribution to provident and other funds | 55.26 | 52.28 |
| Share based payment expense | 33.03 | 117.41 |
| Staff welfare | 53.01 | 43.87 |
| Gratuity | 23.98 | 18.72 |
| | **1,662.00** | **1,657.43** |

## 30 FINANCE COSTS

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **Interest expense on Financial liabilities measured at amortised cost:** | | |
| Interest expense on lease liabilities | 270.35 | 261.07 |
| Interest on delayed payment to MSME vendors | 9.68 | 29.89 |
| Others | 0.67 | 4.96 |
| | **280.70** | **295.92** |

## 31 DEPRECIATION AND AMORTISATION EXPENSES

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Depreciation on property, plant and equipment (refer note 3) | 386.08 | 430.80 |
| Depreciation on right of use assets (refer note 4) | 653.49 | 526.28 |
| Amortisation of intangible assets (refer note 5) | 4.97 | 5.34 |
| | **1,044.54** | **962.42** |

# Material accounting policies and notes to the financial statements

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

## 32 OTHER EXPENSES

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Freight and forwarding charges | 1,176.38 | 1,015.92 |
| Advertisement and business promotion | 841.53 | 963.25 |
| Commission | 532.13 | 606.17 |
| Contract labour charges | 612.21 | 622.07 |
| Job work charges | 190.89 | 192.26 |
| Professional and consultancy charges (refer note 34) | 194.14 | 161.01 |
| Power and fuel | 180.51 | 154.12 |
| Software support and maintenance | 197.60 | 147.29 |
| Travelling and conveyance | 132.01 | 130.02 |
| Repairs and maintenance | | |
| -building | 135.12 | 112.07 |
| - machinery | 29.86 | 38.74 |
| -others | 9.02 | 6.55 |
| Rates and taxes | 10.66 | 123.12 |
| Payment gateway charges | 138.20 | 116.78 |
| Rent | 113.97 | 95.17 |
| Communication | 41.02 | 56.66 |
| Consumption of stores and spares | 37.13 | 53.33 |
| Security charges | 47.30 | 49.05 |
| Warranty | 32.04 | 32.91 |
| Write off of property, plant and equipment, net | 6.57 | 19.31 |
| Printing and stationery | 9.87 | 9.82 |
| Bank charges | 11.01 | 7.84 |
| Foreign exchange loss, net | 30.69 | 6.74 |
| Insurance | 14.75 | 6.47 |
| Provision for doubtful advances, net | 6.51 | 5.12 |
| Bad debts written off | 7.21 | - |
| Allowance for expected credit loss, net | 3.90 | 1.20 |
| Loss allowance for security deposits, net | 13.50 | - |
| Fair valuation loss from investments designated at FVTPL (net) | 26.23 | - |
| Miscellaneous | 38.13 | 22.17 |
| | **4,820.09** | **4,755.16** |



# Material accounting policies and notes to the financial statements

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

## 33 EARNINGS PER SHARE (EPS)

Basic Earnings Per Share' and 'Diluted Earnings Per Share' amounts are calculated by dividing the Profit/ (loss) for the year attributable to shareholders of the Company by the weighted average number of equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted loss per equity share (EPS) computations:

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Face value of equity share (₹ ) | 1.00 | 1.00 |
| **Profit/ (loss) attributable to equity shareholders of the Company (₹ in Million) - (A)** | **1,891.75** | **(350.04)** |
| Number of equity shares at the beginning of the year | 304,614,420 | 301,909,803 |
| Effect of : | | |
| Shares issued during the year | 7,088,367 | 866,446 |
| Vested ESOPs | 1,953,529 | 4,099,584 |
| **Weighted average number of equity shares in calculating basic EPS - (B)** | **313,656,316** | **306,875,833** |
| Number of equity shares at the beginning of the year | 304,614,420 | 301,909,803 |
| Effect of : | | |
| Shares issued during the year | 7,088,367 | 866,446 |
| Vested ESOPs | 1,953,529 | 4,099,584 |
| Employee stock options outstanding * | 1,553,569 | - |
| **Weighted average number of equity shares in calculating diluted EPS - (C)** | **315,209,885** | **306,875,833** |
| **Earnings Per Share (₹):** | | |
| **Basic EPS - (A/B)** | **6.03** | **(1.15)** |
| **Diluted EPS - (A/C)*** | **6.00** | **(1.15)** |

* ESOPs outstanding as at March 31, 2025 are anti-dilutive in nature.

In compliance with Ind AS - 33, Earnings Per Share, the disclosure of basic and diluted earnings per share for the year ended March 31, 2025 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 year ended March 31, 2025.

## 34 AUDITORS REMUNERATION (EXCLUDING APPLICABLE TAXES)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **As Auditor** | | |
| Statutory audit | 5.00 | 5.00 |
| IPO Expenses* | 43.98 | - |
| Limited review of quarterly results | 0.50 | - |
| Reimbursement of out of pocket expenses | 0.50 | 0.75 |
| | **49.98** | **5.75** |

* Included in share issue expenses.

# Material accounting policies and notes to the financial statements

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

## 35 CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the requirement of Section 135 of the Companies Act, 2013, a Corporate Social Responsibility ('CSR') committee has been formed by the Company. The Company is not required to spend towards CSR activities during year ended March 31, 2026 and year ended March 31, 2025 due to lossess during the last three immediately preceding financial years.

