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(Please scan this QR code to view the RHP)



## WAKEFIT INNOVATIONS LIMITED

Our Company was incorporated as "Wakefit Innovations Private Limited" at Bengaluru, Karnataka as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated March 1, 2016, issued by the Registrar of Companies, Karnataka at Bengaluru ("RoC"). Subsequently, our Company was converted from a private limited company to a public limited company and the name of our Company changed from "Wakefit Innovations Private Limited" to "Wakefit Innovations Limited" pursuant to a Shareholders' resolution dated June 5, 2025 and a fresh certificate of incorporation dated June 16, 2025 was issued by the RoC. For further details, see "History and Certain Corporate Matters - Brief History of our Company" on page 223 of the red herring prospectus dated November 29, 2025 ("RHP").

Registered and Corporate Office: Umiya Emporium, 97-99, 2<sup>nd</sup> and 4<sup>th</sup> Floor, Adugodi, Tavarekere, Opp. Forum Mall, Hosur Road, Bengaluru - 560 029, Karnataka, India.

Tel: 080 6733 5544; Website: www.wakefit.co; Contact person: Surbhi Sharma, Company Secretary and Compliance Officer; E-mail: investorscompliance@wakefit.co; Corporate Identity Number: U52590KA2016PLC086582

### OUR PROMOTERS: ANKIT GARG AND CHAITANYA RAMALINGEGOWDA

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH ("EQUITY SHARES") OF WAKEFIT INNOVATIONS LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹ 3,771.78 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 46,754,405 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY THE SELLING SHAREHOLDERS, CONSISTING OF UP TO 7,729,488, EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY ANKIT GARG, UP TO 4,452,185 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY CHAITANYA RAMALINGEGOWDA (COLLECTIVELY "THE PROMOTER SELLING SHAREHOLDERS"), UP TO 899,205 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY NITIKA GOEL, UP TO 20,374,774 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY PEAK XV PARTNERS INVESTMENTS VI, UP TO 138,047 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY REDWOOD TRUST, UP TO 10,193,506 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY VERLINVEST S.A., UP TO 413,150 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY SAI GLOBAL INDIA FUND I, LLP, AND UP TO 2,554,050 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY PARAMARK KB FUND I (COLLECTIVELY THE "OTHER SELLING SHAREHOLDERS") (THE PROMOTER SELLING SHAREHOLDERS AND THE OTHER SELLING SHAREHOLDERS, COLLECTIVELY REFERRED TO AS THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES SO OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES" AND SUCH OFFER, THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER").

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE			
NAME OF THE SELLING SHAREHOLDERS	TYPE OF THE SELLING SHAREHOLDERS	NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹1 OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (₹)*^
Ankit Garg	Promoter Selling Shareholder	Up to 7,729,488 Equity Shares aggregating up to ₹[●] million	0.02
Chaitanya Ramalingegowda	Promoter Selling Shareholder	Up to 4,452,185 Equity Shares aggregating up to ₹[●] million	0.04
Nitika Goel	Other Selling Shareholder	Up to 899,205 Equity Shares aggregating up to ₹[●] million	0.04
Peak XV Partners Investments VI	Other Selling Shareholder	Up to 20,374,774 Equity Shares aggregating up to ₹[●] million	20.52
Redwood Trust	Other Selling Shareholder	Up to 138,047 Equity Shares aggregating up to ₹[●] million	17.18
Verlinvest S.A.	Other Selling Shareholder	Up to 10,193,506 Equity Shares aggregating up to ₹[●] million	82.67
SAI Global India Fund I, LLP	Other Selling Shareholder	Up to 413,150 Equity Shares aggregating up to ₹[●] million	85.93
Paramark KB Fund I	Other Selling Shareholder	Up to 2,554,050 Equity Shares aggregating up to ₹[●] million	80.93

\*As certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of their certificate dated November 29, 2025

<sup>^</sup>The consideration paid towards the acquisition of CCCPS has been factored into the computation of the weighted average cost of acquisition per Equity Share, in respect of the conversion of CCCPS undertaken on November 12, 2025.

**PRICE BAND: ₹185 TO ₹195 PER EQUITY SHARE BEARING FACE VALUE OF ₹1 EACH.**

**THE FLOOR PRICE IS 185 TIMES THE FACE VALUE BEARING THE EQUITY SHARES AND  
THE CAP PRICE IS 195 TIMES THE FACE VALUE OF THE EQUITY SHARES.**

**BIDS CAN BE MADE FOR A MINIMUM OF 76 EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH  
AND IN MULTIPLES OF 76 EQUITY SHARES BEARING FACE VALUE OF ₹1 EACH THEREAFTER.**

**THE PRICE TO EARNINGS RATIO ("P/E") BASED ON DILUTED EPS FOR FISCAL 2025 FOR THE COMPANY AT  
THE UPPER END OF THE PRICE BAND IS 169.57 TIMES AND AT THE LOWER END OF THE PRICE BAND IS 160.87 TIMES.  
WEIGHTED AVERAGE RETURN ON NET WORTH FOR LAST THREE FINANCIAL YEARS IS (9.09%).**

**ANCHOR INVESTOR BIDDING DATE : FRIDAY, DECEMBER 5, 2025**

**BID/OFFER OPENS ON : MONDAY, DECEMBER 8, 2025**

**BID/OFFER CLOSES ON : WEDNESDAY, DECEMBER 10, 2025\***

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

We are a home and furnishings company in India, offering a wide range of products, including mattresses, furniture, and furnishings, through our omnichannel presence, ensuring a seamless customer experience across all touchpoints.

**THE OFFER IS BEING MADE THROUGH THE BOOK BUILDING PROCESS IN ACCORDANCE WITH REGULATION 6(2) OF THE SEBI ICDR REGULATIONS.**

**THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON THE MAIN BOARDS OF THE STOCK EXCHANGES.**

**NSE IS THE DESIGNATED STOCK EXCHANGE**

**QIB PORTION: NOT LESS THAN 75% OF THE OFFER | NON-INSTITUTIONAL PORTION: NOT MORE THAN 15% OF THE OFFER**

**RETAIL PORTION: NOT MORE THAN 10% OF THE OFFER**

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RHP AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER. IN RELATION TO PRICE BAND, POTENTIAL INVESTORS SHOULD ONLY REFER TO THIS PRE-OFFER AND PRICE BAND ADVERTISEMENT FOR THE OFFER AND SHOULD NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION AVAILABLE IN RELATION TO THE VALUATION OF THE COMPANY AS THESE ARE NOT ENDORSED, PUBLISHED OR CONFIRMED EITHER BY THE COMPANY OR THE BRLMs.

