



(Please scan this QR Code to view the DRHP)

PUBLIC ANNOUNCEMENT



WAKEFIT INNOVATIONS LIMITED

Our Company was incorporated as 'Wakefit Innovations Private Limited' at Bengaluru, Karnataka as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated March 1, 2016, issued by the Registrar of Companies, Karnataka at Bengaluru ("RoC"). Subsequently, our Company was converted from a private limited company to a public limited company and the name of our Company changed from 'Wakefit Innovations Private Limited' to 'Wakefit Innovations Limited' pursuant to a Shareholders' resolution dated June 5, 2025 and a fresh certificate of incorporation dated June 16, 2025 was issued by the RoC. For further details, see "History and Certain Corporate Matters – Brief History of our Company" on page 224 of the draft red herring prospectus dated June 26, 2025 read with notice to investors dated July 29, 2025 (the "DRHP" or the "Draft Red Herring Prospectus")

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

OUR PROMOTERS: ANKIT GARG AND CHAITANYA RAMALINGEGOWDA

NOTICE TO INVESTORS ("NOTICE")

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

In reference to the DRHP and Addendum, investors should note the following:

- Our Company, in consultation with the BRLMs, has undertaken a private placement of 2,871,794 Equity Shares of face value of ₹1 each at an Issue price of ₹195 per Equity Share of face value of ₹1 each (including a premium of ₹194 per Equity Share of face value of ₹1 each) for an amount of ₹ 560.00 million, in accordance with Section 42 and read with Section 62(1)(c) of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, each as amended ("Pre-IPO Placement"). The Pre-IPO Placement has been undertaken, pursuant to the resolutions of the Board and the Shareholders, each dated November 8, 2025. Further, our Company has entered into a share subscription agreement dated November 8, 2025 ("SSA") with certain investors as mentioned below ("Allottees").
- The Board of Directors pursuant to its resolution dated November 14, 2025 has allotted the Equity shares to the allottees mentioned below, details of which are included 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

*On a fully diluted basis assuming exercise of vested options under ESOP 2019.

- Please note that the Equity Shares issued pursuant to the Pre-IPO Placement, being the pre-offer equity share capital shall be subject to lock-in, in accordance with Regulation 17 of the SEBI ICDR Regulations.
- We hereby confirm that the amount to be raised through the Fresh Issue shall be reduced pursuant to the Pre-IPO Placement, which is not exceeding 20% of the Fresh Issue size as disclosed in the DRHP, subject to the Fresh Issue complying with Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957.
- The aforementioned Allottees are not connected with our Company, Promoters, members of the Promoter Group, Directors, Key Managerial Personnel, and Senior Management in any manner.
- Our Company has appropriately intimated the Allottees prior to the allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the Allottees will be appropriately made the Red Herring Prospectus and in the relevant sections of the Red Herring Prospectus and the Prospectus.

Further, the Company shall suitably update the relevant section in the Red Herring Prospectus and Prospectus to be filed by our Company with the RoC, SEBI and the Stock Exchanges, to reflect the factual position pursuant to the Pre-IPO Placement.

For details of the share capital and capital structure and the names of the signatories to the Memorandum of Association and the number of shares subscribed by them of the Company, see "Capital Structure" beginning on page 82 of the DRHP. The liability of the members of our Company is limited. For details of the main objects of the Company as contained in the Memorandum of Association, see "History and Certain Corporate Matters" beginning on page 224 of the DRHP.

BOOK RUNNING LEAD MANAGERS TO THE OFFER

REGISTRAR TO THE OFFER

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

For WAKEFIT INNOVATIONS LIMITED

On behalf of the Board of Directors

Sd/-

Surbhi Sharma

Company Secretary and Compliance Officer

Place: Bengaluru, Karnataka
Date: November 14, 2025

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

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