## 36 CAPITAL MANAGEMENT

For the purpose of Company's capital management, capital includes issued capital (equity and preference), securities premium, 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 March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **I. Debt to equity position:** | | |
| A. Total equity attributable to the shareholders of the Company | 11,318.20 | 5,205.70 |
| B. Borrowings: | | |
| Non-current borrowings | - | - |
| Current borrowings | - | - |
| Total borrowings | - | - |
| | | |
| **C. Total capital (A+B)** | **11,318.20** | **5,205.70** |
| D. Debt to equity ratio (%) (B/A) | 0.00% | 0.00% |
| E. Total borrowings as a % of total capital (B/C) | 0.00% | 0.00% |
| F. Total equity as a % of total capital (A/C) | 100.00% | 100.00% |
| **II. Cash position:** | | |
| Cash and cash equivalents | 884.86 | 71.19 |
| Bank balances other than cash and cash equivalents | 1,543.61 | 30.83 |
| Investment in mutual funds | 799.40 | 512.45 |
| Bank deposits- Other financial assets - Current | 3,064.45 | 2,364.16 |
| Bank deposits- Other financial assets - Non current | 3,294.12 | 722.95 |
| | **9,586.44** | **3,701.58** |



# Material accounting policies and notes to the financial statements

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

## 37 FINANCIAL INSTRUMENTS - CATEGORY AND FAIR VALUE HIERARCHY

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2026:

| 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 | - | - | 799.40 | - | 799.40 | - |
| Trade receivables | 21.95 | - | - | - | - | - |
| Cash and cash equivalents | 884.86 | - | - | - | - | - |
| Bank balances other than cash and cash equivalents | 1,543.61 | - | - | - | - | - |
| Other non current financial assets | 3,516.66 | - | - | - | - | - |
| Other current financial assets | 3,403.34 | - | - | - | - | - |
| | **9,370.42** | **-** | **799.40** | **-** | **799.40** | **-** |
| **Financial liabilities** | | | | | | |
| Lease liabilities | 2,718.78 | - | - | - | - | - |
| Trade payables | 1,940.58 | - | - | - | - | - |
| Other financial liabilities | 509.56 | - | - | - | - | - |
| | **5,168.92** | **-** | **-** | **-** | **-** | **-** |

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2025:

| 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 | - | - | 512.45 | - | 512.45 | - |
| Trade receivables | 58.58 | - | - | - | - | - |
| Cash and cash equivalents | 71.19 | - | - | - | - | - |
| Bank balances other than cash and cash equivalents | 30.83 | - | - | - | - | - |
| Other non current financial assets | 890.40 | - | - | - | - | - |
| Other current financial assets | 2,902.52 | - | - | - | - | - |
| | **3,953.52** | **-** | **512.45** | **-** | **512.45** | **-** |
| **Financial liabilities** | | | | | | |
| Lease liabilities | 2,733.27 | - | - | - | - | - |
| Trade payables | 1,570.08 | - | - | - | - | - |
| Other financial liabilities | 179.99 | - | - | - | - | - |
| | **4,483.34** | **-** | **-** | **-** | **-** | **-** |

# Material accounting policies and notes to the financial statements

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

**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, lease liabilities and other 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 year.

The carrying value of Non-current financial assets and liabilities in the financial statements are carried at amortised cost to achieve a constant effective rate of interest over their respective lives.

## 38 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 Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. 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.



# Material accounting policies and notes to the financial statements

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

#### 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 other than those specifically identified and provided for. Hence, the Company has no significant class of financial assets that is past due but not impaired.

### (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 March 31, 2026** | | | | | | |
| Lease liabilities | 2,718.78 | 3,804.01 | 817.14 | 762.11 | 1,295.81 | 928.95 |
| Trade payables | 1,940.58 | 1,940.58 | 1,940.58 | - | - | - |
| Other financial liabilities | 509.56 | 509.56 | 509.56 | - | - | - |
| | **5,168.92** | **6,254.15** | **3,267.28** | **762.11** | **1,295.81** | **928.95** |
| **As at March 31, 2025** | | | | | | |
| Lease liabilities | 2,733.27 | 3,535.82 | 749.08 | 731.47 | 1,562.42 | 492.85 |
| Trade payables | 1,570.08 | 1,570.08 | 1,570.08 | - | - | - |
| Other financial liabilities | 179.99 | 179.99 | 179.99 | - | - | - |
| | **4,483.34** | **5,285.89** | **2,499.15** | **731.47** | **1,562.42** | **492.85** |

The break up of cash and cash equivalents, bank deposits and current investments are as follows:

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Cash and cash equivalents | 884.86 | 71.19 |
| Bank balances other than cash and cash equivalents | 1,543.61 | 30.83 |
| Bank deposits with original maturity of more than three months and remaining maturity of less than twelve months | 3,064.45 | 2,364.16 |
| Bank deposits with remaining maturity of more than twelve months | 3,294.12 | 722.95 |
| Investments in mutual funds | 799.40 | 512.45 |
| | **9,586.44** | **3,701.58** |

# Material accounting policies and notes to the financial statements

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

**(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 March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Payable in USD** | | |
| Amount in foreign currency | 3.55 | 2.97 |
| Amount in INR | 335.12 | 254.10 |
| **Payable in EURO** | | |
| Amount in foreign currency* | 0.00 | 0.34 |
| Amount in INR | 0.22 | 31.79 |
| **Payable in AED** | | |
| Amount in foreign currency* | 0.00 | - |
| Amount in INR | 0.03 | - |

* Amount less than a million

The Company is mainly exposed to changes in USD and EURO . The below table demonstrates the sensitivity to a 5% increase or decrease in the USD and EURO 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 |
| **March 31, 2026** | | | | |
| INR (5% movement) | (16.77) | 16.77 | (10.91) | 10.91 |
| USD (5% movement) | 16.76 | (16.76) | 10.90 | (10.90) |
| EUR (5% movement)* | 0.01 | (0.01) | 0.01 | (0.01) |
| AED (5% movement)* | 0.00 | (0.00) | 0.00 | (0.00) |
| **March 31, 2025** | | | | |
| INR (5% movement) | (13.20) | 13.20 | (13.20) | 13.20 |
| USD (5% movement) | 11.60 | (11.60) | 11.60 | (11.60) |
| EUR (5% movement) | 1.57 | (1.57) | 1.57 | (1.57) |

* Amount less than a million



# Material accounting policies and notes to the financial statements

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

### 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 for short term basis.

The table below summarises the impact of increase/decrease of the Net Asset Value (NAV) on the profit/(loss) for the year. The analysis is based on the assumption that the NAV would increase 5% and decrease by 5% with all variable constant:

| Particulars | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| Price - increase by 5% | Profit or (Loss) | 39.97 | 25.62 |
| Price - decrease by 5% | Profit or (Loss) | (39.97) | (25.62) |
| Price - increase by 5% | Equity | 26.00 | 25.62 |
| Price - decrease by 5% | Equity | (26.00) | (25.62) |

### 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.

As at the reporting date, the Company does not carry any variable interest rate fixed deposits which have an impact of interest rate risk.