IN ACCORDANCE WITH THE RECOMMENDATION OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF OUR COMPANY, PURSUANT TO THEIR RESOLUTION DATED DECEMBER 1, 2025, THE ABOVE PROVIDED PRICE BAND IS JUSTIFIED BASED ON QUANTITATIVE FACTORS/ KPIs DISCLOSED IN THE 'BASIS FOR OFFER PRICE' SECTION ON PAGE 130 OF THE RHP VIS-A-VIS THE WEIGHTED AVERAGE COST OF ACQUISITION ("WACA") OF PRIMARY AND SECONDARY TRANSACTION(S), AS APPLICABLE, DISCLOSED IN 'BASIS FOR OFFER PRICE' SECTION ON PAGE 130 OF THE RHP AND PROVIDED BELOW IN THE ADVERTISEMENT.

### RISK TO INVESTORS

*For details refer to section titled "Risk Factors" on page 33 of the RHP*

#### 1. Dependency on the 'Wakefit' brand for selling our products

The brand image is a critical factor influencing customer purchasing decisions. Consequently, our success is contingent upon, among other factors, market recognition and acceptance of the "Wakefit" brand and the lifestyle associated with the brand, as well as our ability to maintain and enhance the value and reputation of the "Wakefit" brand, some aspects of which may be beyond our control. We sell our products under the "Wakefit" brand and any impairment, dilution or damage to our brand in any manner may adversely affect our business reputation, results of operations, financial condition and cash flows.

#### 2. Significant Revenue is contributed by our Mattress Product Category

We derive a significant portion of our revenue from our mattress product category. Our revenue from the sale of mattresses accounted for 60.65%, 61.35%, 57.54% and 63.50%, of our revenue from operations in the six months period ended September 30, 2025 and Fiscals 2025, 2024 and 2023, respectively. Any shifts in consumer preferences, any disruption in the supply chain, or heightened competition could adversely affect our business, results of operations, financial condition and cash flows. The table below sets forth details of our revenues from the sale of our product categories in the period/ years indicated:

Product Category	Six months period ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	Percentage of Revenue from operations	Amount (₹ million)	Percentage of Revenue from operations	Amount (₹ million)	Percentage of Revenue from operations	Amount (₹ million)	Percentage of Revenue from operations
Mattresses	4,390.78	60.65%	7,813.73	61.35%	5,675.18	57.54%	5,159.77	63.50%
Furniture	2,118.60	29.26%	3,516.89	27.61%	3,012.20	30.54%	1,951.10	24.01%
Furnishings	730.65	10.09%	1,406.29	11.04%	1,176.15	11.92%	1,015.33	12.49%
<b>Total</b>	<b>7,240.03</b>	<b>100.00%</b>	<b>12,736.91</b>	<b>100.00%</b>	<b>9,863.53</b>	<b>100.00%</b>	<b>8,126.20</b>	<b>100.00%</b>

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### 3. Significant Revenue is contributed through sale from our own channel

Our sales from our own channels (i.e., website and COCO – Regular Stores) accounted for 64.91%, 56.97%, 58.30% and 57.50%, of our revenue from operations in the six months period ended September 30, 2025 and Fiscals 2025, 2024 and 2023, respectively. Any disruption to our website, whether due to technical issues, cyber-attacks, or changes in consumer behaviour or any disruption to the operations of our stores or limitations on our ability to expand and grow these stores may adversely affect our sales, business, results of operations, financial condition and cash flows. The table below sets forth a breakdown of revenue generated from multiple sales channels for the period/years indicated:

Instrument	Six months period ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount ₹ million)	Percentage of Revenue from operations	Amount ₹ million)	Percentage of Revenue from operations	Amount ₹ million)	Percentage of Revenue from operations	Amount ₹ million)	Percentage of Revenue from operations
Our own channels	4,699.28	64.91%	7,255.68	56.97%	5,750.60	58.30%	4,672.55	57.50%
Others (includes marketplaces and MBOs)	2,540.75	35.09%	5,481.23	43.03%	4,112.93	41.70%	3,453.65	42.50%
<b>Total</b>	<b>7,240.03</b>	<b>100.00%</b>	<b>12,736.91</b>	<b>100.00%</b>	<b>9,863.53</b>	<b>100.00%</b>	<b>8,126.20</b>	<b>100.00%</b>

### 4. Our Company has incurred losses in the past & the offer is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations. The table below sets forth profit/(loss) for the period/ years indicated:

Particulars	Six months period ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Profit/(loss) for the period/ year (₹ million)	355.74	(350.04)	(150.53)	(1,456.83)

### 5. We do not have long-term agreements with suppliers for raw materials.

We typically do not enter into long term supply contracts with any of the raw material suppliers and typically place orders with them in advance of our anticipated requirements. The absence of long term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require and we may be unable to pass these costs onto our consumers. The table below sets forth details of cost of materials consumed by us in the period/years indicated:

Particulars	Six months period ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cost of materials consumed (₹ million)	3,382.33	5,817.61	4,639.71	4,717.11
Revenue from operations (₹ million)	7,240.03	12,736.91	9,863.53	8,126.20
Cost of materials consumed as a percentage of Revenue from operations	46.72%	45.68%	47.04%	58.05%

### 6. There are certain legal and regulatory proceedings involving our Company more particularly 30 tax proceedings for an aggregate amount of ₹369.64 million. Any adverse decision in such proceedings may have an adverse effect on our business, financial condition, cash flows and results of operations. For further details, please refer to the section titled "Outstanding Litigation and Material Developments" on page 366 of the RHP.

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

Particulars	Six months period ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net cash generated from/ (used in) operating activities (₹ million)	787.97	766.70	805.93	(204.63)

### 8. Our business is manpower intensive and we are dependent on our workforce for a significant portion of our operations. Our success also depends on our ability to attract, hire, train and retain skilled manufacturing personnel. The following table sets forth the details regarding rate of attrition of our employees, and skilled and unskilled labours in the period/ years indicated:

Particulars	As at / for the six months period ended September 30, 2025	As at/ for the year ended March 31, 2025	As at/ for the year ended March 31, 2024	As at/ for the year ended March 31, 2023
Number of employees (excluding skilled and unskilled labours)	1,606	1,441	1,220	1,076
Attrition rate of our employees (excluding skilled and unskilled labours)*	23.91%	47.33%	41.36%	54.38%

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

9. We have issued Equity Shares at prices that could be higher/lower than the Offer Price during the last one year from the date of the Red Herring Prospectus. Specifically, on November 14, 2025, our Company allotted 2,871,794 Equity Shares of face value ₹1 each at a price of ₹195 per Equity Share aggregating to ₹560.00 million by way of a Pre-IPO Placement. The price at which Equity Shares have been issued by our Company in the preceding one year, including the issuance through the Pre-IPO Placement, could be higher/lower than the Offer Price and the prices at which Equity Shares were issued by us in the past should not be taken to be indicative of the Price Band, Offer Price and the trading price of our Equity Shares after listing.