## 39 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 |
| Parul Gupta | Chief Financial Officer (appointed w.e.f. February 10, 2026) |
| Pawni Bhave | Company Secretary (appointed w.e.f. July 21, 2021 till August 06, 2024) |
| Surbhi Sharma | Company Secretary (appointed w.e.f. January 22, 2025) and Compliance Officer (appointed w.e.f. June 16, 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) |
| 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) |
| Anil Arya | Chief Financial Officer (appointed w.e.f. July 05, 2023 till February 08, 2025) |
| Navesh Gupta | Chief Financial Officer (appointed w.e.f. May 13, 2025 till December 31, 2025) |

# Material accounting policies and notes to the financial statements

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

**B. Transactions with related parties:**

The following table provides summary of significant transactions with related parties:

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **Key management personnel compensation*** | | |
| (i) Short term benefits | 28.73 | 31.64 |
| (ii) Share based payment expense | 1.78 | 0.04 |
| (iii) Reimbursement of expenses | 0.83 | - |
| (iv) Sale of goods | 0.30 | - |
| (v) Directors fees | - | - |
| (v) Directors sitting fees and remuneration | 12.83 | - |

There are no balances outstanding with respect to related parties as at March 31, 2026 and March 31, 2025.

* It excludes expense towards gratuity and compensated absences since the same is calculated based on actuarial valuation of the Company as a whole and not available on an individual basis.

## 40 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Contingent liabilities *** | | |
| Claims against the Company, not acknowledged as debt | 63.50 | 57.22 |
| **Capital commitments** | | |
| Estimated amount of contracts remaining to be executed on capital contracts | 47.27 | 15.37 |

The Company is involved in various indirect tax litigations under the Goods and Services Tax (GST) laws, relating to excess availment and ineligibility of input tax credits, along with applicable interest and penalties. These matters are currently under dispute before various judicial and appellate forums.

Based on management's assessment, supported by legal advice, it is not considered probable that an outflow of resources embodying economic benefits will be required to settle these obligations.

**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.



# Material accounting policies and notes to the financial statements

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

## 41 SHARE BASED PAYMENTS

The Company provides share-based payment scheme to its employees which is equity settled in nature. The Wakefit Employee Stock Option Plan 2019 (ESOP 2019) was approved by the Board of Directors of the Company at their meeting held on April 19, 2019 and in the Shareholders meeting held on May 21, 2019 respectively. The Nomination and Remuneration committee of the Board of 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 ESOP 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. Pursuant to the 1:11 bonus issue approved by the Board on May 13, 2025, the Company increased the final ESOP pool to 12,806,928 options.

The Board of Directors in their meeting held on June 16, 2025 and the shareholders, in the Extraordinary General Meeting of the Company held on June 17, 2025, approved the variation of the terms of ESOP 2019 to align with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and to increase the ESOP pool.

The details of the activity under the Scheme are summarized below:

| Particulars | March 31, 2026 | March 31, 2025 |
|---|---|---|
| | No. of options | No. of options |
| **Outstanding at the beginning of the year** | **674,819** | **759,338** |
| Forfeited / Cancelled before bonus issue of equity shares | (52,358) | - |
| Impact of bonus issue of equity shares | 6,847,066 | - |
| Granted during the year | 536,124 | 170,698 |
| Forfeited / Cancelled after bonus issue | (1,360,479) | (76,146) |
| Exercised during the year | (3,138,074) | (179,071) |
| **Outstanding at the end of the year** | **3,507,098** | **674,819** |
| **Exercisable at the end of the year** | **1,953,529** | **341,632** |

The Company has used Black Scholes Option Pricing Model for valuing the ESOP's. The following table lists the inputs to the models used:

| Particulars | March 31, 2026 | | | March 31, 2025 | |
|---|---|---|---|---|---|
| | Apr 01, 2025 to Sept 30, 2025 | Oct 01, 2025 to Dec 31, 2025 | Jan 01, 2026 to Mar 31, 2026 | Apr 01, 2024 to Oct 31, 2024 | Nov 01, 2024 to Mar 31, 2025 |
| Risk free interest rate | 6.58% | 6.75% | 6.59% | 7.05% | 6.84% |
| Expected life of options granted (in years) | 6 | 6 | 6 | 6 | 6 |
| Expected volatility (weighted average) | 39.01% | 39.01% | 39.01% | 39.01% | 39.01% |
| Dividend Yield (%) | - | - | - | - | - |
| Fair value of the option | 156.56 | 194.07 | 163.22 | 1,167.76 | 1,430.07 |
| Exercise price (in ₹) | 1.00 | 1.00 | 1.00 | 1.00 | 1.00 |

# Material accounting policies and notes to the financial statements

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

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 March 31, 2026 is 2.31 years (March 31, 2025 is 6.63 years).

Note 2: Fair value of options granted ranges from ₹ 50.57 to ₹ 163.22 (based on increase in number of shares/ options due to issue of bonus shares to equity shareholders.)

## 42 OPERATING SEGMENTS

The CEO (Chief executive officer) of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Indian Accounting Standard (Ind AS) 108 'Operating Segments'.

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 financial statements 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 financial statements.

## 43 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 statement of profit and loss during the period in which the employee renders the related services.

The Company has recognised ₹ 55.26 Million (March 31, 2025: 52.28 Million) in the 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 | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **A. Components of expense recognised in the statement of profit and loss** | | |
| Current service cost | 21.10 | 16.31 |
| Interest cost | 2.88 | 2.41 |
| Past service cost | 18.85 | - |
| **Total (A)** | **42.83** | **18.72** |



# Material accounting policies and notes to the financial statements

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

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **B. Components of defined benefit costs recognised in other comprehensive income** | | |
| Remeasurement on the net defined benefit liability: | | |
| - Actuarial (gains)/losses arising from changes in demographic assumptions | 0.62 | (3.10) |
| - Actuarial (gains)/losses arising from changes in financial assumptions | - | 1.48 |
| - Actuarial (gains)/losses arising from experience adjustments | (11.36) | (0.47) |
| **Total (B)** | **(10.74)** | **(2.09)** |

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **C. Movements in the present value of the defined benefit obligation** | | |
| **Opening defined benefit obligation** | **48.75** | **34.95** |
| Current service cost | 21.10 | 16.31 |
| Interest cost | 2.88 | 2.41 |
| Past service cost | 18.85 | - |
| Remeasurement (gains)/losses: | | |
| - Actuarial (gains)/losses arising from changes in demographic assumptions | 0.62 | (3.10) |
| - Actuarial (gains)/losses arising from changes in financial assumptions | - | 1.48 |
| - Actuarial (gains)/losses arising from experience adjustments | (11.36) | (0.47) |
| Benefits paid | (9.60) | (2.83) |
| **Closing defined benefit obligation (C)** | **71.24** | **48.75** |

### (iii) Current and non-current classification:

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Non current | 56.05 | 39.24 |
| Current | 15.19 | 9.51 |
| **Total** | **71.24** | **48.75** |

#### 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:

# Material accounting policies and notes to the financial statements

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

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | 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) | 3.32 | (3.02) | 2.31 | (2.10) |
| (% change compared to base due to sensitivity) | 4.66% | -4.23% | 4.74% | -4.30% |
| Salary escalation rate (- / + 100 basis points) | (2.15) | 2.18 | (1.59) | 1.68 |
| (% change compared to base due to sensitivity) | -3.01% | 3.05% | -3.27% | 3.45% |
| **B. Demographic Assumption** | | | | |
| Attrition rate (- / +100% of attrition rates) | 1.07 | (1.02) | 0.90 | (0.86) |
| (% change compared to base due to sensitivity) | 1.50% | -1.43% | 1.84% | -1.76% |
| Mortality rate (- / +10% of mortality rates) | 0.01 | (0.01) | 0.01 | (0.01) |
| (% change compared to base due to sensitivity) | 0.01% | -0.01% | 0.01% | -0.01% |

**Principal assumptions:** The principal assumptions used for the purposes of the actuarial valuations are as follows:

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| 1. Discount rate | 6.55% | 6.55% |
| 2. Salary escalation | 10.00% | 10.00% |
| 3. Mortality rate | 100% of IALM 12-14 | 100% of IALM 12-14 |
| 4. Attrition rate | 45.63% | 46.79% |
| 5. Weighted average duration of the defined benefit obligation | 4.46 years | 4.36 years |
| 6. Retirement age | 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 March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | Undiscounted Value | Discounted Value | Undiscounted Value | Discounted Value |
| 0 - 1 Year | 16.54 | 15.19 | 9.98 | 9.51 |
| 1 - 2 Year | 10.29 | 8.97 | 6.21 | 5.56 |
| 2 to 3 Year | 6.72 | 5.43 | 4.05 | 3.40 |
| 3 to 4 Year | 4.96 | 3.84 | 2.52 | 1.98 |
| 4 to 5 Year | 3.31 | 2.38 | 2.16 | 1.60 |
| Next 5 year pay-outs (6-10 years) | 8.74 | 6.38 | 5.34 | 3.37 |
| Pay-outs Above ten years | 34.73 | 29.05 | 39.47 | 23.33 |
| | **85.29** | **71.24** | **69.73** | **48.75** |



# Material accounting policies and notes to the financial statements

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

## 44 INCOME TAXES

### a) Amounts recognised in the statement of profit and loss

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Current tax | - | - |
| Deferred tax | (980.71) | - |
| **Tax credit for the year** | **(980.71)** | **-** |

### b) Amounts recognised in Other comprehensive income

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Current tax | - | - |
| Deferred tax | 3.75 | - |
| **Tax expense for the year** | **3.75** | **-** |

### c) Amounts recognised in other equity

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Deferred tax | (57.44) | - |
| **Tax credit for the year** | **(57.44)** | **-** |

### d) Effective tax rate

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Profit / (loss) before tax | 911.04 | (350.04) |
| Tax charge at India's statutory income tax rate of 34.94% (March 31, 2025: 34.94%) | 318.35 | (122.32) |
| Tax effect of: | | |
| Non-deductible expenses | - | 10.44 |
| Taxes not recognised on account of losses in the Company | - | 111.88 |
| Impact of recognition of previously unrecognised deferred taxes (net) | (862.19) | - |
| Impact of utilization of brought forward losses in the current year | (427.72) | - |
| Others | (9.15) | - |
| Income tax credit reported in the statement of profit and loss | **(980.71)** | **-** |

### e) Details of income tax assets and liabilities as of March 31, 2026 and March 31, 2025

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Income tax assets | 61.33 | 36.21 |
| Income tax liabilities | - | - |
| **Net income tax assets at the end of the year** | **61.33** | **36.21** |