### 10. Weighted average cost of acquisition, Floor Price and Cap Price

Past transactions	Weighted average cost of acquisition per Equity Share <sup>#</sup>	Floor price (₹ 185)	Cap price (₹ 195)
Weighted average cost of acquisition of Primary Issuances	1.00	185	195
Weighted average cost of acquisition of Secondary Transactions	89.65	2.06	2.18

<sup>#</sup>As certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of their certificate dated December 1, 2025.

### 11. Weighted average cost of acquisition of specified securities transacted in three years, eighteen months and one year immediately preceding the Red Herring Prospectus:

Period	Number of Equity Shares transacted of face value ₹ 1 each <sup>*^</sup>	Weighted average cost of acquisition per Equity Share (in ₹)	Cap Price is 'X' times the weighted average cost of acquisition	Range of acquisition price: per Equity Share: lowest price – highest price (in ₹) <sup>#</sup>
Last one year preceding the date of the Red Herring Prospectus	150,257,742	5.91	32.99	Nil - 1,600
Last 18 months preceding the date of the Red Herring Prospectus	150,257,742	5.91	32.99	Nil - 1,600
Last three years preceding the date of the Red Herring Prospectus	224,817,452	36.39	5.36	Nil - 1,600

As certified by Manian & Rao, Chartered Accountants, having firm registration number 001983S, by way of their certificate dated December 1, 2025.

\*The amount paid on the acquisition of the CCCPS in the last one year, eighteen months and three years respectively have been considered for calculating the weighted average cost of acquisition per Equity Share, as applicable.

<sup>\*</sup>Calculated excluding allotment of Equity Shares on conversion of CCCPS pursuant to the Board resolutions dated November 12, 2025.

<sup>#</sup>Includes Equity Shares acquired by way of bonus issuances by the Company.

### 12. Average cost of acquisition of Equity Shares by our Promoters and the Other Selling Shareholders

The average cost of acquisition of Equity Shares by our Promoters (who are also the Selling Shareholders) and the Other Selling Shareholders is as set forth below:

Category of Shareholder	Number of Equity Shares of face value of ₹1 each	Number of Equity Shares of face value of ₹1 on a fully diluted basis*	Average cost of acquisition per Equity Share on a fully diluted basis (in ₹) <sup>#</sup>
Promoters			
Ankit Garg <sup>^</sup>	103,190,136	103,190,136	0.02
Chaitanya Ramalingegowda <sup>^</sup>	31,180,908	31,180,908	0.04

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Category of Shareholder	Number of Equity Shares of face value of ₹1 each	Number of Equity Shares of face value of ₹1 on a fully diluted basis*	Average cost of acquisition per Equity Share on a fully diluted basis (in ₹) <sup>#</sup>
<b>Other Selling Shareholders</b>			
Nitika Goel	3,596,820	3,596,820	0.04
Peak XV Partners Investments VI	70,195,761	70,195,761	20.52
Redwood Trust	475,603	475,603	17.18
Verlinvest S. A.	30,580,574	30,580,574	82.67
SAI Global India Fund I, LLP	16,526,154	16,526,154	85.93
Paramark KB Fund I	5,108,100	5,108,100	80.93

\*Assuming exercise of vested options under ESOP 2019

^Also the Promoter Selling Shareholders

#The consideration paid towards the acquisition of CCCPS has been factored into the computation of the average cost of acquisition per Equity Share, in respect of the conversion of CCCPS

undertaken on November 12, 2025.

As certified by Manian &amp; Rao, Chartered Accountants, having firm registration number 001983S, by way of their certificate dated November 29, 2025.

**13. Weighted Average Return on Net Worth for Fiscal 2025, 2024 and 2023 is (9.09)%.****14. The 3 BRLMs associated with the offer have handled 98 public issues in current financial year and two preceding financial years out of which 20 issues closed below the IPO offer price on the listing date:**

Name of BRLMs	Total issues	Issues closed below issue price as on listing date
Axis Capital Limited	40	6
IIFL Capital Services Limited (formerly known as IIFL Securities Limited)	32	11
Nomura Financial Advisory and Securities (India) Private Limited	6	0
Common issues of the above BRLM*	20	3
<b>Total</b>	<b>98</b>	<b>20</b>

\*Issues handled where there were common BRLMs

**ADDITIONAL INFORMATION FOR INVESTORS**

1. Details of Pre-IPO Placement: The Company in consultation with BRLMs, has undertaken a Pre-IPO Placement of 2,871,794 Equity Shares at an issue price of ₹195/- per Equity Share (including a premium of ₹ 194 per Equity Share) for an amount of ₹ 560.00 million, as per below:

Sr. No.	Date of Allotment	Number of Equity Shares allotted of face value of ₹1 each	Nature of consideration	Reason/ Nature of allotment	Percentage of pre-Offer share capital of our Company*	Name of the allottee	Issue price per Equity Shares (in ₹)	Total Consideration (in ₹ million)
1.	November 14, 2025	2,051,282	Cash	Private placement	0.66%	DSP India Fund - India Long/Short Strategy Fund with Cash Management Option	195	400.00
2.	November 14, 2025	820,512	Cash	Private placement	0.26%	360 One Equity Opportunity Fund - Series 2	195	160.00

2. There have been no transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the Company by promoter(s) and promoter group(s) from the date of the filing of the draft red herring prospectus dated June 26, 2025 read with notice to investors dated July 29, 2025 ("DRHP")

3. The aggregate pre-Offer and post-Offer shareholding, of each of our Promoters, members of the Promoter Group and additional top 10 Shareholders (apart from our Promoters) is set forth below:

Sr. No.	Name of Shareholder	Pre-Offer shareholding at the date of the Price Band advertisement		Post-Offer shareholding as at Allotment**			
		Number of Equity Shares of face value of ₹1 each	Percentage of pre- Offer paid-up Equity Share capital on a fully diluted basis (in %) <sup>(i)</sup>	Number of Equity Shares of face value of ₹1 each	Percentage of post- Offer paid-up Equity Share capital on a fully diluted basis (in %) <sup>(i)</sup>	Number of Equity Shares of face value of ₹1 each	Percentage of post- Offer paid-up Equity Share capital on a fully diluted basis (in %) <sup>(i)</sup>
<b>Promoters</b>							
1	Ankit Garg*	103,190,136	33.03	95,460,648	28.68	95,460,648	28.77
2	Chaitanya Ramalingegowda*	31,180,908	9.98	26,728,723	8.03	26,728,723	8.06
<b>Additional top 10 Shareholders (Apart from Promoters and Promoter Group)</b>							
1	Peak XV Partners Investments VI	70,195,761	22.47	49,820,987	14.97	49,820,987	15.02
2	Verlinvest S.A.	30,580,574	9.79	20,387,068	6.13	20,387,068	6.14
3	Investcorp Growth Equity Fund, a scheme of Investcorp Private Equity Fund III	25,625,748	8.20	25,625,748	7.70	25,625,748	7.72
4	SAI Global India Fund I, LLP	16,526,154	5.29	16,113,004	4.84	16,113,004	4.86
5	Elevation Capital VIII Limited	14,619,504	4.68	14,619,504	4.39	14,619,504	4.41
6	Paramark KB Fund I	5,108,100	1.63	2,554,050	0.77	2,554,050	0.77
7	Nitika Goel	3,596,820	1.15	2,697,615	0.81	2,697,615	0.81
8	Investcorp Growth Opportunity Fund, a scheme of Investcorp India Alternatives Fund	3,411,084	1.09	3,411,084	1.02	3,411,084	1.03
9	DSP India Fund - India Long/Short Strategy Fund with Cash Management Option	20,51,282	0.66	2,051,282	0.62	2,051,282	0.62
10	360 One Equity Opportunity Fund - Series 2	820,512	0.26	820,512	0.25	820,512	0.25

Notes:

\*Also the Promoter Selling Shareholders.

Pursuant to share purchase agreement dated December 9, 2024 entered into between Elevation Capital VIII Limited, our Company and certain other individuals ("Sellers"), Elevation Capital VIII Limited was entitled to certain shares from the Sellers. As on date of this Price Band advertisement, our Company has been informed that, one of the Sellers has not transferred its equity shares to Elevation Capital VIII Limited.

(i) Include all options that would have been vested until the date of Price Band advertisement. The post Offer shareholding shall be updated in the Prospectus based on options under the ESOP 2019 which have been vested until such date

\*\*Subject to finalisation of the Basis of Allotment.

**BASIS FOR OFFER PRICE**

	(you may scan the QR code for accessing the website of (Axis Capital Limited))	(The "Basis for Offer Price" on page 130 of the RHP has been updated as below. Please refer to the websites of the BRLMs: www.axiscapital.co.in, www.iiflcapital.com and http://www.nomuraholdings.com/group/asia/india/index.html, respectively, for the "Basis for Offer Price" updated for the below)
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The Price Band has been and Offer Price will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative factors as described below. The face value of the Equity Shares is ₹1 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price, and Floor Price is 185 times the face value and the Cap Price is 195 times the face value. Bidders should also see "Risk Factors", "Summary of Restated Financial Information", "Our Business", "Restated Financial Information", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 33, 69, 176, 251 and 333 of the RHP, respectively, to have an informed view before making an investment decision.

Quantitative factors : Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, see "Restated Financial Information" and "Other Financial Information" on pages 251 and 330 of the RHP, respectively.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

**A. Basic and Diluted Earnings Per Share ("EPS"):**

Period Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial Year ended March 31, 2025	(1.15)	(1.15)	3
Financial Year ended March 31, 2024	(0.50)	(0.50)	2
Financial Year ended March 31, 2023	(5.62)	(5.62)	1
<b>Weighted Average EPS</b>	<b>(1.68)</b>	<b>(1.68)</b>	<b>-</b>
Six months period ended September 30, 2025*	1.15	1.14	

\*Not annualised.

1. The face value of each Equity Share is ₹ 1.

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

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

4. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year / Total of weights.

**B. Price/Earning ("P/E") ratio in relation to Price Band of ₹185 to ₹195 per Equity Share:**

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on basic EPS as per the Restated Financial Information for Financial Year ended March 31, 2025	160.87	169.57
Based on diluted EPS as per the Restated Financial Information for Financial Year ended March 31, 2025	160.87	169.57

**C. Industry Peer Group P/E Ratio**

Particulars	P/E ratio
Highest	77.26
Lowest	77.26
Industry Composite	77.26

Notes:

(1) The industry high and low has been considered from the industry peer set. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in the RHP.

(2) P/E Ratio has been computed based on the closing market price of equity shares on NSE on November 7, 2025, divided by the Diluted EPS for the last year end.

**D. Return on Net Worth ("RoNW")%**

Period Ended	RoNW (%)	Weight



</tbl

...continued from previous page.

d) The Floor Price is 185 times and the Cap Price is 195 times the weighted average cost of acquisition based on Primary transactions; and the Floor Price is 2.06 times and the Cap Price is 2.18 times the weighted average cost of acquisition based on Secondary transactions :

Past transactions	Weighted average cost of acquisition per Equity Share *	Floor Price (₹)	Cap Price (₹)
Weighted average cost of acquisition of Primary Issuances	1.00	185	195
Weighted average cost of acquisition of Secondary Transactions	89.65	2.06	2.18

#As certified by Manian &amp; Rao, Chartered Accountants, having firm registration number 001983S, by way of their certificate dated December 1, 2025

e) Justification for Basis of Offer price

The following provides an explanation to the Cap Price being 5.36 times of weighted average cost of acquisition of Equity Shares that were issued by our

**ASBA** # Simple, Safe, Smart way of Application!!

UPI

UNITED PAYMENTS INTERFACE

# Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, For further details, check section on ASBA.

Mandatory in public issues. No cheque will be accepted.

UPI-Now available in ASBA for Retail Individual Investors and Non-Institutional Investor applying for amount upto ₹ 50,000/-, applying through Registered Brokers, DPs and RTAs. UPI Bidder also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with the ASBA Aadhaar and are in compliance with CBTD notification dated February 13, 2020, issued by the Central Board of Direct Taxes and the subsequent press releases, including press releases dated June 25, 2021 and September 17, 2021 and CBDT circular no.7/2022, dated March 30, 2022 read with press release dated March 28, 2023 and any subsequent press releases in this regard.

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by (i) Retail Individual Investors in the Retail Portion; (ii) Non-Institutional Investors with an application size of up to ₹ 50,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" on page 404 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of the Stock Exchanges and can be obtained from the list of banks that is displayed on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedPj=yes&intid=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedPj=yes&intid=35) and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedPj=yes&intid=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: [www.sebi.gov.in/](http://www.sebi.gov.in/). UPI Bidders Bidding using the UPI mechanism may apply through the Book Building process. Bidders should read the abovementioned information along with "Risk Factors", "Our Business" and "Financial Information" on pages 33, 176 and 251 of the RHP, respectively, to have a more informed view.

## THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF STOCK EXCHANGES

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

This is an Offer in terms of Rule 19(2)(b) of the SCRER read with Regulation 31 of the SEBI ICDR Regulations. This Offer is being made through the Book Building Process in compliance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") and such portion the "QIB Portion" provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than ₹ 20 million and up to ₹ 1.00 million, then the same shall be reserved for Bidders with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to Bidders in other sub-category of the NIBs in accordance with SEBI ICDR Regulations and not more than 10% of the Offer shall be available for allocation to Retail Individual Bidders ("RIBs") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA accounts and UPI ID (in case of UPI Bidders (defined herein) using the UPI Mechanism), in which case the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion of the Offer through the ASBA process. For details, see "Offer Procedure" on page 404 of the RHP.