# Material accounting policies and notes to the financial statements

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

**f) Deferred Tax**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Deferred tax assets** | | |
| Lease liabilities | 937.72 | 955.00 |
| Brought forward losses including unabsorbed depreciation | 667.23 | 1,095.02 |
| Provision for employee benefits | 56.05 | 42.59 |
| Property, plant & equipment | 32.67 | - |
| Others | 179.77 | 76.04 |
| **Total Deferred tax assets (A)** | **1,873.44** | **2,168.65** |
| **Deferred tax liabilities** | | |
| Property, plant & equipment | - | 34.73 |
| Right-of-use assets | 833.94 | 871.08 |
| Investment in mutual Funds | 5.10 | 12.84 |
| **Total Deferred tax liabilities (B)** | **839.04** | **918.65** |
| **Unrecognised deferred tax assets / (liabilities) (net) (A-B)** | **-** | **1,250.00** |
| **Deferred tax assets recognised** | **1,034.40** | **-** |

Note: As at March 31, 2025, the Company had carry forward business losses and unabsorbed depreciation of ₹ 3,134.00 Million. In the absence of convincing evidence regarding the availability of sufficient future taxable profits, no deferred tax asset was recognised till March 31, 2025.

During the quarter and year ended March 31, 2026, the Company has reassessed the recoverability of these carry forward losses and unabsorbed depreciation. The reassessment considered, inter alia, taxable profits during the current year, future projected taxable profits and the use of IPO proceeds towards strategic initiatives, including planned investments towards expansion of the retail network etc.

Based on the above factors, the Company has recognised a deferred tax asset (net) of ₹ 1,034.40 Million as at March 31, 2026, with a corresponding deferred tax credit of ₹ 980.71 Million recognised in the Statement of Profit and Loss, ₹ 57.44 Million recognised in Other Equity and a charge of ₹ 3.75 Million recognised in Other Comprehensive Income.

**f) Tax losses carried forward:**

Tax losses for which no deferred tax asset was recognised expire as follows :

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Carry forward business losses | 1,799.30 | 2,617.85 |
| Expiry (in years) | 2029-2031 | 2029-2031 |



# Material accounting policies and notes to the financial statements

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

## 45 ANALYTICAL RATIOS

**Comparison of analytical ratios for the year(s) ended March 31, 2026 and March 31, 2025**

| Nature of Ratio | Numerator | Denominator | March 31, 2026 | March 31, 2025 | Variance in % | Reasons for variance |
|---|---|---|---|---|---|---|
| Current Ratio (in times) | Current assets | Current liabilities | 2.13 | 1.68 | 26.47% | Due to increase in current assets in comparision to previous year. |
| 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 property, plant and equipment | Debt service = Interest & principal repayments | 2.34 | 1.31 | 78.92% | Due to increase in earnings for debt service |
| Return on Equity Ratio (in %) | Profit/ (loss) after tax | Average total equity | 22.90% | -6.58% | 448.05% | Due to increase in profit for the year compared to previous year. |
| Inventory Turnover Ratio (in times) | Cost of goods sold | Average Inventory | 3.65 | 3.90 | -6.37% | NA |
| Trade Receivable Turnover Ratio (in times) | Revenue from operations | Average trade receivables | 364.35 | 74.78 | 387.25% | Due to increase in Revenue from operations for the year compared to previous year. |
| Trade Payable Turnover Ratio (in times) | Purchases | Average payables | 6.68 | 7.18 | -6.97% | NA |
| Net Capital Turnover Ratio (in times) | Revenue from operations | Average working capital (Working capital = Current assets - Current liabilities) | 4.31 | 4.61 | -6.58% | NA |
| Net Profit ratio (in %) | Profit / (loss) for the year | Revenue from operations | 12.71% | -2.75% | 562.31% | Due to increase in profit for the year compared to previous year. |
| Return on Capital Employed (in %) | Earnings before interest and taxes | Capital Employed = Tangible Net Worth + Total Debt | 8.76% | -0.68% | 1384.24% | Due to increase in profit for the year compared to previous year. |
| Return on Investment (in %) | Income generated from invested funds | Average invested funds | 6.11% | 7.16% | -14.61% | NA |

# Material accounting policies and notes to the financial statements

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

## 46 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 year ended March 31, 2026**

| 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-2025 | Trade payables | 2,165.31 | 2 100.46 | 64.85 | Due to offsetting of certain "advance to suppliers" with corresponding payable balances. | Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank |
| June-2025 | Inventories | 1,724.92 | 1 734.18 | (9.26) | Due to recording of provision on inventories. | |
| June-2025 | Trade receivables | 37.58 | 335.71 | (298.13) | Due to reclassification of certain balances to other financial assets. | |
| Sep-2025 | Trade payables | 2,697.25 | 2,734.74 | (37.49) | Due to offsetting of certain "advance to suppliers" with corresponding payable balances. | Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank |
| Sep-2025 | Inventories | 2,617.94 | 2 ,633.12 | (15.18) | Due to recording of provision on inventories subsequently. | |
| Sep-2025 | Trade receivables | 36.62 | 32.60 | 4.02 | Due to reclassification of certain balances representing advances from customers | |
| Dec-2025 | Trade Payables | 2,654.72 | 2,741.43 | (86.71) | Due to offsetting of certain "advance to suppliers" with corresponding payable balances. | Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank |
| Dec-2025 | Inventories | 2,016.94 | 2,062.74 | (45.80) | Due to recording of provision on inventory subsequently. | |
| Dec-2025 | Trade and Other receivables | 313.45 | 361.78 | (48.33) | Difference on account of reversal of certain sales for which delivery not completed. | |



# Material accounting policies and notes to the financial statements

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

**Reconciliation of statements submitted to banks for the year ended March 31, 2025**

| 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 payables | 1,823.79 | 1,904.25 | (80.46) | Due to offsetting of certain "advance to suppliers" with corresponding payable balances. | 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 inventories. | |
| June-2024 | Trade receivables | 333.00 | 323.05 | 9.95 | Due to reclassification of certain balances representing advances from customers. | |
| Sep-2024 | Trade payables | 2,063.25 | 2,198.48 | (135.23) | Due to offsetting of certain "advance to suppliers" with corresponding payable balances. | Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank |
| Sep-2024 | Inventories | 2,259.00 | 2,605.73 | (346.73) | Due to recording of provision on inventories. | |
| 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 "advance to suppliers" with corresponding payable balances. | 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 period. | |
| Dec-2024 | Trade receivables | 358.50 | 411.93 | (53.43) | Due to reversal of certain sales for which delivery not completed to customers. | |