Bidders/ Applicants should ensure that DP ID, PAN, Client ID and UPI ID (for UPI Bidders bidding through the UPI Mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/ Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for bidders bidding through the UPI Mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

## An indicative timetable in respect of the Offer is set out below:

## Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date*	
Submission of electronic applications (Online ASBA through 3-in-1 accounts) - For Retail Individual Bidders	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic applications (Bank ASBA through Online channels like internet banking, mobile banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹ 0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (Syndicate non-retail, non-individual applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (Syndicate non-retail, non-individual applications where Bid Amount is more than ₹ 0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date

# UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date, i.e. Wednesday, December 10, 2025.

# QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Company or acquired or sold by the Selling Shareholders or other shareholders with rights to nominate directors on our Board by way of primary and secondary transactions in the last 3 Years preceding the date of the Red Herring Prospectus compared to our Company's KPIs for the six months period ended September 30, 2025 and Financial Years 2025, 2024 and 2023 and in view of external factors, if any.

- Largest and fastest growing D2C home and furnishing solutions destination.
- Comprehensive home and furnishing solutions brand with a core focus on product innovation.
- Full-stack vertically integrated operations with differentiated processes and technical capabilities.
- Omnichannel sales presence and strategically located store network.
- Our multi-faceted marketing approach enhancing our brand image.
- Business model with a track record of delivering financial growth.

The Offer Price of ₹ 195 has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process. Bidders should read the abovementioned information along with "Risk Factors", "Our Business" and "Financial Information" on pages 33, 176 and 251 of the RHP, respectively, to have a more informed view.

The contents of the Memorandum of Association of our Company as regards its objects: For information on the main objects of our Company, please see the section "History and Certain Corporate Matters" on page 223 of the RHP. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, please see the section titled "Material Contracts and Documents for Inspection" on page 458 of the RHP.

## Ability of the members of our Company: Limited by shares

Amount of share capital of our Company and Capital structure: As on the date of the RHP, the authorised share capital of the Company is ₹ 344,752,050 divided into 4,000,000 Equity Shares of face value ₹ 1 each. Preference Shares comprising is ₹ 0,000,000 divided into 5,000,000 Series A preference shares of face value of ₹ 1 each; ₹ 2,000,000 divided into 2,000,000 Series B preference shares of face value of ₹ 1 each; ₹ 3,000,000 divided into 3,000,000 Series C preference shares of face value of ₹ 1 each; ₹ 162,779,950 divided into 3,255,599 Series D preference shares of face value of ₹ 50 each and ₹ 21,750,000 divided into 435,000 Series D1 preference shares of face value of ₹ 50 each. The issued, subscribed and paid-up share capital of the Company is ₹ 307,486,214 divided into 307,486,214 Equity Shares of face value ₹ 1 each. For details, please see the section titled "Capital Structure" on page 62 of the RHP.

Names of signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: The initial signatories to the Memorandum of Association of our Company are Ankit Garg and Chaitanya Ramalingegowda. For details of the share capital history of our Company, please see the section titled "Capital Structure" on page 62 of the RHP.

Listing: The Equity Shares to be Allotted through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters each dated September 3, 2025. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A signed copy of the Red Herring Prospectus has been filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 458 of the RHP.

Disclaimer Clause of the Securities and Exchange Board of India ("SEBI"): SEBI only gives its observations on the Offer documents and this does not constitute approval of either the Offer or the specified securities or the RHP. The investors are advised to refer to page 382 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of NSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Issue Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 383 of the RHP for the full text of the Disclaimer Clause of NSE.

Disclaimer Clause of BSE : It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 383 of the RHP for the full text of the Disclaimer Clause of BSE.

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

## Bid / Offer Period

EVENT	INDICATIVE DATE
Bid/Offer Opens on	Monday, December 8, 2025
Bid/Offer Closes on*	Wednesday, December 10, 2025
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Thursday, December 11, 2025
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Friday, December 12, 2025
Credit of Equity Shares to dematerialized accounts of Allottees	On or about Friday, December 12, 2025
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Monday, December 15, 2025

\*UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date, i.e. December 10, 2025.

In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn / deleted ASBA Forms, withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the SCB responsible for causing such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable, issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. RIBs Bidding for up to ₹ 0.50 million and individual investors bidding under the Non-Institutional Portion Bidding for more than ₹ 0.50 million and up to ₹ 50,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Bidders can contact our Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allocated Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer-related queries and for redressal of complaints, investors may also write to the BRLMs.

For WAKEFIT INNOVATIONS LIMITED  
On behalf of the Board of Directors  
Sd/-  
Surbhi Sharma  
Umiya Emporium, 97-99, 2nd and 4th Floor, Adugodi, Tavarekere Opp. Koppa Mall, Hosur Road, Bengaluru 560 029  
Karnataka, India  
Tel: 080 67335544;  
E-mail: investorscompliance@wakefit.co

Bidders can contact our Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allocated Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer-related queries and for redressal of complaints, investors may also write to the BRLMs.

For WAKEFIT INNOVATIONS LIMITED  
On behalf of the Board of Directors  
Sd/-  
Surbhi Sharma  
Company Secretary and Compliance OfficerPlace: Bengaluru, Karnataka  
Date: December 1, 2025WAKEFIT INNOVATIONS LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the RHP. The RHP is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), as well as on the websites of the Stock Exchanges i.e. BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, on the website of the Company at [www.wakefit.co](http://www.wakefit.co) and the websites of the Book Running Lead Managers ("BRLMs"), i.e. Axis Capital Limited, IIFL Capital Services Limited (formerly known as IIFL Securities Limited) and Nomura Financial Advisory and Securities (India) Private Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.iiflcapital.com](http://www.iiflcapital.com) and [http://www.nomuraholdings](http://www.nomuraholdings.com/company/group/asia/india/index.html)

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THIS PUBLIC ANNOUNCEMENT IS NOT INTENDED FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY OUTSIDE INDIA.



(Please scan this QR code to view the RHP)



## METHODHUB SOFTWARE LIMITED

Our Company was incorporated as 'Methodhub Software Private Limited' a private limited company under the Companies Act, 2013, pursuant to the certificate of incorporation issued by the RoC, Karnataka at Bengaluru on February 2, 2016. The name of our Company was subsequently changed to 'Methodhub Software Limited', upon conversion into a public company, pursuant to a board resolution dated September 5, 2024 and a shareholder's resolution dated September 30, 2024, and a fresh certificate of change of name was issued on October 19, 2024 by the Registrar of Companies, Central Processing Centre. For further details relating to our Company, please refer, "History and Certain Corporate Matters" on page 275 of the red herring prospectus dated November 27, 2025 ("RHP" or "Red Herring Prospectus").