# Material accounting policies and notes to the financial statements

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

| Quarter | Particulars | Amount as per Books of Accounts | Amount as per Quarterly Statements | Amount of Difference | Reason for Material discrepancies, if any | Bank Name |
|---|---|---|---|---|---|---|
| Mar-25 | Trade Payables | 1,570.08 | 1,639.40 | (69.32) | Due to offsetting of certain "advance to suppliers" with corresponding payable balances. | Yes Bank, Axis Bank, ICICI Bank, HDFC Bank and HSBC Bank |
| Mar-25 | Inventories | 1636.29 | 2,028.02 | (391.73) | Due to recording of provision on inventories subsequently. | |
| Mar-25 | Trade receivables | 58.58 | 247.47 | (188.89) | Due to reclassification of certain balances to other financial assets. | |

## 47 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), ncluding 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.



Material accounting policies and notes to the financial statements

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

(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 companies struck off.

(x) The Company has not revalued any of its property, plant and equipment (including right-of-use Assets) or intangible assets or both during the current or previous year.

(xi) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(xii) The Company has borrowings from banks and financial institutions on the basis of security of current assets. Refer note 46 for reconciliation of quarterly returns or statements filed by the Company with banks and financial institutions.

**48** On November 21, 2025, the Government of India notified four Labour Codes—namely, the Code on Wages, 2019; the Industrial Relations Code, 2020; the Code on Social Security, 2020; and the Occupational Safety, Health and Working Conditions Code, 2020—thereby consolidating 29 existing labour laws.

Based on its assessment of the potential impact of these codes, primarily arising from changes in the definition of wages, and considering the latest available information, including the revised wage structure being implemented, the Company has recognised an incremental impact on employee benefit obligations (gratuity and compensated absences) aggregating to Rs. "&+PL!H31&+" Million in the financial statements for the year ended March 31, 2026. The Company continues to monitor the updates on Central/ State Rules, as well as clarifications from the Government on various aspects of the Labour Codes. The accounting impact of such developments will be recognised appropriately as and when they arise.

Considering that the impact is regulatory driven and non-recurring in nature, the Company has presented the incremental impact under 'Exceptional items' in the Statement of Profit and Loss for the year ended March 31, 2026.

**49** During the year ended March 31, 2026, the Company has completed an Initial Public Offer (IPO) of 66,096,866 equity shares of face value of ₹ 1 each at an issue price of ₹ 195 per equity share (including share premium of ₹ 194 per equity share), comprising of offer for sale of 46,754,405 equity shares by selling shareholders and fresh issue of 19,342,461 equity shares. Pursuant to the IPO, the equity shares of the Company were listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on December 15, 2025.

The total proceeds on account of fresh issue were ₹. 3,491.96 Millions (net of issue expenses of ₹ 279.82 Million). The utilization of the net IPO proceeds is summarized below:

| Particulars | Net IPO proceeds to be utilised as per prospectus | Utilisation of IPO proceeds upto 31 March 2026 | Unutilisation of IPO proceeds as on 31 March 2026 |
|---|---|---|---|
| Capital expenditure to be incurred by our Company for setting up of 117 new COCO – Regular Stores | 308.42 | - | 308.42 |
| Expenditure for lease, sub-lease rent and license fee payments for our existing COCO – Regular Stores | 1,614.69 | 46.00 | 1,568.69 |

# Material accounting policies and notes to the financial statements

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

| Particulars | Net IPO proceeds to be utilised as per prospectus | Utilisation of IPO proceeds upto 31 March 2026 | Unutilisation of IPO proceeds as on 31 March 2026 |
|---|---|---|---|
| Capital expenditure to be incurred by our Company for purchase of new equipment and machinery | 154.08 | - | 154.08 |
| Marketing and advertisement expenses toward enhancing the awareness and visibility of our brand | 1,084.04 | - | 1,084.04 |
| General corporate purposes | 330.73 | - | 330.73 |
| **Total net proceeds** | **3,491.96** | **46.00** | **3,445.96** |

Out of the proceeds which remain unutilized during the year of ₹. 3,445.96 Million have been temporarily invested in bank deposits as on March 31, 2026.

As per our report of even date attached:

*for* **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

**Umang Banka**
*Partner*
Membership Number: 223018

Place: Bengaluru
Date: May 21, 2026

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

**Chaitanya Ramalingegowda**
*Executive Director*
DIN: 03458997

**Parul Gupta**
*Chief Financial Officer*

**Surbhi Sharma**
*Company Secretary and Compliance Officer*
Membership Number: A57349

Place: Bengaluru
Date: May 21, 2026

Place: Bengaluru
Date: May 21, 2026



wakefit
**WAKEFIT INNOVATIONS LIMITED**
**Corporate Identity Number:** L52590KA2016PLC086582
**Registered Office:** 2nd & 4th Floor, Umiya Emporium, 97-99, Adugodi, Tavarekere, Opposite forum Mall, Hosur Road, Bangalore 560029, India
**Website:** www.wakefit.co ; **E-Mail:** investorscompliance@wakefit.co
**Telephone No:** 080 67335544

# Notice of Annual General Meeting

Notice is hereby given that the Tenth (10th) Annual General Meeting ("**AGM**") of the Members of Wakefit Innovations Limited (Formerly known as Wakefit Innovations Private Limited) ("**the Company**") will be held on Wednesday, September 09, 2026 at 11:00 A.M. (IST) through Video Conferencing/ Other Audio-Visual Means ("**VC/ OAVM**") facility, to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Chaitanya Ramalingegowda (DIN: 03458997), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

3. To appoint Secretarial Auditors of the Company for a term of 5 (five) consecutive years from Financial Year 2026-27.

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   **"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s)/ amendment(s)/ re-enactment(s) thereof, for the time being in force) and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and such other laws, rules, regulations, notifications and circulars (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable, and based on the recommendation of Audit Committee and approval of the Board of Directors, M/s. BMP & Co LLP, Practicing Company Secretaries,(Firm registration No. L2017KR003200), a peer reviewed Practicing Company Secretaries firm, be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive years from the Financial Year 2026-27 to Financial Year 2030-31, at such annual remuneration plus applicable taxes and other out-of-pocket expenses as may be decided by the Board of Directors and on the recommendation of the Audit Committee.

   **RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby jointly or severally authorized to take necessary actions and do all acts, deeds and things as may be necessary to give effect to the said resolution."

By Order of the Board
For **Wakefit Innovations Limited**
(Formerly Known as Wakefit Innovations Private Limited)

**Surbhi Sharma**
Company Secretary and Compliance Officer
M. No: A57349

Place: Bangalore
Date: August 06, 2026

**Registered Office:**
2nd & 4th Floor, Umiya Emporium, 97-99, Adugodi Tavarekere, Opposite forum Mall, Hosur Road, Bangalore 560029, India.
**CIN:** L52590KA2016PLC086582;
**E-Mail:** investorscompliance@wakefit.co
**Website:** www.wakefit.co; **Telephone No:** 080 67335544

## NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, as amended from time to time (**"Act"**) setting out the material facts concerning the special businesses forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**) and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, is furnished as an **Annexure - A** to the Notice.

2. Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 9/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, ('MCA Circulars') has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM. The facility of VC/OAVM and also casting votes by a member using remote e-Voting as well as e-Voting system on the date of the AGM will be provided by National Securities Depository Limited ("NSDL"). The Registered Office of the Company shall be deemed venue for the AGM.

3. In compliance with the aforesaid Circulars, the Notice of AGM along with the Annual Report 2025-26 (**"Annual Report"**) is being sent only by electronic mode to those Members whose email address are registered with the Company/ RTA/ Depositories. Members may please note that this Notice and Annual Report will also be available on the Company's website at www.wakefit.co and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

   Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts. However, a Member is also entitled for getting the hard copy of the Notice along with the Annual Report upon making a request via email to investorscompliance@wakefit.co.

4. The Notice of AGM and Annual Report will be sent to those Members/ beneficial owners whose name will appear in the Register of Members/ list of beneficiaries received from the Depositories as on August 12, 2026.

5. Pursuant to the provisions of the MCA Circulars, Members attending the 10th AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. As the AGM is being held through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and cast their votes through remote e-Voting or e-voting during the AGM, as the case may be.

6. Institutional/ corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) intending to participate through their authorized representative(s) are requested to send a scanned copy (JPEG/ PDF format) of their Board resolution/ authority letter/ power of attorney, etc. authorizing their representative(s) to participate in the AGM (through VC/ OAVM) and to vote on their behalf through remote e-voting or e-voting during the AGM. The said resolution/ authority letter/ power of attorney, etc. shall be sent through registered email address to the Scrutinizer at info@bmpandco.com with a copy marked to evoting@nsdl.com and to the Company at investorscompliance@wakefit.co. Institutional shareholders/ Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login on the NSDL portal.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the NSDL's e-Voting website at www.evoting.nsdl.com. The facility of participation in the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be available for inspection through electronic mode, basis on the request being sent via. email to investorscompliance@wakefit.co.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and a Certificate from the Secretarial Auditor of the Company relating to the Company's Employee Stock Option Plan under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be made available electronically for inspection by the Members during the AGM.

10. Pursuant to the SEBI Circulars on Nomination in Trading and Demat Accounts, the Members holding shares in dematerialized mode are requested to register/ update their nominee details with their Depository Participants.

11. Members desiring any information/ clarification on any matter to be placed at the AGM are requested to write to the Company at investorscompliance@wakefit.co at least 7 days before AGM from their registered email address mentioning their name, DPID Client ID/ folio no. and mobile number to enable the management to keep information ready at the AGM.

12. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker, by sending request from their registered email address mentioning name, DP ID and Client ID/folio no., and mobile no. at investorscompliance@wakefit.co up to 5.00 p.m. IST by Friday, September 04, 2026. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

13. The Board of Directors of the Company have appointed Mr. Pramod S.M. failing him, Mr. Biswajit Ghosh, Partners of BMP & Co. LLP, Practising Company Secretaries, as the Scrutinizers to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner. Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by him not later than two (2) working days from the conclusion of AGM.

14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/ OIAE_ IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the Investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

15. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e., Wednesday, September 02, 2026 may cast their vote electronically.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 06, 2026 at 09:00 A.M. and ends on Tuesday, September 08, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Cut-off date i.e. September 02, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 02, 2026.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### Step 1: Access to NSDL e-Voting system

A) **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>3. If you are not registered for **IDeAS** e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

## B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | | Your User ID is: |
|---|---|---|
| a) | For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) | For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12************** then your user ID is 12************** |
| c) | For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

2. Members who would like to ask questions during the AGM may register themselves as a speaker by sending their request along with the question from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at investorscompliance@wakefit.co from September 02, 2026 (10:00 AM. IST) to September 04, 2026 (5:00 PM. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty, Deputy Manager at evoting@nsdl.com.