Corporate Identity Number: U74900KA2016PLC085743

Registered Office: Unit No. 109, 1<sup>st</sup> Floor, Prestige Meridian – 1, No. 29, M.G. Road, Bengaluru – 560 001, Karnataka, India. Contact Person: Muthukrishnan Shanmuga Thevar, Company Secretary and Compliance Officer; Telephone: +91 78248 23132; E-mail: cs@methodhub.in; Website: www.methodhub.in

### OUR PROMOTERS: AHOBILAM NAGASUNDARAM AND JAYAKUMAR AMMASAIKUTTY

THE OFFER IS BEING MADE IN ACCORDANCE WITH CHAPTER IX OF THE SEBI ICDR REGULATIONS (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON SME PLATFORM OF BSE (BSE SME).

#### THE OFFER

INITIAL PUBLIC OFFER OF UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH (THE "EQUITY SHARES") OF METHODHUB SOFTWARE LIMITED ("OUR COMPANY" OR "THE ISSUER") AT AN OFFER PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹[●] MILLION COMPRISING OF A FRESH ISSUE OF UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UPTO ₹875 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UPTO 800,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH BY K. CHANDRASEKARAN (THE "SELLING SHAREHOLDER") AGGREGATING UP TO ₹[●] MILLION ("OFFER FOR SALE") ("PUBLIC OFFER"); THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH, AT AN OFFER PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹[●] MILLION FOR SUBSCRIPTION BY THE MARKET MAKERS TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC OFFER LESS MARKET MAKER RESERVATION PORTION I.E. NET OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN OFFER PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[●] MILLION IS HEREIN AFTER REFERRED TO AS THE "NET OFFER". THE PUBLIC OFFER AND NET OFFER WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

#### DETAILS OF THE OFFER FOR SALE

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*
K. Chandrasekaran	Investor Selling Shareholder	Up to 800,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million	3.70

\*As certified by M/s. N.R Krishnamoorthy and Co. Chartered Accountants, pursuant to their certificate dated November 21, 2025

### PRICE BAND: ₹190 TO ₹194 PER EQUITY SHARE OF FACE VALUE OF ₹10/- EACH

THE FLOOR PRICE IS 19.00 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 19.40 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.

THE PRICE TO EARNING RATIO BASED ON DILUTED EPS FOR FY 2024-2025 AT THE FLOOR PRICE IS 20.32 TIMES

AND AT THE CAP PRICE IS 20.75 TIMES.

BIDS CAN BE MADE FOR A MINIMUM OF 1,200 EQUITY SHARES AND IN MULTIPLES OF 600 EQUITY SHARES THEREAFTER.

#### OFFER PROGRAMME

ANCHOR INVESTOR BID OPENS ON: THURSDAY, DECEMBER 4, 2025\*

BID/OFFER OPENS ON: FRIDAY, DECEMBER 5, 2025

BID/OFFER CLOSES ON: TUESDAY, DECEMBER 9, 2025\*\*^

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

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

^UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date.

Our Company is an IT service provider with offices in four Indian cities and Subsidiaries in USA and Canada, serving around 40 customers. We offer IT and Consulting Services including Cloud Services, Data & AI Services, Cybersecurity, ERP/CRM Integration, IT Infrastructure, Recruitment Delivery Services and Combined Offerings to provide bespoke IT solutions supported by dedicated IT team to ensure continuous monitoring and support according to client's specific needs. Core verticals include BFSI, Oil & Gas/Energy, Healthcare and Lifesciences, Telecom & Tech Infrastructure, Automotive & Transport, IT Consulting, and others allowing us to deliver targeted, industry-specific solutions that meet desired needs of each sector.

THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON SME PLATFORM OF BSE. FOR THE PURPOSE OF THE OFFER, THE DESIGNATED STOCK EXCHANGE SHALL BE BSE.

#### ALLOCATION OF THE OFFER

QIB PORTION	UPTO 50% OF THE NET OFFER
INDIVIDUAL INVESTOR PORTION	NOT LESS THAN 35% OF THE NET OFFER
NON-INSTITUTIONAL PORTION	NOT LESS THAN 15% OF THE NET OFFER
MARKET MAKER PORTION	NOT LESS THAN 5% OF THE OFFER

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.

The price band is justified based on the qualitative factors, quantitative factors and KPIs disclosed in the chapter title "Basis for Offer Price" beginning on page 143 of the Red Herring Prospectus.

#### RISK TO INVESTORS

- We generate a significant portion of our revenue from operations from our top client and top 10 clients who for the six months period ended September 30, 2025 represented 32.09% and 91.95% of our revenue from operations, respectively. Any loss or reduction of business from these clients or customers could reduce our revenue and adversely affect our business, results of operations, cash flows and financial condition.
- We derive significant portion of our revenue from customers operating in BFSI, Healthcare and life science, automotive and transport, oil & gas and energy and telecom and tech infra industry. Any decline in demand from these industries or change in requirements from customers in these industries may result in an adverse effect on our business, revenue from operations and financial conditions.
- Our success hinges on our ability to adapt to changing customer needs and technological advancements. If we fail to provide innovative solutions and services to keep pace with industry trends and technological advancement, it could adversely impact our business, results of operations and cash flows.
- We rely on our key suppliers for various aspects of our information technology infrastructure. Our Top 10 suppliers accounted for 32.09%, 65.94%, 72.13% and 56.72% of our total expenses for the six months period ended September 30, 2025, Fiscals 2025 and 2024 on a consolidated basis and for 2023 on a standalone basis, respectively. Any failure on part of our suppliers to supply in a timely manner or if they ceased supplying products/services to us and we were unable to find a supplier to replace it, it could have an adverse effect on our business, financial condition, results of operations, and cash flows.
- If we fail to integrate or manage acquired companies or businesses efficiently, or if the acquired companies or businesses are difficult to integrate, divert management resources or do not perform to our expectations we may not be able to realise the benefits envisioned for such acquisitions, and our overall profitability and growth plans could be adversely affected.
- Data networks are vulnerable to attacks, unauthorised access and disruptions. Any unauthorized access to our network or data, including internal breaches, cyberattacks or system vulnerabilities, could harm our reputation, create additional liability and adversely affect our financial condition, results of operations and cash flows. Additionally, losses or liabilities that are incurred as a result of any of the foregoing or failure of our IT systems could adversely affect our business, cash flows, financial condition and results of operations.
- If we fail to attract and retain employees, we may not have the necessary resources to properly staff projects, and failure to successfully compete for such employees could adversely affect our business, cash flows, financial conditions and results of operations.
- Our success depends substantially on the continuing services of our Senior Management, and Key Managerial Personnel. If we are unable to attract and retain them, we may not be able to maintain client relationship and grow effectively, which may adversely affect our business, result of operations, cash flows and financial condition.
- The implementation process of solutions may in some cases be time consuming, and any failure to satisfy our customers or perform as desired could harm our business, results of operations, and financial condition.
- We have had negative cash flows in the past and may have negative cash flows in the future.