4. The voting results shall be declared within two working days from conclusion of the AGM and the resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared results along with the report of the Scrutinizer shall be placed on the website of the Company (www.wakefit.co) and on the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of results by the Chairperson or a person authorised by him. The results along with the report of the Scrutinizer shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorscompliance@wakefit.co.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorscompliance@wakefit.co. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for

e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively Shareholders/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



## INFORMATION AT A GLANCE

| Particulars | Details |
|---|---|
| Time and date of AGM | 11:00 A.M (IST), Wednesday, September 09, 2026 |
| Mode | Video conference and other audio-visual means |
| Participation through video-conferencing | https://eservices.nsdl.com |
| Helpline number for VC participation | 080 67335544 |
| Cut-off date for E-voting | September 02, 2026 |
| E-voting start time and date | At 9:00 AM on Sunday, September 06, 2026 |
| E-voting end time and date | At 5:00 PM on Tuesday, September 08, 2026 |
| E-voting website | https://www.evoting.nsdl.com/ |
| Name, address and contact details of e-voting service provider | Mr. Falguni Chakraborty, Deputy Manager, NSDL<br>Address: T301, 3rd Floor, Naman Chambers, G Block, Plot No-C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051<br>**Contact Details:** 022 - 4886 7000 or send a request to evoting@nsdl.com |
| Name, address and contact details of Registrar and Transfer Agent | Mrs. Madhuri Narang, Vice President, MUFG Intime India Pvt Ltd (formerly known as Link Intime India Pvt. Ltd.)<br>**Address:** C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India<br>**Contact Details:** +91 810 811 8484<br>**Website:** www.in.mpms.mufg.com |

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 3:

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**"), every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report, with its Board's Report.

The appointment of Secretarial Auditors, subject to shareholders' approval, shall be made in accordance with Regulation 24A of the SEBI Listing Regulations and Section 204 of the Companies Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Such appointment shall be for a maximum of two (2) consecutive terms of five (5) years each, with the approval of the Members at the Annual General Meeting (AGM).

BMP is a well-established firm of Practicing Company Secretaries specializing in Company Secretarial services and having undergone peer review. BMP delivers comprehensive consulting and advisory services in corporate law. Their expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI compliances, Initial Public Offerings (IPO), Foreign Direct Investment (FDI) and Overseas Direct Investment (ODI) under FEMA, Mergers & Amalgamations, Business Setup, and Fund Raise compliance. The firm conducted the secretarial audit of the Company for the Financial Year 2025-26.

BMP has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. BMP has further furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company. BMP has given their consent to act as secretarial auditors of the Company and has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. Further their appointment would be within the limits specified by Institute of Company Secretaries of India. The services to be rendered by BMP as Secretarial Auditors is within the purview of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026.

In view of the above, after evaluating and considering various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc. and based on the recommendation of the Audit Committee, the Board of Directors of the Company in their meeting held on May 21, 2026, recommended appointment of BMP & Co LLP, Practicing Company Secretaries, (Firm registration No. L2017KR003200) a peer reviewed Company Secretary firm as Secretarial Auditor for one term of five consecutive years starting from the Financial Year 2026-27. The proposed remuneration to be paid to Secretarial Auditor for the Financial Year 2026-27 is ₹ 3,00,000/- (Rupees Three Lakhs Only) excluding applicable taxes and out of pocket expenses. It is proposed to authorise the Board of Directors, to finalise the above remuneration and to approve any revision in the remuneration.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. Accordingly, the Board of Directors recommends the resolution as set out at Item No. 3 of this Notice for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested (to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

By Order of the Board
For **Wakefit Innovations Limited**
(Formerly known as Wakefit Innovations Private Limited)

**Surbhi Sharma**
Company Secretary and Compliance Officer
M. No: A57349

Date: August 06, 2026
Place: Bangalore



**Annexure -A**

**Brief Profile of Director and information required pursuant to Regulation 36(3) of SEBI Listing Regulations read with Secretarial Standard for General Meetings (SS-2) are given below:**

| **Name** | **Mr. Chaitanya Ramalingegowda** |
|---|---|
| DIN | 03458997 |
| Date of Birth (Age in Years) | April 06, 1981 (45 Years) |
| Date of First Appointment to the Board | April 19, 2019 |
| Brief Resume, Qualification, Nature of Expertise and skill set require in specific functional areas | Mr. 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 20 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. |
| Shareholding (as on the date of this Notice) in the Company either directly or in form of beneficial interest for any other person | 2,67,28,723 Equity Shares - Directly |
| Relationship with other Directors & KMP's | None |
| No. of Meetings of the Board attended during the year 2025-26. | 15 (Fifteen) Meetings |
| Directorships held in other companies | Nil |
| Listed entities from which the person has resigned from the directorship in the past three years | Nil |
| Membership/ Chairmanship of Committees of other companies | Nil |

| Name | Mr. Chaitanya Ramalingegowda |
|---|---|
| Terms and conditions of appointment/ re-appointment and Remuneration sought to be paid/ last drawn | **Terms and conditions of appointment and Remuneration sought to be paid:**<br>Same as approved by the Shareholders in their General Meeting held on June 05, 2025.<br>**Remuneration last drawn:** As mentioned in the Corporate Governance Report forming part of the Annual Report for the Financial Year 2025-26. |

By Order of the Board
For **Wakefit Innovations Limited**
(Formerly Known as Wakefit Innovations Private Limited)

**Surbhi Sharma**
Company Secretary and Compliance Officer
M. No: A57349

Place: Bangalore
Date: August 06, 2026

**Registered Office:**
2nd & 4th Floor, Umiya Emporium, 97-99, Adugodi
Tavarekere, Opposite forum Mall, Hosur Road,
Bangalore 560029, India.
**CIN:** L52590KA2016PLC086582;
**E-Mail:** investorscompliance@wakefit.co
**Website:** www.wakefit.co; **Telephone No:** 080 67335544

Wakefit Innovations Limited (Formerly known as Wakefit Innovations Pvt. Ltd.)

**Address:** 2nd and 4th Floor, Umiya Emporium, 97-99,Adugodi, Tavarekere, Opposite forum Mall,Hosur Road, Bangalore 560029, India

**Corporate Identity Number:** L52590KA2016PLC086582

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