For further details, refer "Risk Factors" on page 34 of the Red Herring Prospectus.

#### BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company, in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value of the Equity Shares at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to "Risk Factors", "Our Business", "Financial Information", and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 34, 232, 311, and 355, of the RHP, respectively, to have an informed view before making an investment decision.

I. Qualitative Factors : Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

• Long-term Client Relationships • Experienced Leadership and skilled workforce • Scalable Business Model • Continuous Innovation • Catering to diversified industrial verticals • Robust financial performance. For further details see "Risk Factors" and "Our Business" on page 34 and 232, of the respective.

II. Quantitative Factors: The information presented relating to the Company is based on the Restated Financial Statements. For details, please refer section titled "Financial Information" on page 311 of the Red Herring Prospectus. Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings per share (EPS), as adjusted for changes in capital

Financial Year	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2025	9.93	9.35	3
March 31, 2024	6.04	6.04	2
March 31, 2023	1.51	1.51	1
<b>Weighted Average</b>	<b>7.23</b>	<b>6.94</b>	
Six months period ended September 30, 2025*	8.36	8.3	

\* Not annualized

As certified by N.R Krishnamoorthy and Co. Chartered Accountants pursuant to their certificate dated, November 21, 2025

Notes:

a) The figures disclosed above are based on the Restated Financial Statements of the Company.

b) The face value of each Equity share is ₹10.

c) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.

d) Basic EPS = Net Profit after tax, as restated, attributable to owner of the company divided by weighted average no. of equity shares outstanding during the year.

e) Diluted EPS = Net Profit after tax, as restated, attributable to owner of the company divided by weighted average no. of diluted equity shares outstanding during the year.

f) Basic and Diluted EPS calculations are in accordance with Accounting Standard 20 "Earnings per Share", notified under section 133 of Companies Act, 2013 read together along with paragraph 7 of Companies (Accounting) Rules, 2014.

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹ 190 to ₹ 194 per Equity Share of face value of ₹ 10 each fully paid up:

Particulars	(P/E) Ratio at the lower end of the Floor Price (number of times)*	(P/E) Ratio at the higher end of the Price Band (number of times)*
P/E ratio based on the Basic & Diluted EPS, as restated for period ending March 31, 2025	19.13/20.32	19.54/20.75
P/E ratio is based on the Weighted Average EPS, as restated.	26.28/27.38	26.83/27.95

\*The details shall be updated on finalisation of the Price Band

3. Industry Peer Group P/E ratio

Industry P/E Ratio*	(P/E) Ratio
Highest	40.50
Lowest	21.30
Industry Average	32.67

\*For the purpose of industry, we have considered those companies which are engaged in the similar line of business segment as of our Company, however, they may not be exactly comparable in terms of product portfolio or size of our Company. The peers have been included for the purpose of broad comparison.

Notes:

i) The P/E Ratio of our Company has been computed by dividing Offer Price with EPS

ii) P/E Ratio of the peer company is based on the Audited Results for the F.Y. 2025 and stock exchange data dated November 20, 2025

4. Return on Net Worth ("RoNW") as derived from the Restated Financial Statements:

Fiscal ended	RoNW (%)	Weight
March 31, 2025	26.92%	3
March 31, 2024	47.78%	2
March 31, 2023	34.20%	1
<b>Weighted Average</b>	<b>35.09%</b>	
Six months period ended September 30, 2025*	17.92%	

\*Not annualized

Notes:

i) RoNW has been computed by dividing restated net profit after tax with the restated Net worth at the end of the year / period

ii) Weighted average = Aggregate of year-wise weighted RoNW divided by the

...continued from previous page.

## BASIS FOR OFFER PRICE

## 5. Net Asset Value Per Equity Share of face value of ₹10 each ("NAV")

Fiscal/ Period ended	NAV per equity share (₹)
As at September 30, 2025#	40.26
As at March 31, 2025	36.10
As at March 31, 2024	10.42
As at March 31, 2023	4.42
After the Completion of the Offer	
- At Floor Price*	76.08
- At Cap Price*	77.04
- At Offer Price per share*	[•]

# Not annualized

\*To be computed after finalisation of the Price Band

Notes:

- i) NAV per equity share = Restated Net worth at the end of the year/ weighted average number of Equity shares outstanding at the end of the year adjusted for changes in capital.
- ii) Net worth is computed as the sum of the aggregate of paid-up Equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares.

## 6. Comparison of Accounting Ratio with Industry Peers

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates and whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

Following is the comparison with our peer companies listed in India.

Name of the Company	Latest Financial Year (on a consolidated basis)	Current Market Price (₹)	Face Value (₹)	Basic EPS (₹)	P/E (X) Times	RoNW (%)	Net Asset Value per share (₹)	PAT margin (%)
Methodhub Software Limited	March 31, 2025	[•]	10.00	9.93	[•]	26.92	36.10	8.46
<b>Peer Group</b>								
Esconet Technologies Limited	March 31, 2025	182.00	10.00	6.11	36.20	15.00	53.50	3.47
InfoBeans Technologies Limited	March 31, 2025	566.00	10.00	15.58	21.30	12.40	136.00	9.84
Silver Touch Technologies Ltd	March 31, 2025	830.00	10.00	22.00	40.50	17.60	105.00	7.52

Notes:

- a) The figures for our Company are based on Restated Financial Statements for the year ended March 31, 2025  
b) The figures for the Peer Group are based on / computed based on the Consolidated Financial Statements for the year ended March 31, 2025 and is sourced from the annual reports as available of the respective company for the year ended March 31, 2025 submitted to stock exchanges  
c) Current Market Price (CMP) is the closing price as on November 20, 2025 and is sourced from wwwseindia.com. For our company, CMP= Offer Price  
d) P/E Ratio has been computed based on the CMP as dividend by the Basic EPS as on March 31, 2025.  
e) RoNW has been computed by dividing restated net profit after tax with the average Net Worth of beginning and the end of the year  
f) The Offer Price determined by our Company in consultation with the BRLM is justified by our Company in consultation with the BRLM on the basis of the above parameters.  
g) The face value of our equity shares is ₹10 per share and the Offer Price is of ₹ [•] per share is [•] times of the face value  
h) Listed peers are as identified by us based on similar line of business of our Company, however not comparable with size of our Company.  
i) Return on Net Worth (%) = Profit for the year ended March 31, 2025 divided by Total Equity of the Company as on March 31, 2025.  
j) NAV is computed as the Total Equity of the Company as on March 31, 2025 divided by the outstanding number of equity shares as on March 31, 2025.

The Offer Price is [•] times of the face value of the Equity Shares

The Offer Price of ₹[•] has been determined by our Company in consultation with the Book Running Lead Manager, on the basis of market demand from investors for Equity Shares through the Book Building Process. Investors should read the abovementioned information along with "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Position and Results of Operations" and "Financial Information" on page 34, 232, 355 and 311 of the RHP, respectively.

## 7. Key Performance Indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth in comparison to our peers. The KPIs disclosed below have been approved, by a resolution of our Audit Committee dated November 20, 2025 and the members of the Audit Committee have verified details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Red Herring Prospectus. Further, the KPIs herein have been certified by M/s. N R Krishnamurthy and Co., Chartered Accountants, the Statutory Auditor of our Company by their certificate dated November 21, 2025. Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

(₹ in million unless otherwise stated)

Particulars	For the six months period ended September 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Revenue from Operations <sup>(1)</sup>	799.37	1,348.58	568.02	354.90
EBITDA <sup>(2)</sup>	147.85	170.02	90.37	57.44
EBITDA Margin (%) <sup>(3)</sup>	18.50	12.61	15.91	16.18
PAT <sup>(4)</sup>	103.48	115.01	54.08	13.44
PAT Margin (%) <sup>(5)</sup>	12.90	8.46	9.39	3.74
Net Worth <sup>(6)</sup>	577.41	427.17	113.18	39.30
Return on Equity <sup>(7)</sup>	20.60	42.57	70.93	41.25
Return on Capital Employed <sup>(8)</sup>	16.80	25.71	24.87	21.07
Current Ratio (Times) <sup>(9)</sup>	1.91	1.90	2.07	1.68

Notes:

- 1) This amount is Revenue from Operations as appearing in the Restated Financial Statements  
2) EBITDA = profit for the period / year, plus tax expenses, finance costs, depreciation and amortization expenses, extraordinary items, and reduced by other income.  
3) EBITDA Margin = EBITDA divided by Revenue from Operations  
4) This amount is Profit for the period/year as appearing in the Restated Financial Statements.  
5) PAT Margin = Profit for the year/period divided by Total Revenue.  
6) Net Worth = Shareholders' Funds as shown in the Restated Financial Statements  
7) Return on Equity = Net Profit (Loss) after tax for the year / period divided by Average Shareholder Equity.  
8) Return on Capital Employed = earnings before interest and taxes divided by average capital employed. Capital Employed is Total Assets less Current Liabilities  
9) Current Ratio = Current assets divided by Current Liabilities

## ADDITIONAL INFORMATION FOR INVESTORS

1. Details of proposed/undertaken pre-offer placements from the DRHP filing date: Our Company has not undertaken any Pre-IPO Placements from the DRHP filing date.  
2. Transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the Company by promoter(s) and promoter group(s) from the DRHP filing date: Our Promoters and Promoter Group have not undertaken any transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the Company from the RHP filing date.

3. Pre-issue shareholding as at the date of advertisement and post-issue shareholding as at allotment for promoter(s), promoter group and additional top 10 shareholders of our Company:

Name of the Shareholder	Pre-Offer shareholding as at date of Advertisement		Post-Offer shareholding as at Allotment <sup>(1)</sup>			
	At the lower end of the Price Band (₹190)		At the upper end of the Price Band (₹194)			
	Number of Equity Shares of face value of ₹10 each	Percentage of pre-Offer paid-up Equity Share capital on a fully diluted basis (in %) <sup>(2)</sup>	Number of Equity Shares of face value of ₹10 each <sup>(3)</sup>	Percentage of post-Offer paid-up Equity Share capital on a fully diluted basis (in %) <sup>(4)</sup>	Number of Equity Shares of face value of ₹10 each <sup>(5)</sup>	Percentage of post-Offer paid-up Equity Share capital on a fully diluted basis (in %) <sup>(6)</sup>
<b>Promoters</b>						
1. Ahobilam Nagasundaram	3,013,907	21.01	3,013,907	15.99	3,013,907	15.99
2. Jayakumar Ammasaikul	1,973,000	13.76	1,973,000	10.46	1,973,000	10.46
<b>Sub Total (A)</b>	<b>4,986,907</b>	<b>34.77</b>	<b>4,986,907</b>	<b>26.45</b>	<b>26.45</b>	<b>26.45</b>
<b>Promoter Group</b>						
1. Nagasundaram A.	30,927	0.22	30,927	0.16	30,927	0.16
2. Rajalaxmi Ramamirtham	44,051	0.31	44,051	0.23	44,051	0.23
<b>Sub Total (B)</b>	<b>74,978</b>	<b>0.52</b>	<b>74,978</b>	<b>0.39</b>	<b>74,978</b>	<b>0.39</b>
<b>Additional top 10 Shareholders</b>						
1. K Chandrasekaran (Selling Shareholder)	2,432,500	16.96	16,59,700	8.80	16,59,700	8.80
2. Aster Capital Advisory Services Private Limited	875,000	6.10	875,000	4.64	875,000	4.64
3. Invicta Capserv	437,500	3.05	437,500	2.32	437,500	2.32
4. Chhattisgarh Investments Limited	370,119	2.58	370,119	1.96	370,119	1.96
5. RPV Holdings Private Limited	360,824	2.52	360,824	1.91	360,824	1.91
6. Hemant Gadodia	350,000	2.44	350,000	1.86	350,000	1.86
7. Lalit Dua	340,728	2.38	340,728	1.81	340,728	1.81
8. Abundantia Capital VCC	308,835	2.15	308,835	1.64	308,835	1.64
Abundantia Capital III						
9. Dhivya Prasanna	297,500	2.07	297,500	1.58	297,500	1.58
10. Roma Rudolph Dosouza	297,500	2.07	297,500	1.58	297,500	1.58
<b>Sub Total (C)</b>	<b>6,070,506</b>	<b>42.32</b>	<b>52,97,706</b>	<b>28.10</b>	<b>52,97,706</b>	<b>28.10</b>
<b>Total (A + B + C)</b>	<b>11,132,391</b>	<b>77.61</b>	<b>1,03,59,591</b>	<b>54.95</b>	<b>1,03,59,591</b>	<b>54.95</b>

(1) Assuming full subscription in the Offer. The post-Offer shareholding details as at allotment will be based on the actual subscription and the final Offer price and updated in the prospectus, subject to finalization of the basis of allotment. Also, this table assumes there is no transfer of shares by these shareholders between the date of the advertisement and allotment (if any such transfers occur prior to the date of prospectus, it will be updated in the shareholding pattern in the prospectus).

(2) This will include any transfer of Equity Shares by existing Shareholders, up to the date of Prospectus.

The "Basis for Offer Price" on page 143 of the offer document has been updated with the above price band. Please refer to the website of the BRLM for the "Basis for the Offer Price" updated with the above price band. You can scan the QR code given on the first page of this Advertisement for the chapter titled "Basis for the Offer Price" on page 143 of the Red Herring Prospectus.

## KPIs

## Explanation

KPIs	Explanation




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